

The NAVY LEAGUE OF CANADA

(Ontario Division)



BY-LAWS

As amended to April 2008

INTRODUCTION

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

THE PURPOSES AND OBJECTS OF THE NAVY LEAGUE OF CANADA

To promote an interest in maritime affairs generally throughout Canada.

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

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

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

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

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

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

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

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

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BY-LAWS
THE NAVY LEAGUE OF CANADA
(ONTARIO DIVISION)

The Navy League in Canada was established initially in the year 1895 as a Branch of the Navy League of Great Britain and was incorporated under the laws of the Dominion of Canada on 28 March 1918. In 1941 the Royal Canadian Navy became a partner in the Royal Canadian Sea Cadet movement. The Navy League Cadet program was established in 1948 with Wrenettes added in 1950. The Navy League of Canada (Ontario Division) was incorporated under the laws of the Province of Ontario by Letters Patent dated the 5 August 1970 to carry out the objects of the Navy League of Canada.

The following by-law to be known as General By-Law Number 7 is enacted for the purpose of governing the affairs and procedures of The Navy League of Canada (Ontario Division).

1 ARTICLE 1 INTERPRETATION

1.1 DEFINITIONS

In these by-laws, unless the context otherwise requires:

- 1.1.1 “Annual General Meeting” means a yearly scheduled meeting of the members of the League, a Division, or a Branch as the context requires, required to be held by any law, these By-Laws, or those of National or a Branch;
- 1.1.2 “Associate Member” has the meaning given to it in Sub-Clause 2.3. of the By-Laws;
- 1.1.3 “Board” means a Board of Directors
- 1.1.4 “Board of Directors” means the Board of Directors constituted by the Ontario Division Council at each Annual General Meeting to manage the business and affairs of Ontario Division on behalf of the Division Council.
- 1.1.5 “Branch” means the Members in a territorial sub-division of a Division operating within that Division, and duly authorized by Ontario Division and National Board of Directors;
- 1.1.6 “Branch Council” means the governing body of a Branch as described in Clause 6.4 of the By-Laws of National Board of Directors;
- 1.1.7 “Cadet” means a member in good standing of a Corps;
- 1.1.8 “Cadet Member” has the meaning given to it in Sub-Clause 2.4;

- 1.1.9 “Call to Order” shall mean the book Call to Order, written by Herb Perry, and published by Big Bay Publishing.
- 1.1.10 “Corps” means a Royal Canadian Sea Cadet Corps, or a Navy League Cadet Corps, duly authorized by National Board of Directors and Ontario Division;
- 1.1.11 “Director” means a member of the Board elected or appointed by the Division Council.
- 1.1.12 “Division” means the Members in a defined territory or area designated by National Board of Directors for the purpose of carrying on the work of the League in such territory or area;
- 1.1.13 “Division Council” means the governing body of a Division established to achieve the Purposes and Objects of the League within the Division, as described in Clause 5.2 of the By-Laws of National Board of Directors;
- 1.1.14 “Division Council Member” means an Individual Member who has been elected, appointed, or designated to serve on a Division Council;
- 1.1.15 “Executive Committee” means the committee appointed as described in Article 4;
- 1.1.16 “General Meeting” means an open meeting of the members of The League, a Division, or a Branch, as the context requires;
- 1.1.17 “Honorary Member” has the meaning given to it in Sub-Clause 2.5;
- 1.1.18 “Individual Member” has the meaning given to it in Sub-Clause 2.2;
- 1.1.19 “The League” means The Navy League of Canada;
- 1.1.20 “Life Member” has the meaning given to it in Sub Clause 2.6;
- 1.1.21 “May” indicates the action indicated is optional;
- 1.1.22 “National” means the National Board of Directors and its components or members, and may be used in place of “League, e.g. the “National” President is also the “League“ President;
- 1.1.23 “National Board of Directors” means the policy governing body of The League established to achieve the Purposes and Objects of The League as described in Article 4 of the By-Laws of the National Board of Directors;
- 1.1.24 “Officers of a Branch” means: the Branch President, Vice President(s), Secretary, and Treasurer, or Secretary-Treasurer, or as specified in Branch Policies and Procedures;

- 1.1.25 “Officers of a Division” means: the Division President, Vice-President(s), and Treasurer, or Secretary-Treasurer or as specified in Division By-Laws;
- 1.1.26 “Officers of the League” means: the National President, National First Vice-President, National Vice-Presidents, National Secretary, and National Treasurer;
- 1.1.27 “Person” means an individual person, a body corporate, or an organization;
- 1.1.28 “Resolution in Writing” means a written resolution signed by all of the Persons who would be entitled to vote on that resolution at a meeting;
- 1.1.29 “Shall” means that the action indicated by the context is mandatory;
- 1.1.30 “Special Meeting” means any meeting other than a regularly scheduled meeting of the Division, or a Branch, as the case may be, called in accordance with these By-Laws for any purpose not contrary to law, the charter of The League or these By-Laws;
- 1.1.31 “Special Resolution” means a resolution to make any fundamental change to the name, Purposes and Objects, Supplementary Letters Patent, or By-Laws of The League as described in Sub-Clause 4.23.010 of the By-Laws of National Board of Directors;
- 1.1.32 “Weighted Vote” has the meaning given to it in Sub-Clauses 14.1.4 and 14.1.7;
- 1.1.33 “Will” indicates the future tense of shall.

1.2 NUMBER/GENDER

- 1.2.1 Unless the context requires otherwise, words importing singular number or masculine gender shall include the plural or the feminine, as the case may be, and vice-versa.

1.3 HEADINGS

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

1.4 INVALIDITY OF PROVISIONS

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

2 ARTICLE 2 MEMBERSHIP

Notwithstanding Article 3 of the National By-laws, membership within the Ontario Division of The Navy League of Canada shall be governed in accordance with the regulations set forth in Article 2 of the Division By-laws.

2.1 MEMBER CATEGORIES

2.1.1 The Division may admit the following categories of members:

2.2 INDIVIDUAL MEMBERS

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

2.2.1.1 Any eligible person may be an Individual Member of one Branch only.

2.2.1.2 The Individual Member must pay the annual fee, as set by the Branch.

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

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

2.3 ASSOCIATE MEMBERS

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

2.3.1.1 Any eligible person may hold Associate Member status in The Division and as many Branches as they wish.

2.3.1.2 The Associate Member must pay the annual fee as set by The Division or Branch.

2.3.1.3 Notwithstanding subpara 2.3.1.2, all active CIC Officers, Navy League Officers, Civilian or Cadet Instructors of Corps are granted Associate Member status, and are not required to pay a fee.

2.3.1.4 Associate Members may attend General Meetings but do not have the right to vote.

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

2.4 CADET MEMBERS

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

2.5 HONORARY MEMBERS

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

2.6 LIFE MEMBERS

2.6.1 A Branch may recommend to the Divisional Board of Directors that an Individual Member of their Branch who has completed twenty-five years of service be granted a Life Membership in the Branch. The Divisional Board of Directors may by resolution recommend this Individual Member to the National Board of Directors for a Life Membership in the Branch.

2.6.2 The Divisional Board of Directors may by resolution recommend to the National Board of Directors that an Individual Member who has completed twenty-five (25) years of service to be granted a Life Membership in the Division.

2.6.3 Life Members are permitted to vote at their local Branch or Division General Meeting without paying the annual membership dues to their respective Branch or Division.

- 2.6.4 Currently serving Navy League Cadet Officers, CIC Officers and Civilian Instructors who have been granted a Life Membership shall be subject to the conditions prescribed in Article 2.3 (Associate Members) while serving in any of those roles.

2.7 MEMBERSHIP OF OFFICERS

- 2.7.1 Every Officer of the Division or a Branch must be an Individual Member in good standing of the Division or Branch.

2.8 SUSPENSION AND TERMINATION

- 2.8.1 The Division may suspend a member for just cause or for activities prejudicial to the good name or Purposes and Objects of the League for a period no longer than 31 days.
- 2.8.2 A Branch, stating their reasons in writing, must request from the Division the right to suspend a member.
- 2.8.3 Either the National Board or the Division, by resolution, may extend the suspension for a further period of 90 days.
- 2.8.4 Should the suspending authority conclude that allegations are of a nature that would warrant further suspension or termination they are to be forwarded to the National Board for final decree.
- 2.8.5 A member whose membership is suspended or terminated has the right to redress of such Suspension or Termination to the next highest level of the League in succession, through the Branch, the Division, and the National Board. A request of redress must be submitted within 14 days of the suspension or termination date

3 ARTICLE 3 CONSTITUTION

- 3.1 The Division has autonomy in carrying out the work, of The League, within its approved territorial boundaries, subject only to the powers of National Board of Directors as set forth in their Bylaws.
- 3.2 Subject to National Board of Directors Bylaws and to these Bylaws as approved by The National Board of Directors, the affairs of the Division and the supervision of each Branch within the Division shall be directed, controlled and governed by the Division Council, comprised of each Branch President in the Division and the Board of Directors elected at each Annual General Meeting.

3.3 DIVISION POWERS

3.3.1 Division Council shall:

3.3.1.1 Prescribe the duties and responsibilities of the Officers, Directors, and employees of Ontario Division and Branches within Ontario Division.

3.3.1.2 Call Division Council meetings and set quorums for such meetings

3.3.1.3 Establish a Board of Directors

3.3.1.4 Enact Bylaws and amendments thereof.

3.3.1.5 Recommend the establishment of Branches and corps in Ontario Division

3.3.1.6 Establish the pattern and type of award for meritorious service to be awarded by Division Council.

3.3.1.7 The Division shall submit its audited financial statements to the National Board of Directors as soon as practicable after its fiscal year end for review in accordance with Clause 5.14 of the National Bylaws.

3.4 RESPONSIBILITIES OF DIVISIONAL BOARD OF DIRECTORS

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

3.4.1.1 To authorize and constitute Branches, sub-divide one Branch into two or more Branches, direct the division of assets amongst the sub-divisions of a Branch, or consolidate two or more Branches, or parts of Branches, into one Branch;

3.4.1.2 To approve or not approve the establishment of each Branch;

3.4.1.3 To levy assessments against Branches for the purposes of the Division;

3.4.1.4 Subject to Clause 16 of these By-Laws, control and administer all of the real and personal property owned or administered by the Division;

3.4.1.5 To properly administer all funds received by the Board of Directors;

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

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

3.4.1.8 To determine all questions relating to the policies of the Division.

3.5 POWERS OF DIVISIONAL BOARD OF DIRECTORS

3.5.1 In addition to the responsibilities listed in Clause 3.3 and 3.4, the Divisional Board of Directors has powers with which to regulate and direct the affairs of the Division. Without limiting the generality of the foregoing, it has the power to:

3.5.1.1 Examine all of the books and records of each Branch;

3.5.1.2 Approve or not approve the Policies and Procedures, resolutions and budgets of each Branch, and to restrain Branches from taking any action considered by the Divisional Board of Directors to be detrimental to The League or contrary to these By-Laws or the policies of The League;

3.5.1.3 Withdraw the authorization of a Branch by resolution:

3.5.1.4 The assets of a withdrawn Branch being vested in and transferred to the Divisional Board of Directors; and,

3.5.1.5 Convene, or require a Branch to convene, a meeting of a **Branch** for such purposes as the Divisional Board of Directors deems appropriate, including for the purpose of forming committees to govern the affairs in that Branch;

3.5.1.6 Subject to the redress provided for in Clause 2.8, remove any Officer, Member, or member of any committee of the Division or Branch, or Officer or Cadet Instructor of any Navy League Cadet Corps, before the expiration of the term of office, and appoint a replacement to hold such office for the balance of the term; and,

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

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

- 3.5.1.9 Provide security for such borrowings, whether by way of mortgage, pledge or charge of its real and/or personal property to, or in favour of, the lender; and,
- 3.5.1.10 Enter into any negotiable instruments, agreements to grant security or other agreements necessary or required to facilitate such borrowings;
- 3.5.1.11 Delegate such powers as it deems appropriate to committees of the Division, to persons charged with responsibility for specified matters, and otherwise as it sees fit.

3.6 DIRECTORS

- 3.6.1 The Board of Directors of The Navy League of Canada (Ontario Division) shall consist of:
- 3.6.2 The Past Presidents of the Division continuing to reside within Ontario Division and willing to act; and
- 3.6.3 At least three Presidents of Branches within the Division who have served in that office for a minimum of one year; and
- 3.6.4 The total number of Directors shall not exceed thirty-five (35).
- 3.6.5 Any Director may be removed from office by resolution of the Board of Directors for just cause.

3.6.6 ATTENDANCE REQUIREMENTS

- 3.6.6.1 Any member of the Board of Directors who misses more than three (3) meetings of the Board, without cause, in a given year may be removed from the Board at the discretion of the Board of Directors.

3.6.7 TERM OF OFFICE

- 3.6.7.1 Directors shall hold office until the next Annual General Meeting of the Division.

3.6.8 QUORUM

- 3.6.8.1 A quorum of the Directors shall be fifty percent plus one (50% + 1) of the members at the start of the meeting and shall remain as long as it is in compliance with Call to Order.

3.6.9 VOTING

3.6.9.1 All resolutions of the Directors shall be by majority vote of those attending and shall be governed by the following:

3.6.9.2 The chair does not have the right to vote except when there is a tie vote, in which case the Chair shall break the tie by voting according to their own judgement of the issue.

3.6.9.3 In certain circumstances the by-laws or other statutes may call for a unanimous vote, for instance on ethics or other sensitive issues. In these cases the Chairperson's vote may be included in determining whether or not the members are in unanimous agreement.

3.6.10 NOTICE OF MEETING

3.6.10.1 At least fourteen (14) days notice shall be given to each Director entitled to attend Directors meetings. However any Director may waive such Notice or Consent in writing, to the minutes of such meeting, particularly during interrupted delivery of mail service or any other emergency, in which case the Directors may ratify otherwise properly constituted meetings of Directors.

3.6.11 HONORARY DIRECTORS

3.6.11.1 The Board of Directors may appoint honorary directors who shall not have a vote but who may attend board meetings. Article 3.6.4 shall not apply to Honorary Directors.

3.6.12 DIRECTORS INSURANCE

3.6.12.1 Ontario Division shall maintain a policy of insurance indemnifying the Directors for their actions. The limits of such policy shall be as determined by resolution of the Board of Directors.

3.6.13 INDEMNIFICATION

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

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

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

3.6.14 VACANCIES

3.6.14.1 The Board of Directors may by resolution appoint suitable persons to fill any vacancies on the Board.

4 ARTICLE 4 EXECUTIVE COMMITTEE

4.1 MEMBERS

4.1.1 The Directors from amongst themselves shall elect annually following the Annual General Meeting an Executive Committee that shall include the President, the Immediate Past President, and the Vice Presidents of the Division.

4.2 AUTHORITY

4.2.1 The Executive Committee, subject to any regulations which the Directors may from time to time impose, may exercise all or any of the powers, authorities and discretion's vested in or exercisable by the Corporations Act, or otherwise by law, to be exercised by the Board.

4.3 QUORUM

4.3.1 A quorum of the Executive Committee shall be in compliance with Article 14.

4.4 VOTING

4.4.1 All voting shall be in accordance with Article 3.6.9.

5 ARTICLE 5 AUXILIARIES

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

6 ARTICLE 6 APPOINTMENTS

6.1 The Directors shall meet immediately following the Annual General Meeting and appoint from amongst themselves the officers named in paragraphs 6.2 to 6.7 who shall hold office until the next Annual General Meeting.

6.2 PRESIDENT

6.2.1 A Division President who:

6.2.1.1 Is elected at the Annual General Meeting of the Division for a term of one year.

6.2.1.2 Must have served a minimum of one full year and should have served three full years on the Board of Directors.

6.2.1.3 Shall, if able, act as chairman at all Division meetings, except that if absent from, or unable to act as chairman at a meeting, they may be replaced by a member of the Executive Committee, or by a Chairman selected at the meeting in accordance with Sub-Clause 5.19.07 of the National Bylaws.

6.2.1.4 Shall automatically be an ex-officio member of any committee or sub-committee appointed either by the Directors or the Executive Committee.

6.2.1.5 Shall act and speak for the Division.

6.2.1.6 May only serve for three consecutive terms, except that the Division Council may resolve by a Special Resolution passed at its Annual General Meeting, that a fourth consecutive term may be served. A president who has served three or four consecutive terms may be elected President again after being out of the office of President for one year.

6.2.1.7 A newly elected President shall assume office immediately following the Annual General Meeting at which they are elected.

6.3 FIRST VICE PRESIDENT

6.3.1 A First Vice President who shall act or speak for the Division President in their absence. They shall also be responsible for the operations of the Branches within Ontario Division and the supervision of the Area Representatives.

6.4 VICE PRESIDENT FINANCE AND TREASURER

6.4.1 A Vice-President Finance and Treasurer who shall be responsible for the financial affairs of the Division including the preparation of an annual report to the Directors and approval at the Annual General Meeting. And

6.4.1.1 Taking charge of, being accountable for, and generally supervise, all funds, books of account, financial records, securities and property of Ontario Division.

6.4.1.2 Ensuring that an accurate account of all receipts and disbursements of the funds of Ontario Division is maintained; and,

6.4.1.3 Annually, in consultation with appropriate individuals propose a budget for the following fiscal year, and, upon approval of the budget, ensuring that expenditures are monitored and kept in line with the approved budget.

6.5 VICE PRESIDENT ROYAL CANADIAN SEA CADETS

6.5.1 A Vice President Royal Canadian Sea Cadets who shall work in co-operation and partnership with the Department of National Defence. They shall be responsible for all matters pertaining to Royal Canadian Sea Cadet Corps within Ontario Division. The Vice President Sea Cadets shall work as the Division's representative with the Department of National Defence all to be in conformity with the Policies and By-Laws of the National Council of The Navy League of Canada and Ontario Division.

6.6 VICE PRESIDENT NAVY LEAGUE CADETS

6.6.1 A Vice President Navy League Cadets who shall be responsible for the operations of the Navy League Cadet Corps within Ontario Division in conformity with the policies and By-Laws of the National Council of The Navy League of Canada and Ontario Division.

6.7 VICE PRESIDENT MARITIME AFFAIRS

6.7.1 A Vice President Maritime Affairs shall be responsible to promote interest in all aspects of Canada's Maritime Affairs.

6.8 VACANCIES

6.8.1 The Board of Directors may by resolution appoint a suitable Director to fill any vacancies on the Executive Committee.

7 ARTICLE 7 EXECUTIVE DIRECTOR

7.1 APPOINTMENT

7.1.1 The Board of Directors may appoint An Executive Director who may be the,

7.1.1.1 Senior full time staff member responsible for the day to day administration of Ontario Division. The Executive Director shall have full authority to implement and enforce the administrative policies established from time to time by the Ontario Division Board of Directors.

7.1.1.2 The Executive Director may also be appointed Secretary with duties as specified in Article 8.

8 ARTICLE 8 DIVISIONAL SECRETARY

8.1 APPOINTMENT

8.1.1 At each Annual General Meeting of the Division, or at such other times as the Division may determine by resolution, the Division may appoint a Divisional Secretary, who shall perform the duties assigned to that office by the Division including:

8.1.1.1 Attend, act as recording secretary for, and maintain the minutes of all meetings of the Division, Executive Committee and the Board of Directors.

8.1.1.2 Supervise the custody of all records and documents of Ontario Division.

8.1.1.3 Maintain the constituting documents of the Division, which include the Letters Patent, Supplementary Letters Patent, the Corporate Seal and the current By- Laws; and,

8.1.1.4 Maintain current lists of:

8.1.1.4.1 Authorised Branches, Corps, Civilian Instructors, and Warranted Navy League Cadet Officers and their dates of appointment within the Division's Territory.

8.1.1.4.2 Division Associate and National Honorary Members continuing to reside within the Division's Territory.

8.1.1.4.3 The names of all persons who have received awards for service to the League continuing to reside within the Division's Territory.

8.1.1.4.4 The names of all persons who have received awards from Ontario Division.

8.1.1.4.5 The names, addresses, phone numbers and other applicable information of the Board of Directors.

8.1.2 If, in the opinion of the Board of Directors, the Divisional Secretary is unable to carry out the duties of Divisional Secretary for any reason, the Board of Directors may delegate the duties of Divisional Secretary to another individual until the next Annual General Meeting of the Division.

9 ARTICLE 9 DIVISIONAL COMMITTEES

- 9.1 Ontario Division may delegate powers and responsibilities to committees of one or more individuals. Committees formally constituted by these By-Laws, or the Board of Directors (e.g. the Executive Committee) shall conduct their business in accordance with Article 14. Informally constituted committees may assist and advise a Committee Chair but are not required to meet, vote, or pass resolutions.
- 9.2 Chairs of all committees shall be a member of the Board of Directors. Committee membership shall be as determined by the chair. All members of a committee should be a member of the League.

9.3 NOMINATING COMMITTEE

- 9.3.1 The Past Presidents of the Division who consent to the appointment shall form a Nominating Committee for the purposes of selecting and maintaining a slate of qualified persons to sit on the Board of Directors, and a slate of officers for the ensuing year.
- 9.3.2 The Immediate Past President shall chair the Nominating Committee. If the Immediate Past President is unable or unwilling to act as chairman then the other Past Presidents in order of retirement commencing with the most recent shall be the Chair.
- 9.3.3 The duties of the Nominating Committee are:
- 9.3.3.1 To propose a slate of Directors for election at the Annual General Meeting as required by Article 3.6. The slate shall not exceed the number in Article 3.6.4
 - 9.3.3.2 To propose a member of the Board of Directors for election as President of Ontario Division as required by Article 6.2.
 - 9.3.3.3 To recommend to the Board of Directors, immediately following the Annual General Meeting a slate of Officers as required by Article 6.
 - 9.3.3.4 To recommend to the Board of Directors suitable and deserving individuals to be Honorary Directors in accordance with Article 3.6.11.
 - 9.3.3.5 To recommend to the Board of Directors suitable and deserving individuals to fill any vacancy on the Board of Directors between Annual General Meetings in accordance with Article 3.6.14.
 - 9.3.3.6 To recommend annually to the Board of Directors a cut off date for the acceptance of nominations for the Board of Directors.

9.3.3.7 Any nominations received after the cut off date or at the Annual General Meeting shall be held for consideration in accordance with Articles 9.3.3.1 and 9.3.3.5.

10 ARTICLE 10 OTHER APPOINTMENTS

10.1 The Board of Directors may make other appointments with duties as may be determined.

11 ARTICLE 11 EXECUTION OF INSTRUMENTS

11.1 Deeds, transfers, assignments, obligations, certificates, and other instruments shall be signed on behalf of the Division by the Division President together with a Vice-President or with such other individual as the Board of Directors may designate by resolution.

12 ARTICLE 12 BOOKS AND RECORDS

12.1 The Directors shall require that all necessary books and records of the Division required by the By-Laws of The National Board of Directors of The Navy League of Canada, of the Division, or by any applicable statutes or laws are regularly and properly kept.

13 ARTICLE 13 FISCAL YEAR

13.1 The fiscal year of the Division and all Branches within the Division shall be the calendar year, that is to say – January 1st to December 31st in each year or as may be determined otherwise by the Board of Directors.

14 ARTICLE 14 MEETINGS OF THE DIVISION

14.1 ANNUAL GENERAL MEETING

14.1.1 The Division Council shall call an Annual General Meeting of the Division that shall include all Branch Presidents, or their delegate, and the Directors. The Annual General Meeting shall be held prior to 1st of May in each year, in the Municipality of Toronto or at such other place in Ontario, as the Directors shall determine.

14.1.2 NOTICE

14.1.2.1 Notice of such Annual General Meeting shall be thirty (30) days and sufficient if mailed by ordinary mail to the President of each Branch and the Directors at their last known address.

14.1.3 REPRESENTATIVES

14.1.3.1 Branch Presidents may authorise other Individual Members (in accordance with Article 2.2) to represent them at the Annual General Meeting or a Special Meeting. The authority of an individual member to represent a Branch President shall be established by conveying a written authorisation, signed by the Branch President (or in the case of their incapacity, two (2) Vice Presidents of the Branch) and naming the representative to the chairman of the meeting twenty-four (24) hours before the meeting.

14.1.4 PERSONS ENTITLED TO VOTE

14.1.4.1 The Branch President represents the Branch members and votes on their behalf. Each Branch President or their representative (see Article 14.1.3) has one vote. Each member of the Board of Directors has one vote. The provisions of the Weighted Vote may be applied when a monetary issue is involved and requested. A person may only vote once (If a Branch President is a member of the Board of Directors they may only vote as a Branch President or as a Director but not both.) (Normally a Branch President will appoint a representative in accordance with Article 14.1.3 to vote on behalf of the Branch.)

14.1.5 VOTES ON GENERAL QUESTIONS AND RESOLUTIONS

14.1.5.1 Each question for which the law does not require a Special Resolution shall be decided by a majority of votes, by a show of hands, or casting of ballots if so directed by the Chairman. Subject to Article 14.1.7, each person entitled to vote has one vote.

14.1.6 VOTES ON SPECIAL QUESTIONS AND RESOLUTIONS

14.1.6.1 Questions requiring a Special Resolution shall be passed only if sixty-seven Percent (67%) of the votes by a show of hands, or casting of ballots if so directed by the Chairman, are in favour of that Resolution. Subject to Article 14.1.7 each person entitled to vote has one vote.

14.1.7 WEIGHTED VOTE

14.1.7.1 Notwithstanding the provisions of Articles 14.1.5 and 14.1.6 with respect to questions relating to the expenditure of money by the Division, if a Weighted Vote is requested by a Branch President prior to the vote being called:

14.1.7.1.1 Each member of the Board of Directors shall have one (1) vote; and,

- 14.1.7.1.2 Each President of a Branch within the Division shall have one (1) vote plus one (1) additional vote for each One Hundred Dollars (\$100.00) (or part thereof) which the audited statements for the immediately preceding fiscal year show that their Branch has contributed to the Division in response to an assessment during such fiscal year.

14.1.8 **AGENDA**

- 14.1.8.1 The agenda for the Annual General Meeting shall include:
 - 14.1.8.1.1 The President's Report
 - 14.1.8.1.2 Reports of all Vice Presidents
 - 14.1.8.1.3 Reports of all applicable committees
 - 14.1.8.1.4 The Audited Financial Statements for the previous year, the Auditor's report thereon and the appointment of auditors for the current year.
 - 14.1.8.1.5 A proposed budget of receipts and disbursements for the current year in which the Annual General Meeting is held.
 - 14.1.8.1.6 The election of the Directors as prescribed by Article 3.
 - 14.1.8.1.7 The election of the Division President from the Directors elected in accordance with Article 3 that must have served at least one full year and should have served three full years on the Board of Directors.
 - 14.1.8.1.8 The election of the Divisional Secretary.
 - 14.1.8.1.9 Date of next Annual General Meeting.
 - 14.1.8.1.10 Such other business that may properly be brought before the Annual General Meeting.

14.1.9 **QUORUM**

- 14.1.10 A quorum for the Annual General Meeting of the Division shall be at least 34% of the Branch Presidents within Ontario Division (or their representatives) and not fewer than 34% of the members of the Board of Directors.

14.2 CONDUCT OF MEETINGS

14.2.1 All meetings of Ontario Division and the branches within Ontario Division shall be conducted using Call to Order.

14.3 SPECIAL MEETINGS

14.3.1 Special meetings of the Division may be called either by;

14.3.1.1 The Division President; or

14.3.1.2 Upon written application addressed to the Division President at the Division's Toronto office by not less than ten (10) Branch Presidents.

14.3.2 NOTICE

14.3.2.1 Notice of such Special Meeting shall be given at least twenty-one (21) days and sufficient if mailed by ordinary mail to the Directors and the President of each Branch at their last known address. The notice shall indicate the reason and the proposed agenda for the meeting.

14.3.3 REPRESENTATIVES

14.3.3.1 Branch Presidents may authorise other individual members to represent them at a Special Meeting in accordance with Article 14.1.3.

14.3.4 VOTING

14.3.4.1 All voting at a Special Meeting shall be conducted in accordance with Articles 14.1.4, 14.1.5, 14.1.6, and 14.1.7.

14.3.5 LOCATION

14.3.5.1 All Special Meetings shall be held at the Head Office of the Division, or as may be designated by the Division President.

14.3.6 QUORUM

14.3.6.1 A quorum shall be in accordance with Article 14.1.9.

14.3.7 CONDUCT OF MEETING

14.3.7.1 The meeting shall be conducted in accordance with Article 14.2.

14.3.8 MEETINGS BY TELEPHONE

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

15 ARTICLE 15 BRANCHES

15.1 FORMATION OF BRANCHES

15.1.1 With the recommendation of Ontario Division, National Board of Directors may authorise the formation of a Branch in any case where there are at least ten (10) Individual Members exhibiting financial responsibility within a defined area. Ontario Division shall establish and define the area in which a new Branch will be formed. A service club or other similar public organisation may be authorised as a branch if it agrees to conform to the spirit and intent of this article. When a Branch is operated as a committee of a service club or Royal Canadian Legion, and that service club or Legion has restrictions on membership, the club or Legion must be prepared to admit any persons to membership who meets the membership qualifications of The League.

15.2 AUTHORITY OF BRANCHES

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

15.3 POLICIES AND PROCEDURES

15.3.1 It is recommended that all Branches draft and maintain a set of Policies and Procedures to cover local requirements.

15.4 BUDGETS AND FINANCIAL REPORTS

15.4.1 Each Branch shall by 31st of January of the current year submit to Ontario Division its budget for the current year and financial report for the preceding year. Such financial report shall at a minimum incorporate the information required by the Ontario Division Treasurer. All budgets and financial reports are subject to selection by the Division's Auditors for examination.

15.5 INTERVENTION

15.5.1 The Divisional Board of Directors may, on the advice of an Area Representative, the Executive Director, or at the request of a Branch by resolution intervene in the affairs of a Branch (for example including but not limited to serious financial mismanagement and or Branch collapse). The Branch shall be advised of this decision and the reasons for it in writing. This decision may be appealed to the National Board of Directors. There shall be three levels of intervention, the reasons for determining which level a Branch is placed in and the method of removal from that level shall be as determined by a Policy Document approved by resolution of the Divisional Board of Directors.

15.5.2 The three (3) levels of intervention are:

15.5.2.1 Mentoring:

A member of the Divisional Board of Directors or a member of another Branch is appointed to guide the said Branch. The appointee will not interfere in the affairs of the Branch but will attempt to guide them in making the right decisions. All Branch Executive Members will remain in their positions.

15.5.2.2 Probation

A member of the Divisional Board of Directors is appointed to oversee the operation of the Branch. All Branch Executive Members will remain in their positions but all decisions are subject to the approval of the member appointed to oversee the Branch.

15.5.2.2 Trusteeship

At least one (1) member of the Divisional Board of Directors but preferably two (2) people one (1) of which does not have to be a member of the Divisional Board of Directors is appointed to conduct the operations of the Branch. All Branch Executive Members are suspended from their positions.

15.5.3 RECORDS AND FUNDS

15.5.3.1 An Officer of a Branch either retired, or removed under Article 2.8 or 15.5.1 or ceasing to perform an office shall immediately transfer all records and Branch Funds to Ontario Division.

15.6 RESTRICTIONS ON BRANCHES

15.6.1 Branches may:

- 15.6.1.1 Raise and expend funds for the Purposes and Objects of The League within the Annual Budget approved by the Branch Council and Ontario Division.
- 15.6.1.2 Correspond with The National Board of Directors through the Division Board of Directors, or as first otherwise approved by Division Board of Directors.

15.6.2 Branches may not:

- 15.6.2.1 Borrow money on the credit of The League, or mortgage, pledge, or charge any property of The League without specific approval in a resolution of the Division Board of Directors.
- 15.6.2.2 Make any unbudgeted expenditure, or incur any unbudgeted liability in excess of five thousand dollars (\$5000.00) without the prior written approval of the Division Board of Directors.

15.6.3 Within Ontario Division the Division will be the only registered Charitable Organization and the only entity registered for the GST refund.

15.7 BRANCH COUNCIL

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

- 15.7.1.1 Enact Policies and Procedures and pass resolutions, subject to the approval of Division Board of Directors, to:
- 15.7.1.2 Call meetings of the Branch Council and set quorums for such meetings.
- 15.7.1.3 Prescribe the duties and responsibilities of Officers and employees of the Branch.
- 15.7.1.4 Provide funds to its Division or National Board of Directors; and,

15.7.1.5 Accomplish such other activities as may be properly dealt with by a Branch Council.

15.8 ELECTION OF OFFICERS

15.8.1 Unless otherwise approved by the Division, every officer of a Branch should have served one year as an Individual Member prior to being elected as an Officer of a Branch.

15.8.2 At each Branch Annual General Meeting the Branch President, First Vice President, one or more Vice Presidents, a Secretary and a Treasurer (or a Secretary-Treasurer) shall be elected.

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

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

15.8.5 No officer of a Branch shall be removed or suspended without first obtaining the consent of Ontario Division.

15.9 BRANCH PRESIDENT

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

15.9.2 They shall preside, if able, at all meetings of the Branch and/or the Branch Council.

15.9.3 If absent from the Branch, or unable to act as chairman of a meeting, they may be replaced at a meeting (in no particular order) by a Past President, a Vice President, or by a Chairman selected by those at the meeting.

15.9.4 A Branch President may serve for up to three (3) consecutive terms, and a fourth if the Branch resolves that a fourth may be served by a Special Resolution passed at its Annual General Meeting and approved by resolution of the Board of Directors).

15.9.5 A Branch President who has served three (3) or four (4) consecutive terms may be elected President again after leaving the office of President for one year or more.

15.10 VICE PRESIDENT(S)

15.10.1 Branch Vice Presidents shall be elected for a term of one year. If there is more than one, the First Vice President shall act or speak for the Branch President in their absence.

15.11 BRANCH SECRETARY

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

15.11.1.1 Attend, act as recording secretary for, and maintain the minutes of, all meetings of the Branch and the Branch Council.

15.11.1.2 Supervise the custody of all Branch records, documents and correspondence; and:

15.11.1.3 Maintain current lists of:

15.11.1.3.1 All members of the Branch;

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

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

15.12 BRANCH TREASURER

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

15.12.1.1 Take charge of, be accountable for, and generally supervise all funds, books of account, financial records, securities, and property of the Branch.

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

15.12.1.3 Annually, in consultation with appropriate individuals propose a budget for the following fiscal year, and, upon approval ensure that expenditures are monitored and kept in line with the approved budget

15.12.1.4 As a minimum submit the reconciled Bank Statements to the Branch Executive for approval every two months.

15.12.1.5 Annually submit the previous years Branch Financial Statement to Ontario Division in the form provided.

15.13 BRANCH OFFICE

15.13 The Branch Council may establish and maintain a Branch Office.

15.14 AUDITORS

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

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

15.14.1.2 May be a member of the Branch, provided that no person who is interested in any transaction other than as a member of the Branch, or who is an Officer of the Branch, may be appointed as an auditor.

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

15.15 EXECUTION OF INSTRUMENTS

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

15.16 FINANCIAL YEAR

15.16.1 The financial year of a Branch shall be the calendar year that is to say 1 January to 31 December in each year or as may be determined by the Division Council.

15.17 FUNDS OF THE BRANCH

15.17.1 The funds of a Branch:

15.17.1.1 Shall consist of all membership fees, funded Agency allocations, fund raising income or other monies subscribed or donated to a Branch for Branch purposes, or allocated to a Branch by its Division Council or by National Board of Directors and all grants and loans from Division Council or National Board of Directors to the Branch.

- 15.17.1.2 May also include grants or disbursements from DND to be used in support of specific Sea Cadet costs and recorded as such and in compliance with the procedures as set out by DND.
- 15.17.1.3 Shall be controlled by that Branch, and subject to the provisions of these Bylaws may be used for the objects of that Branch.
- 15.17.1.4 Which are received by a Branch but are intended to be for the account National Board of Directors, or for national Purposes and Objects, are to be immediately remitted by the Branch to National Board of Directors through its Division.
- 15.17.1.5 Which are received by a Branch but are intended for the account of Ontario Division, or for Ontario Division Purposes and Objects, are to be immediately remitted to Ontario Division.
- 15.17.1.6 Are to be deposited in a financial institution in accordance with Article 17. and may only be withdrawn by cheque signed in accordance with Article 17.
- 15.17.1.7 May be dealt with only by the Officers and employees designated by the Branch Council and authorized to sign cheques and other banking documents and to transact other banking business on behalf of a Branch; and,
- 15.17.1.8 May be invested by a Branch in accordance with an investment policy adopted from time to time by the Branch Council. The Branch Council shall not be limited to investments authorized by law for trustees in adopting such investment policy.

15.18 DONATIONS

- 15.18.1 The Branch Council may:
 - 15.18.1.1 Receive funds donated to the Branch, by way of endowments or otherwise, and may use such funds, or the income from such funds, as it sees fit to meet the purposes of the Branch.
 - 15.18.1.2 Receive funds raised by, or donated to a Corps and hold them for that Corps, and,
 - 15.18.1.3 Solicit membership subscriptions and donations, within the Branch area only. This includes but is not restricted to Tag Days.

15.19 PROPERTY

15.19.1 All property of every kind shall only be dealt with in accordance with Article 16.

15.20 BRANCH MEETINGS

15.20.1 Meetings of a Branch whether Annual General Meeting or a Special Meeting, shall be convened and conducted in accordance with the following.

15.21 ANNUAL GENERAL MEETING

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

15.21.1.1 Receiving and considering the reports of the Officers and auditors;

15.21.1.2 Electing the Branch Council for the ensuing year;

15.21.1.3 Appointing the auditors for the ensuing year; and,

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

15.22 SPECIAL MEETINGS

15.22.1 From time to time, for any purpose not contrary to law or to these or National Bylaws, a Branch President or a majority of Vice Presidents may call a special meeting of the Branch by giving notice in compliance with these Bylaws and setting out the place, date, time and purpose of the meeting.

15.23 NOTICE

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

15.23.1.1 Branch Meetings and Branch Annual General Meetings 60 days, a notice of a Branch or a Branch Annual General Meetings shall include the statement that only Individual Branch Members who have been an Individual Branch Member for a minimum of 30 days are allowed to vote.

15.23.1.2 Branch Council and Branch Special Meetings 14 days.

15.24 PERSONS ENTITLED TO BE PRESENT

15.24.1 The persons entitled to be present are:

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

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

15.25 QUORUM

15.25.1 The quorum for the transaction of business at a meeting shall be thirty four percent (34%) of the persons entitled to vote at annual and regular meetings and fifty percent plus one (50%+1) of the persons entitled to vote at a Special meeting. Or as specified in approved Branch Policies and Procedures in accordance with Article 15.3.

15.26 CHAIRMAN

15.26.1 The Branch President shall be the chairman of a meeting in accordance with Article 15.9. If neither the President nor a Vice President is present, willing and able to act as Chairman of a meeting within thirty (30) minutes from the time fixed for the start of the meeting, the persons present and entitled to vote shall choose one of their number to act as chairman of the meeting.

15.27 RECORDING SECRETARY

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

15.28 CONDUCT OF MEETING

15.28.1 All Branch meetings shall be conducted utilizing "Call to Order."

15.29 MEETINGS BY TELEPHONE

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

15.30 PERSONS ENTITLED TO VOTE

15.30.1 Only Individual Members of the Branch who have been Individual Members of the Branch for a minimum of 30 days are entitled to vote at Branch Meetings.

15.31 VOTING

15.31.1 All voting shall be in accordance with Articles 14.1.5 and 14.1.6. each person entitled to vote has one vote.

15.32 CORPS

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

15.32.1.1 Regulations, policies and standards promulgated by National Board of Directors, and Ontario Division as issued from time to time.

15.32.1.2 The applicable regulations, policies and standards promulgated by the Department of National Defence from time to time.

15.32.1.3 The express prohibition against any Corps borrowing money upon, pledging the credit of, or contracting liabilities on behalf of The League, Ontario Division or any Branch.

15.33 AUXILIARIES

15.33.1 A Branch Council may authorize the formation of one or more Auxiliary Committees in connection with the Branch, and may define the functions of said Auxiliary.

16 ARTICLE 16 ASSETS

16.1 All assets of any kind owned by the Division or a Branch shall, save for special Branch funds as may be permitted by the Directors from time to time, be the property of the Navy League of Canada (Ontario Division). Ontario Division will hold any property for the account of the Branch concerned and shall hold the immovable property of any Branch in the name of Ontario Division.

16.2 PROPERTY

16.2.1 Unless otherwise approved by resolution of the Board of Directors.

16.2.1.1 Notwithstanding Article 5.17 of the National By-laws all property belonging to, or acquired, by the Division or a Branch shall be vested and registered in the name of The Navy League of Canada (Ontario Division) in Trust for the said Branch.

16.2.2 Property may be administered and controlled by a Branch which shall receive all rents, profits and proceeds of sale if such property, was acquired by, or donated to, that Branch for the Purposes and Objects of that Branch, and if the said Branch operates in compliance with these bylaws and remains in good standing with the League.

16.3 All assets shall only be disposed of following the procedures as may be directed from time to time by resolution of the Board of Directors.

16.4 In the event of dissolution of the Corporation of the Navy League of Canada (Ontario Division) and after payment of all debts and liabilities, its remaining funds raised under the licenses of the Ontario Gaming and Lottery Commission shall be distributed or disposed of to charitable organizations or to organizations whose objects are beneficial to the communities of the Province of Ontario. All remaining assets shall become property of The Navy League of Canada. Should The Navy League of Canada be likewise dissolved, such assets may then be transferred to another like-minded charitable organization.

17 ARTICLE 17 BANKING AND BORROWING

17.1 BANKING

17.1.1 All funds of Ontario Division and Branches within Ontario Division shall be deposited in a financial institute that is a member of the Canadian Deposit Insurance Corporation and shall be withdrawn only by cheque. The Board of Directors of the Division or a Branch may nominate and authorize the officers or persons to sign and authorize cheques and other documents on behalf of the Division or Branch provided there shall always be three (3) of which two (2) will be required to sign each document. A person who is authorized to sign a document except in unusual circumstances shall not sign a cheque payable to themselves or a close relative.

17.1.2 The Board of Directors may authorize officers of the Division or Branch or other persons to transact the banking business of the Division or Branch and to sign and execute on behalf of the Division or Branch all documents, agreements, securities, promises and pledges as may be required by any financial institution in Article 17.1.

17.2 BORROWING

17.2.1 The Division may from time to time borrow any sum or sums of money upon the credit of the Division and as security for any such borrowing may mortgage any real property not held in trust for a branch in accordance with Article 16.2.1.

17.2.2 No Branch may borrow or lend funds without the prior approval by resolution of the Board of Directors.

18 ARTICLE 18 AUDITORS

18.1 Auditors shall be appointed and remuneration fixed at the Annual General Meeting of the Division and such Auditors shall examine and audit at least once a year, all books, and accounts and vouchers, documents and securities having reference to the business of the Division. The Report of the Auditors based on their examination and audit shall be presented to the members at the Annual General Meeting.

19 ARTICLE 19 SECURITIES AND INVESTMENTS

19.1 Investments of the Division shall be lodged and kept in custody with a Financial Institution approved by resolution of the Board of Directors and may be dealt with only by those persons in accordance with Article 17 authorized by Resolution of the Board of Directors. The Board of Directors shall have the authority from time to time to determine the policy to be adopted in respect to investments of funds received by it for Division purposes. In so doing they shall not be limited to the investments authorised by Law for trustees but may make any investments, which in its uncontrolled discretion it considers advisable as may be approved by Resolution of the Board of Directors from time to time. They may engage or appoint an investment counsellor to advice on and give effect to these policies

20 ARTICLE 20 BONDING

20.1 Every Officer and employee of the Division whose duties include the receipt or custody of monies or securities shall be bonded to such an amount and subject to such terms as may be determined by the Board of Directors.

21 ARTICLE 21 SOLICITORS

21.1 The Board of Directors may appoint or engage a solicitor or solicitors where they may deem it necessary.

22 ARTICLE 22 AMENDMENTS AND REPEAL

- 22.1 These By-Laws may be amended or repealed or additions made thereto by the Directors, but shall not come into force until confirmed at an Annual General Meeting of the Division, or a Special Meeting called for that purpose, to which Notice, stating the nature of the alterations, amendments, or additions, shall have been given by prepaid mail at least thirty (30) days prior to the meeting.

23 ARTICLE 23 SEAL

- 23.1 The Corporate Seal of the Division shall be in the form affixed to this By-Law and shall be kept at the Head Office of the Division.

24 ARTICLE 24 REVOCATION OF PREVIOUS BY-LAWS

- 24.1 By-Law Number 6 as adopted at the Annual General Meeting 10 April 1994, and amended at Annual General Meetings held on 21 April 1996, and 13 April 1997 is hereby revoked but without prejudice to, or affecting the validity of, any matter or thing heretofore done, performed or authorised, or any right acquired under the said revoked By-Laws.
- 24.2 PASSED AND ENACTED by The Navy League of Canada (Ontario Division) at its Annual General Meeting held in Mississauga, Ontario 16 April 2000 and amended at the Annual General Meeting held in April 2001, April 2002, April 2003 at a special meeting held in September 2005, at the Annual General Meeting held in April 2006, and April 2007.
- 24.3 Passed and enacted at the Annual General Meeting held 06 April 2008 in the Municipality of Burlington, Ontario.

AS WITNESS the Corporate Seal of the Navy League of Canada (Ontario Division)