

NAVAL ASSOCIATION OF CANADA, CALGARY  
(also known by its abbreviation "NAC Calgary")

BYLAW No.1

DEFINITIONS

1. When used herein, the following terms shall have these meanings:

- (a) "Act" means the Alberta Societies Act as it exists from time to time or any legislation that replaces it;
- (b) "Annual General Meeting" or "AGM" shall have the meaning given in Subsection 18(a).
- (c) "Association" or "NAC CALGARY" shall mean the Naval Association of Canada, Calgary ;
- (d) "Board" shall mean the Board of Directors of the Association;
- (e) "Bylaw" or "this Bylaw" or "Bylaws" shall mean this bylaw and any other bylaws of the Association as amended, and which are, from time to time, in force and effect.
- (f) "Director" shall mean a director of the Association;
- (g) "Member" shall mean a member in good standing of the Association;
- (h) "NAC (National)" shall mean the Naval Association of Canada, (National Headquarters);

(I) "Objectives" shall mean:

- (1) the business of the Association shall be carried on without the purposes of gain for its members and any profits, surplus or other accretions to the Association shall be used in promoting its Objectives ;
- (2) to promote and maintain interest in maritime affairs generally and particularly in the welfare and development of the Royal Canadian Navy;
- (3) to co-operate with and give active support to other organizations having objectives wholly or in part the same or similar to the Objectives of this Association, particularly in Southern Alberta;
- (4) to collect moneys by way of fees, donations or otherwise and to hold and invest such moneys and to expend the same in furtherance of the Objectives\_ of the Association;
- (5) to give active support to:
  - (A) Canada's youth by supporting the Navy League of Canada branches in Southern Alberta, and their respective Sea Cadet Corps and Navy League Cadet Corps

- (B) HMCS TECUMSEH, the Naval Reserve Division in Calgary, and similar organizations which perpetuate maritime affairs and services in Canada;
  - (C) the Naval Museum of Alberta Society, the Naval Museum of Alberta, and The Military Museums;
  - (D) the Colonel Belcher Veterans Hospital and the Colonel Belcher Trust;
  - (E) veterans and their organizations;
  - (F) events which commemorate Canada's Naval Heritage, such as Remembrance Day and The Battle of the Atlantic;
- (6) to provide post secondary educational opportunities to young Canadians through Bursaries, Scholarships, Grants, and
- (7) to support naval sports events.
- (J) "Regular Member" shall have the meaning given in Subsection 2(b).
- (K) "Special General Meeting" or "SGM" shall have the meaning given in Subsection 18 (c).

(L) "Special Resolution" shall mean

- (i) a resolution passed
  - (A) at an Annual General Meeting or a Special General Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
  - (B) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy,
- (ii) a resolution proposed and passed as a special resolution at an Annual General Meeting or Special General Meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at such meeting so agree, or
- (iii) a resolution consented to in writing by all the Members who would have been entitled at an Annual General Meeting or Special General Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

(M) Whenever the plural or masculine or neuter is used in this Bylaw, the same shall be construed as meaning singular or feminine and vice versa where the context so requires.

## MEMBERSHIP

2. (a) There shall be three classes of membership in the Society: Regular, Life and Honorary.

(b) Regular Members, entitled to full voting privileges, shall be persons of good character who are interested in the Navy and subscribe to the Objectives of the Association.

(c) Life Members shall consist of any person or persons who by reason of that person's contribution to the Association, the Board by unanimous resolution deems worthy of receiving such honour. Life Members shall not be required to pay any annual dues. Except for this exemption from Payment of dues, Life Members shall have the same rights as Regular Members.

(d) Honorary Members of the Association shall consist of any person or persons who, by reason of such person's interest or contribution to maritime affairs, or position, the Board by

majority resolution deems should become a member of the Association. Honorary Members shall not be required to pay annual dues and may attend any Annual or Special General Meeting of the Association but shall not vote thereat. The status of Honorary Members is to be reviewed annually by the Board at the first meeting of the Board after its election.

(e) Membership in the Association shall be non-transferable.

(f) Fully paid members in good standing in any other Branch of NAC National shall not on admission to membership in the Association be required to pay membership fees for the balance of the year for which fees have already been paid to such other Branch.

(g) Subject to Section 23 (electronic means), The Board shall have the power, by a vote of three-fourths of those present at any validly constituted meeting of the Board, to expel or suspend any Member or Director whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Association or who wilfully commits a breach of the By-Laws of the Association. No Member or Director shall be expelled or suspended without first being notified of the charge or complaint against him and without first being given an opportunity to be heard by the Directors at the meeting called for that purpose.

(h) All Members are responsible for behaving in accordance with the Bylaws and Objectives of the Association. All Members have the right and responsibility to attend all Annual General Meetings and Special General Meetings of the Association. All Members in good standing may attend all functions of the Association.

#### FEES

- 3 (a) Individuals may apply to join the Association by completion of a Membership Form and payment of annual dues. The annual dues to be paid to the Association by Regular members shall be such as may be determined from time to time by the Board.
- (b) Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- (c) If any Member is in arrears for fees or assessments for any year, such Member shall be automatically suspended at the expiration of six months from the end of such year and shall not thereafter be entitled to membership privileges or powers in the Association until reinstated.

#### BOARD OF DIRECTORS

4. Subject to Section 23 (electronic means), the Board shall, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association and meetings of the Board shall be held as often as may be required, but at least once every four months, and shall be called by the President. A special meeting may be called on the instructions of any three Members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by no less than three days notice to each Director.

5. Subject to Section 23 (electronic means), to the Act, and to any other law governing the Association,

(a) The affairs of the Association shall be managed by a Board of Directors comprised of no more than twelve members as follows:

(i) the Immediate Past President and ten Directors elected from among the Regular Members in good standing;

and

(ii) a Naval Reserve Liaison appointed by the Commanding Officer of HMCS TECUMSEH, and acceptable to the Board.

(b) The whole Board, except for the Immediate Past President and the Naval Reserve Liaison appointee, shall be elected by the Regular Members at each Annual General Meeting, and retiring members shall be eligible for re-election if otherwise qualified. The Immediate Past President of the Society will be responsible for preparing and presenting the full slate of nominees to the Annual General Meeting.

(c) The election may be by show of hands unless a ballot is demanded by any Member.

(d) All Past Presidents, not being Directors, shall be Honorary Directors and shall be free to attend all meetings of the Board but shall not vote thereat.

(e) At the first meeting of the Board after its election, the Board shall appoint from amongst its elected Directors, a President, a Vice President, a Secretary, a Treasurer, a Membership chair, a Sea Cadet Liaison and a Navy League Cadet Liaison and such other officers as the Board by resolution may determine.

(f) At the first meeting of the Board after its election, the Board may appoint, or re-appoint, from amongst the Members, or otherwise, an Honorary Legal Counsel (**see Subsection 27 ((a))**) and an Honorary Chaplain as Honorary Directors of the Society. The Board may also from time to time appoint additional Honorary Directors from amongst the Members in good standing, with dues paid, to carry out specific duties or head a specific committee. Honorary Directors shall be free to attend all meetings of the Board but shall not be entitled to move, second or vote on any resolutions thereat.

(g) The Board may appoint an Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and any additional members that the Board may consider, any three of which shall constitute a quorum for all meetings of the Executive Committee, and shall, among other things, have:

(i) the authority to approve the expenditure of funds up to a specific amount as may be determined by the Board from time to time for any previously unapproved expenditure as long as the necessary funds are available; and

(ii) the responsibility to report any such expenditure to the Board at the next scheduled meeting of the Board.

#### VACANCIES IN THE BOARD

6. Subject to Section 23 (electronic means), vacancies in the Board, however caused, may be filled for the remainder of the term by the remaining Directors, if constituting a quorum, by appointment from among Members, if the Board sees fit to do so. A maximum of 25 per cent of the

Board may be appointed; otherwise, such vacancies shall be filled at the next Annual General Meeting at which Directors for the ensuing year are elected.

#### MEETINGS OF THE DIRECTORS

7. Subject to Section 23 (electronic means)

(a) The Board may hold its meetings at such places as it may from time to time determine. Any five Directors, which shall include the President or the Treasurer, shall constitute a quorum, for the transaction of business. Meetings may be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

(b) The first meeting of the new Board shall be held as soon as is practical following the Annual General Meeting and in any event within one month of such meeting for the purpose of electing officers, appointing committees, and transacting such other business as may properly come before a meeting of Directors. The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of 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 meeting.

#### LIABILITY

8. No Director or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipts or other act of conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

#### PRESIDENT AND VICE-PRESIDENT

9. (a) The President shall be a Director and, when present, preside at all meetings of the Association and Board. The President shall also be charged with the general management and supervision of the affairs and business of the Association and may call a meeting of the Board as necessary. The Vice President, whether elected or appointed, in addition to the duties described in subsection 5(b), shall have such other duties and powers as the Board may determine.

(b) During the absence or inability of the President, his duties and powers may be exercised by the Vice President and if the latter exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

(c) The President shall be an ex-officio member of all committees.

#### SECRETARY

10. The Secretary shall attend all meetings of the Association and of the Board and record all facts and minutes of all proceedings in the books kept for that purpose; shall give all notices required to be

given to Directors and to Members as directed by the President or the Board; shall be the custodian of all books, papers and records and have charge of all the correspondence belonging to the Association, except the financial books and records held by the Treasurer; and shall perform such other duties as may from time to time be determined by the President and Board. In case of the absence of the Secretary, his duties shall be discharged by such person as may be appointed by the Board.

#### TREASURER

11. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other available effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board; shall collect and receive the annual dues or assessments levied by the Association; shall make payments to NAC (National) as required; shall disburse the funds of the Association under the directions of the Board, taking proper vouchers therefor, and shall render to the Board at the meetings thereof or whenever it is required of him, an account of all his transactions as Treasurer and of the financial position of the Association, and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association. He shall perform such other duties as may from time to time be determined by the Board.

#### MEMBERSHIP CHAIR

12. The Membership Chair shall maintain the current register of all the Members and also maintain a mailing list of former and potential members. He shall perform such other duties as may from time to time be determined by the Board.

#### DIRECTORS AND MEMBERS

13. The duties of all Directors and Members shall be such as the terms of their engagement call for or the Board requires of them.

#### BANKING ARRANGEMENTS AND DEPOSIT ACCOUNTS

14. (a) The Association's funds shall be kept in a Canadian Chartered Bank or Trust Company duly registered under the laws of Alberta.

(b) Cheques on the Association's bank account or accounts, bills or drafts drawn or accepted by the Association and promissory notes given by it may be signed, drawn or accepted, as the case may be, by such Director or Directors as the Board may by resolution from time to time designate or name for that purpose providing that only volunteer elected Directors have such signing authority.

#### AUDITING

15. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two Members nominated for that purpose at the Annual General Meeting. A complete and properly audited financial statement of the standing of the books for the previous year shall be submitted by the Treasurer at the Annual General Meeting. Unless otherwise ordered by the Board, the financial year of the Association shall end on the 31st day of December each year

16. The books and records of the Association may be inspected by any Member at anytime upon giving reasonable notice of such intent, and by arranging a time satisfactory to the Director or Directors having charge of same, including at the Annual General Meeting.

#### ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

17. The Board will set the time, frequency, location and the business to be conducted for all meetings of the Association.

18. Subject to Section 23 (electronic means)

(a) The Annual General Meeting of the Association shall be held in the City of Calgary, in the Province of Alberta, at such place therein and at such time (not being more than fifteen (15) months subsequent to the last preceding Annual General Meeting) as the Board may from time to time determine and as may be specified in the notice of the meeting, for the purposes of receiving Committee and officer reports and financial statements; for the purpose of electing Directors; and for the transaction of such other business as may properly be brought to the meeting.

(b) Any Regular member in good standing may be nominated for election to the Board.

(c) The Board, or the President, or any two Directors shall have the power at any time and from time to time to call a Special General Meeting of the Association to be held at such time and place as may be stated in the notice setting forth such a call. Special General Meetings shall also be called by the Board on the requisition of not less than ten percent (10%) of the Members. The Notice of any such Special General Meeting shall state the purpose or purposes of the proposed meeting.

19. No public notice or advertisement of Annual General Meetings or Special General Meetings shall be required but notice of the time and place of every such meeting shall be delivered personally or mailed, e-mailed or faxed to each Member at least seven (7) days before the time fixed for the holding of such meeting. Provided that meetings may be held at any time and place without such notice if all Members, or a quorum of them, are present thereat or have consented thereto in writing and at such meeting any business may be transacted which the Association at Annual General Meetings or Special General Meetings may transact.

#### QUORUM

20. Subject to Section 23 (electronic means)

(a) At any Annual General Meeting or Special General Meeting, ten percent (10%) of the Regular Members shall form a quorum for the transaction of business.

(b) If, within one hour of the time set for any Annual General Meeting or Special General Meeting, a quorum is not present, such meeting shall be adjourned to such time, not being more than fourteen (14) days after the time originally set for such meeting, and to such place as the President may direct, and so from time to time until a quorum is present, Three (3) day's notice of such adjournment shall be given to each Member.

#### NOTICES

21 Subject to Section 23 (electronic means)

(a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Bylaws or otherwise shall be sufficiently given if delivered personally to the person to whom it is to be given, or to the address of such person as shown in the Association's records, or if mailed to

such person at his recorded address by prepaid ordinary or air mail, or by electronic means pursuant to Section 23, and shall be deemed to be given and received when so delivered or dispatched.

The Secretary may change or cause to be changed the recorded address of any Member in accordance with any information believed by the Secretary to be reliable. The declaration of the Secretary that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice.

(b) The accidental omission to give any notice to any Member or the non-receipt of any notice by any such person 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.

## VOTING

### 22

. Subject to Section 23 (electronic means),

- (a) At all meetings of the Association each Regular Member in good standing shall be entitled to one (1) vote. No Member shall be entitled to vote at any meeting unless he has paid all fees then due and payable by him in respect of his membership. Votes may be given either personally or, if permitted by the Board, by proxy. Proxy forms need not be attested by a witness.
- (b) At all meetings, in case of an equality in votes, the chair of such meeting, in addition to his original vote, shall have a second or casting vote.

## USE OF E-MAIL OR OTHER ELECTRONIC MEANS

23 For the purposes of giving any notice, counting a person as part of a Quorum, or casting a vote, e-mail, fax, SKYPE or any other electronic or technical means may be used, provided that it has been approved from time to time by the Board, that any notice or communication is given to the registered internet or other electronic address of the person, that the person identifies himself by first and last name and by internet or electronic address and by geographical address, and the person shall confirm to the Secretary or other Director named in the agenda of the meeting, and to the specified address, that he can hear or read any communication received from or concerning that meeting. Any vote given by such method must be unambiguous and either in favour or against the proposal for which the vote is called for as listed on the agenda of that meeting. Proxy voting by such method shall not be allowed. A vote by e-mail or such other means that does not meet the requirements of this Section shall be null and void.

## REMUNERATION

24. No Director or Member shall receive any remuneration for his voluntary service.

## BORROWING POWERS

25. Subject to Section 23 (electronic means), the Society shall not borrow money unless such borrowing is

- (a) for the purpose of carrying out one or more of its Objectives; and



**(b)** approved at a Special General Meeting called for that purpose and approved by a 2/3 majority of Regular Members present.

#### SOCIETY SEAL

**26** Two signatures, the President and one of the Vice President, Treasurer or Secretary shall be required whenever the seal is affixed to any legal instrument. The corporate seal of the Association shall be kept in the custody of the President or Treasurer or Secretary, as the Board determines.

#### DISPUTE RESOLUTION AND ARBITRATION

27. (a) In the event of a dispute which cannot be resolved amongst Directors through normal voting procedures, the disputed issue shall be referred to the Association's Honorary Legal Counsel for binding resolution.

(b) In the event of a dispute amongst Directors which cannot be resolved pursuant to Subsection 27(a) because an Honorary Legal Counsel is not available or capable of hearing and resolving such dispute, or in the event of a dispute among non-Director Members which cannot be resolved through normal voting procedures or by private meetings between the parties, then such dispute shall be settled by a process of dispute resolution, mediation or arbitration as follows:

- 1 The dispute 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 appoint a third mediator. The three mediators shall then meet with the parties in an attempt to mediate a resolution between the parties. The number of mediators may be reduced from three to two or one upon agreement of the parties.
- 2 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 to above, in accordance with the Alberta legislation governing domestic arbitrations. 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.
- 3 All costs of the mediators appointed under this section shall be borne equally by the parties to the dispute. All costs of the arbitrator appointed under this section shall be borne by such party or parties as may be determined by the arbitrator.

#### DISSOLUTION

**28** . Upon dissolution of the Association, any assets remaining, after payment and satisfaction of the debts and liabilities of the Association, shall be transferred to recognized charities that provide health or social services to veterans in the Calgary area.

#### 29. INVALIDITY

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

**BYLAW AMENDMENT**

30. The Bylaws may be rescinded, altered, or added to only by a “Special Resolution.”

DATED: April 10, 2018

**APPROVED BY THE MEMBERSHIP OF NAVAL ASSOCIATION OF CANADA, CALGARY  
BY SPECIAL RESOLUTION PASSED BY AT LEAST THE REQUIRED MAJORITY OF 75% OF  
REGULAR MEMBERS PRESENT ON THE 10<sup>TH</sup> DAY OF APRIL 2018.**

(signed) \_\_\_\_\_

**Doug Ewing, President**

(signed)

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**ED BROWN, Secretary**