

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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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 member of the Board;

"General Officers, Senior Officers, Chief Warrant Officers, Master Warrant Officers, and other ranks" used herein are those ranks of the Canadian Armed Forces;

"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;

"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 (Member Proposals) 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

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.

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 Association Seal

Purpose The Association may have a seal in a form approved from time to time by the Board. The seal of the Association when required may be affixed to contract documents and instruments in writing executed by the officer or officers appointed by resolution of the Board.

Custody If the Board approves a seal, the Secretary of the Association shall be the custodian of the seal.

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.

Use of the Association Seal Any person authorized to sign any document may affix the corporate seal (if any) to the document.

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 offices 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

Business Methods: The Association may conduct its business using one or all of:

- In person meetings, featuring verbal discussions, the use of documents, and “show of hands’ voting;
- The use of paper documents (including plans, proposals and draft resolutions);
- The use of electronic meeting services, including teleconferencing / videoconferencing / electronic meetings and voting. Any participant in such an electronic meeting regardless of the participant’s location shall be deemed to be present at that meeting; and
- 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.

1.09 Voting: 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;
- All those eligible to vote are entitled to see the results of all votes; and
- Secret ballot voting may be used at the discretion of the meeting chair.

1.10 Proxy Voting: Proxy voting may be undertaken as follows:

- A member of the Board may not appoint a Proxy or nominee to attend a Board meeting;
- For meetings of members, a member may assign his or her voting rights to another member by signing a Proxy Authorization form that must be signed and presented to the Chair before the start of that meeting;
- A Proxy Authorization shall only be valid for one specific meeting instance.

1.11 Use Of Electronic Media And Services: To overcome geographic 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 include the use of electronic media and information sharing tools for information distribution, email, file sharing, social media, video conferencing, teleconferencing and fundraising. For example:

- Videoconferencing, teleconferencing and electronic meetings 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.

1.12 Records Of Decisions – Development And Publication

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

Records of Decisions shall be published on cmcen.ca and made accessible to all authorized parties.

1.13 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.

1.14 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.

1.15 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

Membership in the Association shall be comprised of:

- 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. 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. All Ordinary Members shall be entitled to one vote each at meetings of the Association;
- 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 Association;
- 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 Association.
- 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 Application for Membership

Serving and Retired Military Personnel Serving and retired Regular and Reserve military personnel of the CF C&E Branch, its founding elements and its constituent units are automatically Ordinary Members in perpetuity of the Association and will be formally advised of their membership upon joining the C&E Branch.

Members of the Association Before 21 September 1989 All members of the Canadian Forces Communications and Electronics Association prior to 21 September 1989 are also automatically Ordinary Members of the Association.

Other Applicants All other individuals will be admitted as members upon application and approval of the Board or a designated membership officer.

2.03 Withdrawal of Membership

Members may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Secretary of the Association.

2.04 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 Members of the Association.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Dues (if any) shall be fixed by resolution of the Board. Members shall be notified in writing of the membership dues payable by members.

3.02 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 Board or 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.

f. The member's term of membership expires.

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;
- 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, 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 or outside of Canada as the Board may determine and on such day as the said Board shall appoint.

General Meeting Call The Board shall have power to call, at any time, a general meeting of the members of the Association.

Special Meetings The Board shall call a special meeting of members on written requisition of members carrying not less than 15% of the ordinary membership.

4.02 Business to be Transacted at Meetings of Members

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

The members may consider and transact any business either special or general at the meeting of the members.

4.03 Notice of Meeting of Members

Fourteen (14) days written notice of the time and place of meeting of members shall be given to each voting member of any annual or special general meeting of members.

Written notice may comprise any of the following: official messages, letters, national or regional newsletters, notice boards or routine orders. Such notice shall be conveyed by the following means:

- a. **Physical:** By mail, courier or personal delivery to each member entitled to vote at the meeting, not less than 14 days before the day on which the meeting is to be held; or
- b. **Electronic:** By telephonic, electronic mail or other electronic communication means to each member entitled to vote at the meeting, not less than 14 days before the day on which the meeting is to be held.

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.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Association.

4.04 Agenda of Meetings of Members

The Secretary shall make available to members the agenda of meetings of the members. 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, or Vice-Chair and Vice President of the Board, who is a member or represents a member.
- b. If not such 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.
- c. In the absence of the Secretary, the chair shall appoint a person, who need not be 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 and Method of Voting

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

Voting may use whatever method is required to know the preference or decision of the eligible voter, including “show of hands”, polling of people present or in attendance electronically, by the use of physically / electronically distributed ballots, or by an approved electronic survey service.

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

4.08 Proxy Vote

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 naming the member giving the proxy and the name of the proxy holder is received by the Secretary prior to the start of the meeting.

The proxy holder must be an ordinary member of the Association.

For items of designated special business, a member may, by means of a written proxy, appoint a 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.

4.09 Absentee Voting

Pursuant to subsection 171 (1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote in any manner as prescribed in these by laws, or may appoint another member or director as proxy.

Such ballots or appointments of proxy shall be transmitted to the President/Secretary of the Corporation by any physical or electronic means listed in 2.04 above.

In the case of physical and electronically submitted ballots, the President/Secretary shall review such votes, verify their validity and present them at the meeting without identifying the member.

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 Votes to Govern

At any meeting of members, every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions.

4.12 Tie Vote

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.13 Amendment of Bylaws

The bylaws of the Association not embodied in the Articles of Continuance may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board and sanctioned by an of affirmation vote of at least two thirds of the members at a meeting duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not have been forced or acted upon until the approval of the Minister of Industry has been obtained.

4.14 Auditors

Appointment and Reporting The members shall at each annual meeting appoint an 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 Overview

The Board is:

- Elected by and accountable to the membership;
- Receives and may solicit advice from the Advisory Council;
- Professionally manages the Association; and
- Delivers what was agreed in the Association's business plan.

In so doing, the Board shall manage the property and business of the Association. The Directors of the Association may administer the affairs of the Association in all things, and 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 charter or otherwise authorized to exercise and do.

5.02 Responsibilities of the Board

The Board responsibilities are:

- **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.

- **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.
- **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.
- **Policies, Procedures and Methods of Work** Unless specified in these By Laws, the Board will determine its internal policies, procedures and methods of work.

5.03 Duties of the Board

The Board will perform the following duties:

1. **Oversee Legal And Regulatory Compliance** with legal and regulatory requirements (including those that may constrain the action of the organization). These would include articles of incorporation to meet Industry Canada requirements, and the Association operations 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 Advisory Council, 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 required to implement Association policy and strategic / business plans. The Board will manage the assignment and modification of roles and responsibilities of the Officers 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. **Resolve Issues** submitted to it for consideration.
7. **Perform Other Tasks** assigned to it in the Association's By Laws.

5.04 Election and Term

Eligibility Any Ordinary Member 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 the first meeting of mem-

bers and at each succeeding 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.

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.

5.05 Standing Committees of the Board

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 solicits 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.

Any committee member may be removed by resolution of the Board.

5.06 Additional Committees

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

Any such additional committee 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.

The Board may dissolve such additional committees once in its opinion its objectives have been accomplished.

Any committee member may be removed by resolution of the Board.

5.07 Books and Records

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

The Board may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and failing this confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

SECTION 6 - MEETINGS OF THE BOARD

6.01 Board 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, provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Association has only one director, that director may call and constitute a meeting.

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 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

Giving Notice Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Association not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. Delivered personally to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. Mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. By telephonic, electronic or other communication facility at the director's recorded address for that purpose;
or
- d. By an electronic document in accordance with Part 17 of the Act.

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.

Notice Not Required Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the 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 sent 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 All Board members will have equal voice and voting privileges.

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 Votes to Govern

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

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

SECTION 7 – OFFICERS OF THE BOARD AND OTHER OFFICERS

7.01 Executive Committee

Election There shall be an Executive Committee of the Board: that is:

- That is elected annually by the Board from among its members who were elected at the annual meeting; and
- The membership of which is 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 other 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

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.

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

- a. The officer's successor being 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.

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 Description of Officers of the Executive Committee of the Board

Composition The Executive Committee shall be the Officers of the Association and shall consist of the Chair of the Association, the Vice-Chair of the Association, the Executive Director, the Secretary and the Treasurer of the Association.

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:

7.04 Chair of the Board and President - The Chair of the Board and President, if one is appointed, 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 and policies of the Association;
- When present, preside at all meetings of the Board and of the members.
- 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.

7.05 Vice-Chair of the Board and Senior Vice-President - The Vice-Chair of the Board and Senior Vice President, if one is appointed, 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.
- Undertake such other duties and powers as the Board may specify.

7.06 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.

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

- 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, papers records, documents and other instruments belonging to the Association.
- Act as custodian of the seal of the Association, which he shall deliver only when authorized by resolution of the Board to do so and to such person or persons as may be named in the resolution.

7.08 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:

- 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;
- 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.

7.09 Description of Additional Officers of the Association

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

- **Heritage** – (Scope statement under development);
- **Communications** – (Scope statement under development);
- **Veterans** – (Scope statement under development); and,
- **Honours and Awards** – (Scope statement under development).

Association Officers will retain their Ordinary Member's vote at members' meetings but may not vote at meetings of the Board.

7.10 All Officers The powers and duties of all officers of the Association shall be such as the terms of their engagement call for or the Board or its Chair and 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 of the Association.

7.11 Removal of Directors and Officers Directors and executive committee members may be removed by authority of these bylaws.

SECTION 8 - ADVISORY COUNCIL

8.01 Role A number of ex-officio appointments in the C&E Branch and other Association affiliate members shall constitute an Advisory Council that may be called to provide advice to the Board. The role of the Advisory Council will be:

- To maintain open communications with the Association membership, the CAF and other bodies of interest to the Association;
- To maintain an awareness of member values and issues, including how well the Association is serving its membership;
- To advise the Board on matters of importance to individual and organizational members;
- To act as a sounding board for the Board on matters of policy, strategic / business planning, service delivery, the Association's organization and effectiveness; and
- To consider issues submitted to it by Association members

8.02 Composition The Advisory Council, as a minimum, shall include:

- The Colonel Commandant (as Chair of the Advisory Council);

- The Communication and Electronics Branch Advisor;
- The Communication and Electronics Branch CWO;
- The Home Station Adjutant;
- The President of the Military C&E Museum Foundation;
- Additional nominated members from affiliate and other organizations that are selected by the Board in consultation with the Chair of the Advisory Council. Where necessary, nominated members will serve in rotation as determined by the Board in consultation with the Chair of the Advisory Council; and
- Such other members as the Board deems appropriate.

8.03 Policy, Procedures and Methods of Work The Advisory Council shall determine its policies, procedures and methods of work, provided that they are not in conflict with the Association's By Laws.

8.04 Voting Privileges These advisors carry one Individual Member's vote at member's meetings and Advisory Council meetings, but may not vote at meetings of Board.

SECTION 9 – INDEMNIFICATION AND REMUNERATION OF DIRECTORS, OFFICERS AND OTHERS

9.01 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:

- 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
- 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.

9.02 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 10 – NOTICES

10.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer, or member of a committee of the Board shall be sufficiently given:

- a. If delivered to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director, to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. If physically delivered to such person's recorded address by prepaid ordinary mail, air mail or courier service; or
- c. If sent electronically to such person by telephonic, electronic or other communication facility or service, at such person's recorded address for that purpose; or
- d. If provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered to the recorded address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by means of electronic communication shall be deemed to have been delivered when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, typewritten or printed.

10.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, 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 11 - DISPUTE RESOLUTION

11.01 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 Section 11.02 of this by-law.

11.02 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.

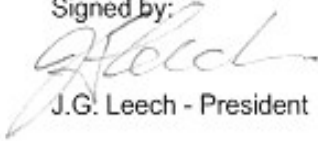
SECTION 12 - EFFECTIVE DATE

12.01 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the Directors of the Association by resolution on the day of the 20th of October 2016.

Signed by:



J.G. Leech - President