

**NAVY LEAGUE OF CANADA  
(EDMONTON BRANCH)**  
INCORPORATED 17 November 1993  
CORPORATE ACCESS NUMBER 505867689

**BY-LAWS**



Adopted



## **OBJECTIVES – Schedule A**

- A.1** To promote an interest in maritime affairs generally throughout Canada.
- .2** To prepare, publish and disseminate information and encourage debate relating to the role and importance of maritime matters in the interest of Canada.
- .3** 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 programs.
- .4** To hold conferences, symposiums, and meetings for the discussion and exchange of views in matters relating to these objectives.
- .5** To assist and aid by establishment of foundations, scholarships, or bursaries for those who take part in the youth activities of The Navy League of Canada for their education and advancement as may be deemed necessary by the National Council of the Navy League of Canada.
- .6** To collect, receive, invest, and hold funds and property from voluntary contributions, subscriptions, gifts, and legacies for the objects set out herein or such of them as the donors may direct.
- .7** To raise funds as may be deemed necessary for the welfare and benefit of seaman, for their dependents and for Seaman's Homes, Hostels, and other institutions in Canada, including the establishment, operation and maintenance thereof.
- .8** To co-operate, as directed by National Council of The Navy League of Canada, with kindred society having either in whole or in part, comparable objectives to the objects set out herein.
- .9** 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 of The Navy League of Canada, its divisions and branches that the objects, membership, management and conduct shall be absolutely unconnected with and free from all party politics.
- .10** To provide and promote an opportunity for friendly and social activities to its members.
- .11** To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of

the society.

- .12** To encourage and promote amateur games and exercises.
- .13** To procure the delivery of lectures on social, educational, maritime and other subjects and to give and arrange musical entertainment.
- .14** To provide all necessary equipment and furniture for carrying on its various objectives.
- .15** To, sell manage, lease, mortgage, dispose of, or otherwise deal with the property of the society.

# ARTICLE ONE

## AUTHORITY

**1.1** These are the By-Laws of the Navy League of Canada - (Edmonton Branch), a Registered Incorporated Society under The Societies Act of The Province of Alberta and as approved in principle by Alberta Division at its Executive Meeting in Alberta on the 14 January 2003; (and as approved by the National Council).

**1.2** All previous By-Laws of the Navy League of Canada - (Edmonton Branch) are hereby repealed excepting the Objectives – Schedule A, but without prejudice to, or affecting the validity of, any matter or thing heretofore done, performed, or authorized, or any right acquired, under the said repealed By-Laws, provided that such repeal and the coming into force of these revised By-Laws of the Navy League of Canada - (Edmonton Branch) shall take effect from the day stipulated in the approval thereof by Alberta Division Board of Directors and the Alberta Consumer and Corporate Affairs Corporate Registry.

**1.3** The Navy League of Canada - (Edmonton Branch) is a Registered Incorporated Society under the Societies Act of Alberta, duly authorized by Alberta Division and the National Board of Directors, and granted autonomy by them to carrying out the work of The Navy League of Canada within its territorial boundaries within the subdivision of Alberta Division, subject only to Alberta Societies Act, and the powers of the National and Alberta Division Board of Directors of the Navy League of Canada as set forth in the National and Alberta Division By-Laws. In the event that the By-Laws of the Navy League of Canada - (Edmonton Branch) are contradictory to or at variance with the Alberta Division or National By-Laws, the Alberta Division or National By-Laws shall prevail, excepting only those sections required by law as documented in The Societies Act of The Province of Alberta.

# ARTICLE TWO

## INTERPRETATION

### 2.1 DEFINITIONS

In these By-Laws, unless the context otherwise requires:

“Alberta Division or Division”, means the members designated by the National Board of Directors for the purpose of carrying on the work of The League in the Province of Alberta.

“Annual General Meeting” means a yearly scheduled meeting of the members of the Edmonton Branch, which shall be held annually, by any law, these By-Laws, or of the League, or Division.

“Associate Members” has the meaning given to it in Sub-Clause 3.1.02.

“Branch Auxiliary or Auxiliary”, is a subcommittee (s) of the Navy League of Canada - (Edmonton Branch), and as such are directly responsible to the Edmonton Branch for all aspects of their operation, function, and control.

“Branch Board of Directors or Board”, means a committee composed of the elected Branch Executive, elected Directors and Immediate Past President, assembled to serve Edmonton Branch to achieve its objectives, and those of the Navy League of Canada and Alberta Division within its territorial subdivision.

“Branch Director or Director”, means an elected individual by the Navy League of Canada - (Edmonton Branch) membership at the Annual General Meeting with a portfolio as designated by the Branch President. A Director is not a member of the Branch Executive or defined as an Officer of the Branch.

“Branch Executive or Executive”, means the Branch President, Vice-President (s), Secretary, and Treasurer or Secretary-Treasurer elected by the Edmonton Branch membership at the Annual General Meeting, and the Immediate Past President. An Executive member is defined as an Officer of the Branch.

“Cadet”, means a member in good standing of a Cadet Corps sponsored by the Navy League of Canada - (Edmonton Branch).

“Cadet Members” has the meaning given to it in Sub-Clause 3.1.03.

“CIC” means a Commissioned Canadian Naval Reserve Officer of the Cadet Instructor Cadre employed by The Department of National Defence.

“Corps” means the Royal Canadian Sea Cadet Corps Warrior No. 27, and the Navy League Cadet Corps C. B. Hill No. 55 duly authorized by National Board of Directors of the Navy League of Canada.

“Division Board of Directors” means the governing body of Alberta Division established to achieve the purposes and objectives of The Navy League of Canada within its territorial division.

“Edmonton Branch or Branch” has the meaning given in Article One of these By-Laws.

“General Meeting” means an open meeting of the members of The Navy League of Canada - (Edmonton Branch), as the context requires;

“Honorary Members” has the meaning given to it in Sub-Clause 3.1.04.

“Immediate Past President” has the meaning given to it in Article 4.9.01.

“In writing” or “written” shall include printing, typewriting, lithographing, electronic, and other modes of representing or reproducing words in visible form.

“Individual Members” has the meaning given to it in Sub-Clause 3.1.01.

“League” means The Navy League of Canada.

“National Council” means the National Board of Directors of the Navy League of Canada and its components or members, and may be used in place of “League”, e.g. the ‘National’ President is also the “League’ President.

“Navy League Officer” is a Naval Officer of a Navy League Cadet Corps as approved and appointed by The Navy League of Canada by recommendation from Alberta Division and The Navy League of Canada - (Edmonton Branch).

“Officer of the Branch” means: The President, Vice-President(s), Secretary, Treasurer, or Secretary-Treasurer and Immediate Past President of the Navy League of Canada - (Edmonton Branch).

“Officers of Division” means: the Alberta Division President, Vice-President(s), Secretary, and Treasurer, or Secretary-Treasurer; as specified in Alberta Division By-Laws.

“Officers of The League” means: the National President, National First Vice-President, National Vice-Presidents, National Secretary, and National Treasurer of the Navy League of Canada.

“Person” means an individual person, a body corporate, or an organization;

“Shall” means that the action indicated by the context is mandatory, whereas “will” indicates the future tense, and “may” indicates the action indicated is optional;

“Special meeting” means any meeting other than a regularly scheduled meeting of the Navy League of Canada - (Edmonton Branch), called in accordance with these By-Laws for any purpose not contrary to law, Alberta Division or National By-Laws, or these By-Laws.

“Special Resolution” means a resolution to make any fundamental change to the Name, Objectives, and/or By Laws of the Navy League of Canada - (Edmonton Branch) as specified in the Societies Act of the Province of Alberta.

## **2.2 NUMBER / GENDER**

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.

## **2.3 HEADINGS**

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.

## **2.4 INVALIDITY OF PROVISIONS**

The invalidity or unenforce-ability of any provision of these By-Laws shall not affect the validity or enforce-ability of the remaining provisions of these By-Laws.

## **2.5 AMENDMENT OR REPEAL of The BY LAWS**

In the future these By-Laws shall only be amended or repealed, or replaced by a Special Resolution of the Navy League of Canada - (Edmonton Branch) members, provided that a notice stating the nature of the amendment or repeal be sent by prepaid mail to each Individual Member at least twenty-one (21) days prior to the next Branch Annual General Meeting. All amendments to these By-Laws shall be approved in principle by the Alberta Division Board of Directors and are subject to approval by the National Board of Directors, and the Alberta Consumer and Corporate Affairs Corporate Registry before they take effect.

# **ARTICLE THREE**

## **MEMBERS**

### **3.1 MEMBER CATEGORIES**

Edmonton Branch may admit as members Canadian Citizens and other British subjects that are residents of Canada, or an alien who has been legally admitted to Canada for permanent residence and who has filed a declaration of intent to become a Canadian Citizen in the following categories of members:

#### **.01 INDIVIDUAL MEMBERS**

A Person of good character and being the minimum age of eighteen years of age, (other than a Canadian Naval Reserve Officers of the Cadet Instructor Cadre (CIC), Navy League Officer, Civilian or Cadet Instructor or a Cadet that are members of a Corps) who supports the Purposes and Objectives of the League, may be enrolled as an Individual Member of Edmonton Branch upon payment of the annual fee set by the Branch. Individual Members are subject to the terms and conditions of membership, which may be prescribed by the Branch from time to time. Individual Members may attend Annual, General, and Special Meetings of the Branch, and they may vote at such meetings in prescribed circumstances. Individual Members of the Branch influence the conduct of The League through their vote at Annual General, General or Special Meetings of the Branch in which the individual is a member.

#### **.02 ASSOCIATE MEMBERS**

All CIC Officers, Navy League Officers, Civilian or Cadet Instructors of Corps are non-voting Associate Members, and are not required to pay a fee. Associate Members are admitted to membership subject to the terms and conditions of such membership which may, from time to time, be prescribed by the Branch. Associate Members may attend Annual General, or General Meetings but do not have the right to vote.

#### **.03 CADET MEMBERS**

All Cadets are “Cadet Members” of the Branch, which sponsors their Corps. They are subject to the terms and conditions of membership, which may, from time to time be prescribed by the National Board of Directors or by the Department of National Defence. Cadet Members are not required to pay membership fees, do not have the right to vote, and may only attend meetings by invitation of the Branch Executive with the approval of their Commanding Officer of the Corps that they are a member of.

#### **.04 HONORARY MEMBERS**

Branch Council 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 Branch, and Division Board of Directors for Honorary Members from time to time. Honorary Members are not required to pay membership fees and do not have the right to vote.

### **3.2 MEMBERSHIP OF OFFICERS**

Every Officer of Edmonton Branch must be an Individual Member in good standing of the Branch and Division.

### **3.3 TERMINATION, SUSPENSION AND RESIGNATION OF MEMBERSHIP**

**.01** Edmonton Branch, stating their reasons in writing, must request from the Division the right to suspend a member for a just cause or for activities prejudicial to the good name or Purposes and Objectives of the League for a period no longer than 21 days. The Division Board of Directors, by resolution, may extend the Suspension for a further period or 90 days. Should the Division conclude that allegations are of a nature that would warrant further Suspension or Termination they are to be forwarded to the National Board of Directors for a final decree. A member whose membership is terminated or suspended has the right to redress of such Suspension or Termination, through succession through the Branch and Division Executive, to the National Board of Directors.

**.02** The Individual Members of Edmonton Branch shall remain so, unless:

- (b) They fail to renew their membership annually by failing to pay the annual membership fee, such members shall be automatically suspended at the expiration of the calendar year and shall thereafter be entitled to no membership privileges or powers in Edmonton Branch until reinstated by receipt of payment of the annual membership fee for the current year, or;
- (c) They die in the interim, or;
- (d) They submit to the Branch President and/or the Branch Executive written notice of resignation as an Individual Member of Edmonton Branch, or;
- (e) They are suspended by the Board of Directors by a majority vote of sixty-seven percent (67%) and receive approval from the Division for:

- (i) Failing to abide by the By Laws of Edmonton Branch, and/or Division, and/or the League, or;
- (ii) Engaging in conduct that is illegal, immoral or otherwise detrimental to the maintenance of standards and/or to the operation and reputation of The Navy League of Canada.

### **3.4 EXPULSION OF A MEMBER**

The Branch President has the authority to expel a member from any meeting for engaging in conduct that is disruptive, and objectionable and contradictory to the Rules of Order after receiving due warning from the President.

# ARTICLE FOUR

## EDMONTON BRANCH

### **4.1 FORMATION OF THE BRANCH (Authority)**

With the recommendation of Alberta Division, The National Board of Directors of the Navy League of Canada authorized the formation of an Edmonton Branch as there were at least ten (10) Individual Members exhibiting financial responsibility within a definable area. Alberta Division has established and defined the area in which Edmonton Branch is formed. A service club or other similar public organization may be authorized 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 in the Branch who can meet the membership qualifications of The Navy League of Canada.

### **4.2 RESPONSIBILITIES OF EDMONTON BRANCH**

**.01** Edmonton Branch shall:

- (a) Raise and expend funds for the Purposes and Objectives of The League, within their territorial area in accordance with the annual tentative budget approved by the members of the Edmonton Branch at the Annual General Meeting; and;
- (b) Correspond with the National Board of Directors only through the Division Board of Directors, or as first otherwise approved by Division President in accordance to The Navy League of Canada Administrative Orders, and;
- (c) have the authority to levy membership fees as approved by the Branch Board of Directors to support the Objectives of Edmonton Branch and the Cadet programs.

**.02** Edmonton Branch shall not:

- (a) Borrow money on the credit of The Navy League of Canada, or mortgage, pledge, or charge any property of The League without specific approval by Special Resolution from Alberta Division.
- (b) Make any unbudgeted expenditure, or incur any unbudgeted liability in excess of five thousand dollars (\$5,000.00) without the prior written approval of Alberta Division.

### **4.3 THE BRANCH EXECUTIVE AND BOARD OF DIRECTORS**

**.01** The affairs and responsibilities of Edmonton Branch shall be directed, controlled and governed by the Branch Board of Directors consisting of not less than three elected Individual Members of the Branch, subject to these By-Laws as approved by the National and Division Board of Directors, and the Alberta Consumer and Corporate Affairs Corporate Registry in accordance to the Societies Act of the Province of Alberta. In managing the affairs of Edmonton Branch the Executive shall;

- (a) Call meetings of the Branch Executive, Board of Directors, and General Membership, to set quorums for such meetings, subject to proper notification;
- (b) Prescribe the duties and responsibilities of Officers, Directors, and employees of the Branch;
- (c) Provide funds to Division or National Board of Directors as levied from time to time,
- (d) Accomplish such other activities as may be properly dealt with by the Branch Executive, and the Board of Directors.

**.02** The Branch Executive and the Board of Directors shall be accountable to all members of the Edmonton Branch. Therefore any changes the Executive and/or the Board of Directors propose to make to the current status, operation, or control of Edmonton Branch that would affect the viability, solvency, name, and/or any other such related matter, shall only be authorized by a Special Resolution ratified by the Individual Membership in accordance with the Societies Act of Alberta.

### **4.4 ELECTION OF OFFICERS AND DIRECTORS**

**.01** Unless otherwise approved by the Division Board of Directors, every Officer of Edmonton Branch must have served for the immediate past year as an Individual Member prior to being elected as an Officer of Edmonton Branch.

**.02** At each Annual General Meeting of Edmonton Branch, the Branch President, the Vice President (s), the Secretary, the Treasurer (or a Secretary-Treasurer), and Directors shall be elected.

**.03** At each Annual General Meeting of Edmonton Branch, an Auditor shall be appointed as per article 4.10.

**.04** The Branch Executive may appoint Individual Members to the assist the Officers, Directors and employees of the Branch and make such other appointments as may be required from time to time.

**.05** The Elected Officers and Directors of the Branch shall remain so until the expiration of their term of one year, unless:

- (a) They die in the interim, or;
- (b) They submit to the Edmonton Branch Executive a written notice of resignation as an Officer or Director of the Branch;
- (c) They are terminated or suspended by the Board of Directors of the Branch, by a majority vote of sixty-seven percent (67%), all subject to article 3.3.02 (e) for:
  - (i) Failing to perform duties assigned to and accepted as an Officer or Director of Edmonton Branch (including truancy that significantly diminishes the effectiveness of the Branch Executive or that of the Branch Board of Directors as a whole), or;
  - (ii) Failing to abide by the By-Laws of Edmonton Branch, and/or Alberta Division, and/or The League, or no longer supporting the Purposes and Objectives of The League, or;
  - (iii) Engaging in conduct that is illegal, immoral or otherwise detrimental or disruptive to the maintenance of standards and/or the operation and reputation of the Navy League of Canada as a whole or Edmonton Branch in general.

## **4.5 THE BRANCH PRESIDENT**

**.01** The Branch President is elected for a term for one year.

**.02** Shall preside, if able, at all meetings of Edmonton Branch, the Executive, and the Board of Directors;

**.03** If absent from any Edmonton Branch meeting, or unable to act as chairman of a meeting, shall be replaced at the meeting by a Vice-President, or by a chairman selected by the members present.

**.04** The Branch President may serve for up to three consecutive terms, if so elected, and an elected fourth if the Edmonton Branch Individual Membership resolves that a

fourth consecutive term may be served by a Special Resolution passed at its Annual General Meeting and approved by the Division Board of Directors.

- .05** A Branch President who has served three or four consecutive terms may be elected President again, but only after leaving the office of president for at least a one year term.

#### **4.6 THE BRANCH VICE-PRESIDENT**

- .01** The Branch Vice-President (s) shall be elected for a term of one year. If there is more than one, the First Branch Vice-President shall act, and speak as chairperson at any authorized meetings in the Branch President's absence.

#### **4.7 THE BRANCH SECRETARY**

**.01** The Branch Secretary, or Secretary-Treasurer, shall perform the duties assigned to that office by the Branch Executive, and, without limiting the generality of the foregoing, the Secretary shall:

- (a) Attend, act as recording secretary for, and maintain the minutes of, all meetings of the Edmonton Branch;
- (b) Supervise and maintain all Edmonton Branch records, documents, correspondence and current list of assets and memberships;
- (c) Provide an approved copy of the minutes of all meetings of Edmonton Branch meetings to the Alberta Division Office;
- (d) Maintain the constituting documents of Edmonton Branch, which include the Letters Patent, Supplementary Letters Patent, the current By Laws, and maintain current lists of Authorized Branch Associates, Honorary Members and Individual Members
- (e) Have charge of the Corporate Seal of Edmonton Branch which seal whenever used shall be authenticated by signature of the President and the Secretary, or, in the case of the death or inability of either to act, by the Vice President. In the case of absents of the Secretary, this duty shall be discharged by such Officer of the Branch as may be appointed by the Branch Executive.
- (f) Provide a copy of the Edmonton Branch Assets and Membership lists to Alberta Division.

- (g) Maintain current lists of:
  - (i) Warranted Navy League Cadet Officers and Instructors in the Edmonton Branch and their dates of appointment.
  - (ii) All Royal Canadian Sea Cadet Officers (CIC) and Civilian Instructors in the Edmonton Branch.
  - (iii) Names of all persons who have received awards for service to the League from Alberta Division or Edmonton Branch.
- (h) Forfeit all of Edmonton Branch constituting documents and Corporate Seal to the newly elected Edmonton Branch Secretary or Secretary-Treasurer within one week after the Annual General Meeting or upon vacating the position as Edmonton Branch Secretary.

## **4.8 THE BRANCH TREASURER**

**.01** The Branch Treasurer, or Secretary-Treasurer shall perform the duties assigned to that office by Edmonton Branch, and to include:

- (a) Taking charge of, be accountable for, and generally supervise, all funds, books of account, financial records, securities and property of Edmonton Branch;
- (b) Ensuring that an accurate account of all receipts and disbursements of Edmonton Branch funds is maintained;
- (c) Providing information required for Grant application, which includes the following: annual financial audit, annual budget and list of assets and memberships, and;
- (d) Annually, proposing a budget for the following fiscal year, and, upon approval of the budget, ensure that expenditures are monitored and kept in line with the approved budget.
- (i) Keeping a balance sheet of assets and liabilities for the Branch.
- (g) Forfeiting all of Edmonton Branch constituting documents and ledgers to the new Edmonton Branch Treasurer or Secretary-Treasurer within one week after the Annual General Meeting or upon vacating the position as Branch Treasurer.

## **4.9 IMMEDIATE PAST PRESIDENT**

**.01** The Immediate Past President shall;

- (a) Be an Individual Member who was elected in the immediate past year as President, and has been either unsuccessful or has stepped aside for re-election upon completing their full term as President.
- (b) Remain in office until the current President is either defeated or steps aside for re-election at the next Annual General Meeting, allowing a new President to be elected.
- (c) Not qualify for the position of Immediate Past President in the ensuing year in the event they resign, or have their membership suspended or terminated during their term of office, unless reinstated by the Board of Directors in accordance to article 3.3. If disqualified the current Immediate Past President shall continue in office an additional term.
- (d) Be an Officer of the Executive Board in the capacity as advisor to the President with one vote.

#### **4.10 AUDITORS**

**.01** At each Annual General Meeting or at such other times as may be determined by the Branch Board of Directors, the Edmonton Branch shall appoint auditors who:

- (a) 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;
- (b) Shall have access to all of the Branch books of account, vouchers, related financial records and other material at all reasonable times; and;
- (c) May be a member of the Branch, except that no Officer of The Branch or person, who is interested in any transaction other than as a member, may be appointed as an auditor.

**.02** The Officers, Directors and employees of the Branch shall furnish all clarification, and information, to the auditors, as they may require in order for them to expedite their responsibilities

#### **4.11 EXECUTION OF INSTRUMENTS**

All Deeds, transfers, assignments, contracts, obligations, certificates, cheques, and other instruments shall be signed on behalf of the Branch by the Branch President together with the Branch

Treasurer, or with the Branch Vice-President or with such other individual as the Branch Executive may designate.

#### **4.12 FINANCIAL YEAR**

The financial year of the Branch shall end on such date in each year as the Board of Directors may determine from time to time, with approval from the applicable Government Agency.

#### **4.13 FUNDS OF THE BRANCH**

The funds of the Branch:

- (a) Shall consist of all membership fees or other monies subscribed or donated to the Branch for their purposes, or allocated to the Branch by the Division Board of Directors or by the National Board of Directors, and all grants and loans from the Division Board of Directors or the National Board of Directors to the Branch;
- (b) Shall be controlled by the Branch, and, subject to the provision of these By-Laws, may be used for the objectives of Edmonton Branch;
- (c) Which are received by the Branch but are intended to be for the account of the National Board of Directors, or for National Purposes or Objectives, are to be immediately remitted by the Branch to the National Board of Directors through Alberta Division;
- (d) Which are received by the Branch but are intended to be for the account of Alberta Division, or for Alberta Division Purposes and Objectives, are to be immediately remitted to Alberta Division;
- (e) Shall be deposited in a financial institution and may only be withdrawn by cheque signed in accordance with Clause 4.11;
- (f) Shall be dealt with only by the Officers, Directors and employees designated by the Branch Board of Directors and authorized to sign cheques and other banking documents and to transact other banking business on behalf of the Branch; and,
- (g) May be invested by the Branch in accordance with an investment policy adopted from time to time by the Branch Board of Directors. The Branch Board of Directors shall not be limited to investments, authorized by law, for trustees in adopting such investment policy.

#### **4.14 DONATIONS**

The Branch Board of Directors may:

- (a) 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 objectives of the Branch;
- (b) Receive funds raised by, or donated to, a Corps and hold them for the Corps; and,
- (c) Solicit membership subscriptions and donations, within the Branch area only.

#### **4.15 REAL PROPERTY**

Unless otherwise approved by resolution of the Branch Board of Directors:

- (a) All real property belonging to, or acquired by Edmonton Branch shall be vested and registered in the name of the Navy League of Canada;
- (b) Real property shall be administered and controlled by Edmonton Branch which shall receive all rents, profits and proceeds of sale therefrom if such real property:
  - (i) Is located within the territorial boundaries of Edmonton Branch; and;
  - ii) Was donated to Edmonton Branch, for the Purposes and Objectives of The League within the Branch; or;
  - (iii) Was acquired by funds solicited by, or donated to Edmonton Branch, for the Purposes and Objectives of The League.
- (c) Upon the written request of Edmonton Branch, which meets the conditions set out in Clause 4.15 Paragraph (b), the Officers of The League shall execute such leases, conveyances, or other instruments, or documents as may be required to be executed (under corporate seal where required) to give effect to the intent of Clause 4.15;
- (d) All real property and assets belonging to or acquired by Edmonton Branch shall become the property and assets of Division upon the dissolution of the Branch, in accordance to the Alberta Division By-Laws, and the Societies Act of Alberta.

## **4.16 FINANCIAL STATEMENTS AND BUDGETS**

Edmonton Branch shall provide an audited statement of all monies received and disbursed from all sources during the preceding fiscal year, and a budget containing estimates of receipts and expenditures for the current fiscal year, with particulars of the sources of funds and the purposes of expenditures, to Alberta Division within sixty (60) days after the last day of each fiscal year.

## **4.17 MEETINGS OF THE BRANCH**

All meetings of the Edmonton Branch, whether Annual General Meetings, General Meetings, or Special Meetings shall be convened and conducted by rules of order in accordance to “Call To Order” by Herb Perry, the authorized precise for meeting rules and procedures as approved by the Navy League of Canada and the following:

### **.01 ANNUAL GENERAL MEETINGS**

Once in each year an Annual General Meeting of the Branch shall be held at such place, on such date and at such time as the Branch Board of Directors may determine, for the purpose of:

- (a) Receiving and considering the reports of the Branch Executive, Alberta Division Representative and auditors;
- (b) Approval of a tentative operational budget for the ensuing year and considering all other such matters as may appropriately be considered at the Annual General Meeting of the Branch;
- (c) Electing the Branch Executives and Directors for the ensuing year; and;
- (d) Appointing the auditors for the ensuing year.

### **.02 GENERAL AND SPECIAL MEETINGS**

From time to time, for any purpose not contrary to law or to these By-Laws, the National By-laws or the Division By-laws, The Branch President, or a majority of all of the Executive, may call a Special or General Meeting of the Branch by giving notice thereof in compliance with these By-Laws and setting out the date, time, place and purpose of the General or Special Meeting.

### **.03 NOTICE**

Written notice of a meeting shall be sent to each Person entitled to attend:

- (a) For an Annual General Meeting by hand delivery, prepaid ordinary mail or electronic mail, not less than thirty (30) days prior to the date selected for the meeting, and such notice shall be deemed to have been received on the seventh (7<sup>th</sup>) day following the day that the notice was mailed; or,
- (b) For General Meetings by hand delivery, prepaid ordinary mail or electronic mail, not less than twenty-one (21) days notice prior to the date selected for meeting, and such notice shall be deemed to have been received on the seventh (7<sup>th</sup>) day following the day that the notice was mailed, or;
- (c) For a Special Meeting, by hand delivery, telegram, facsimile, electronic mail, courier or prepaid ordinary mail to arrive not less than twenty-one (21) days prior to the date selected for the meeting, and such notice shall be deemed to have been received on the seventh (7<sup>th</sup>) day that the notice was mailed, or;
- (d) For Executive, or Board of Directors Meetings by telephone, hand delivery, facsimile, or electronic mail to arrive fourteen (14) days prior to the date selected for the meeting, unless prescheduled at a previous meeting.

### **.04 PERSONS ENTITLED TO BE PRESENT**

The Persons entitled to be present are:

- (a) At the Annual General Meeting and General Meetings: all Individual, Associate, Honorary Members of Edmonton Branch, the Auditors, and such other Persons as the Branch may permit to attend. Only Individual members are entitled to vote, and;
- (b) At a Special Meeting: all Individual Members of The Branch who are entitled to vote.
- (c) At Branch Executive and Board of Directors meetings, all members of the Branch Executive, the Branch Board of Directors and other persons the Executive may permit to attend. Only Executive Members and Elected Directors may vote.

### **.05 QUORUM**

The quorum for the transaction of business at all meetings shall be thirty four percent (34%) of the persons entitled to vote, excepting Special Meetings convened for voting on

Special Resolutions where a quorum of fifty percent plus one (50%+1) of the persons entitled to vote is required.

#### **.06 CHAIRPERSON**

The Branch President shall be the chairperson of a meeting in accordance with Clause 4.6. If neither the President nor a Vice-President is present, willing and able to act as chairman of the 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 as chairman of the meeting.

#### **.07 RECORDING SECRETARY**

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 individual to act as recording secretary for that meeting.

#### **.08 CONDUCT OF MEETING**

“The chairperson shall conduct the proceedings at a meeting in all respects. His decision in any matter, including, without limitation, any question regarding the validity or invalidity of any instruments of authorization, and any question as to the admission or rejection of a vote, shall be conclusive and binding upon those at the meeting.” Alberta Division By Law 4.20.10

#### **.09 MEETINGS BY TELEPHONE**

“With consent of the Chairperson 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.” Alberta Division By Law 4.20.11

#### **.10 PERSONS ENTITLED TO VOTE**

Only Individual Members of The Branch, in good standing, are entitled to vote.

#### **.11 VOTES ON GENERAL QUESTIONS AND RESOLUTIONS**

“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 Chairperson. Each person entitled to vote has one vote.” Alberta Division By Law 4.20.13

## **.12 VOTES ON QUESTIONS AND SPECIAL RESOLUTIONS**

Questions requiring a Special Resolution shall be passed only if seventy-five percent (75%) of the votes are in favour. All other Questions shall be passed only if fifty percent plus one (50% + 1) of votes are in favour. Voting may be by show of hands, or casting of ballots as directed by the Chairperson. Each person entitled to vote has one vote.

## **.13 EQUALITY OF VOTES**

“In case of an equality of votes on each side of any question before a meeting, the Chairperson of the meeting shall be entitled to a deciding vote.” Alberta Division By Law 4.20.15

## **.14 ADJOURNED MEETINGS**

“A meeting may be adjourned, or recessed, from time to time by the Chairperson of the meeting. At the time of adjournment the Chairperson shall specify where and when the adjourned meeting is to reconvene, and any other special conditions under which the adjourned meeting will be conducted, in accordance with these By-Laws. The adjourned meeting may proceed if, at the time and place stipulated the time of adjournment, a quorum is present and the adjourned meeting is held in accordance with any other terms and conditions set by the Chairperson at the time of adjournment. If there is no quorum present when the adjourned meeting reconvenes, the original meeting shall be deemed to have terminated forthwith after its adjournment or recess.” Alberta Division By Law 4.20.16

## **.15 ATTENDANCE FEES, WAGES, AND GRATUITIES**

Branch members shall not receive a fee, a wage, or a gratuity for attending or fulfilling any Branch, Division, or League meeting or business, but may be authorized to receive payment for expenses incurred to attend any meetings or conduct Branch Business outside the designated Branch Area.

## **4.18 CORPS**

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

- (a) Regulations, policies and standards promulgated by the National Board of Directors, or the Division within which it operates, from time to time;
- (b) The applicable regulations, policies and standards promulgated by the Department of National Defense from time to time; and,

- (c) The express prohibition against any Corps borrowing money upon, pledging the credit of, or contracting liabilities on behalf of, The League, Division or the Branch.”

Alberta Division By Law 4.21

#### **4.19 INSPECTION OF RECORDS AND FINANCIAL STATEMENTS**

The inspection of all records and financial statements shall be open to all members of the Branch at any meeting, provided due notice is given in writing or electronic mail two weeks prior, stating the intent of the request.

#### **4.20 AUXILIARIES**

Edmonton Branch has authorized the formation of two Auxiliary Committees in connection with the Branch, and has defined the function, and operating directives, of these Auxiliaries in accordance with Alberta Division By-laws Article 4.22. The Edmonton Branch Auxiliaries shall operate as follows:

The Branch Auxiliary Committee shall be responsible to Edmonton Branch for the following:

- (i) The election of a Chairperson, Vice-Chairperson, Secretary and Treasurer (or Secretary-Treasurer) to conduct the affairs of the Auxiliary;
- (ii) The solicitation of funds for the work of the Auxiliary in aid of the Branch;
- (iii) The conducting of meetings as necessary to carry out the functions of the Auxiliary;
- (iv) The conducting of the Annual General Meeting to receive and consider reports, to table an annual financial statement, and to elect a slate of officers for the ensuing year;
- (v) The submission to the Branch of reports and financial statements as required and/or as directed by the Branch.

#### **CHAIRPERSON:**

The Chairperson of the Auxiliary shall:

- (i) Be a member of the Branch Board of Directors as well as the Auxiliary Council (See Conditions)
- (ii) Direct the activities of the Auxiliary;

- (iii) Preside over all Auxiliary meetings;
- (iv) Be Responsible to the Branch for the proper functioning of the Auxiliary in compliance with instructions issued by the Branch and/or Division through the Branch President.

***VICE-CHAIRPERSON:***

Shall assist the Chairperson, and act for the Chairperson in his/her absence.

***SECRETARY:***

The Secretary shall:

- (i) Maintain local Auxiliary records including current lists of members in good standing;
- (ii) Record and report all minutes of meetings;
- (iii) Conduct correspondence as required by the Auxiliary;

(Note: The Secretary and the Treasurer may be combined).

***TREASURER:***

The Treasurer shall:

- (i) Deposit all funds of the Auxiliary in a Chartered Bank and pay all accounts, which have been approved by both the Edmonton Branch and the Auxiliary Committee, by cheque bearing the signatures of two members of the Auxiliary (normally the Chairperson and the Treasurer).
- (ii) Maintain financial records of the Auxiliary including a record of all receipts and expenditures of the Auxiliary funds and financial transactions.
- (iii) Prepare and submit to the Auxiliary membership and Edmonton Branch, a monthly statement of accounts, and prepare and submit to the Auxiliary membership, Edmonton Branch, and Alberta Division through the Edmonton Branch Treasurer, an audited annual financial report.

***CONDITIONS:***

All Auxiliary personnel shall be members of the Navy League of Canada - (Edmonton Branch);

- (i) Membership in an Auxiliary shall be open to all Canadian Citizens and legal immigrants who wish to assist the work of the Navy League of Canada and can include parents of Cadets. The amount of the membership fee, if any, shall be decided upon by the Auxiliary Committee.
- (ii) The Auxiliary Chairperson is a non-voting member of the Branch Board of Directors for the purposes of presenting reports of activities, financial statements, and to seek advice as to how the Auxiliary can best serve the Branch and the Cadet Corps.
- (iii) The Auxiliary shall conform to the instructions of the Branch Executive Committee.
- (iv) Auxiliary members shall not deal directly with Corps Officers or individual Branch Executive Committee members, and instead, deal only with the Branch Executive Committee at regular meetings. Only the Auxiliary Chairperson, or someone designated by the Chair, should be in contact with the Corps, and only then, after receiving permission from the Branch Executive;
- (v) The fiscal year of the Auxiliary shall end thirty days prior to the end of the Branch fiscal year.
- (vi) Any canvassing for funds contemplated by the Auxiliary must be previously authorized by the Branch Board of Directors to avoid conflict with other Edmonton Branch financial activities;
- (vii) Funds collected and dispersed by the Auxiliary must be raised and spent in the name of The Navy League of Canada and are subject to accounting requirements set by The Branch and by Alberta Division through the Branch Executive Committee. Expenditures exceeding \$500.00 must first be approved by the Branch Board of Directors;
- (viii) Cash donations received by the Auxiliary for which an income tax receipt is required shall be forwarded to the Branch to issue a Registered Receipt, and subsequently refunded by Edmonton Branch to the Auxiliary Treasurer.