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**BYLAWS OF THE
THE ARMY CADET LEAGUE OF CANADA,
BRITISH COLUMBIA BRANCH**

ARTICLE I - MEMBERS

1. Admission by nomination

All applications for membership in every class shall be brought to the Directors by nomination in writing. Membership shall be awarded at the discretion of the Society's Directors.

2. Admission to Ordinary Membership

The directors of the Society may, by resolution, admit to ordinary membership any person who meets the requirements of the ACLC membership policies (ACLC 9.1) and

- a) is interested in supporting and furthering the objectives of the Society and
- b) agrees to pay annual ordinary membership dues as determined by the Society's Board of Directors from time to time.

Ordinary members shall have one vote and may hold office as a director if elected.

3. Admission to Corporate Membership

Corporate membership in the Society reflects National policy and is governed by Article 9.3 (September 2017) of the National Policy Manual.

The directors of the Society may by resolution admit to corporate membership any corporation that;

- a) is incorporated within Canada, one of the provinces or territories, or an allied nation; and
- b) is interested in supporting and furthering the objectives of the Society and
- c) has made substantial and sustained contributions to the initiatives of the Society; and
- d) agrees to pay annual corporate membership dues as determined by the Society's Board of Directors from time to time.

Corporate members shall have one vote at any annual or special general meeting and may hold office or act as directors of the Society.

4. Admission to Associate Membership

Associate Membership in the Society reflects the National Policy contained in the National Policy Manual. The Directors of the Society may, by resolution, admit to associate membership any person that;

- a) is interested in supporting and furthering the objectives of the Society and
- b) agrees to pay annual associate membership dues as determined by the Society's Board from time to time;

Associate members shall not vote at any annual or special general meeting. Associate members may not hold office or act as directors of the Society



5. Cessation of Membership

A member shall immediately cease to hold any class of membership and shall cease to receive notices in any of the following events, that is to say;

- a) upon the death of the member;
- b) upon submitting a letter of resignation to the Board of the Society;
- c) upon non-payment of annual membership dues;
- d) by special resolution at an annual or special general meeting of members;
- e) upon the winding up, liquidation, or dissolution of a corporation.

6. Life Membership

Life Membership in the Society reflects National Policy and is governed by Article 2.08 (August 2011) of the National Policy Manual.

- a) any member of the Society may be nominated for Provincial Life Membership.
- b) candidates for Life Membership will be considered from those members who have provided an outstanding contribution in any of the following areas;
 - i) Rendered outstanding service to the Society; or
 - ii) Served on the BC Branch Executive Committee; or
 - iii) Been awarded the BC Member of the Year award, or have
 - iv) Provided outstanding leadership and dedication to the society.
- c) any Member may make nominations to the Branch President where the nominee is a member. This nomination should be in the form of a citation.
- d) the Branch office solicits nominations annually in advance of the annual general meeting. If the Branch Executive approves the nomination, the Branch President advises the successful nominee by letter.
- e) a suitable certificate will be prepared by the Branch office and will be accompanied by a letter of congratulations by the Branch President.

ARTICLE II - MEETINGS OF MEMBERS

7. Time and Place of General Meeting

A general meeting must be held at the time and, if applicable, place the Directors determines.

8. Ordinary Business at a general meeting

At a general meeting, the following business is ordinary business:

- a) adoption of rules of order;
- b) consideration of any financial statements of the Society presented to the meeting;
- c) consideration of the reports, if any, of the directors or auditor;
- d) election or appointment of directors;
- e) appointment of an auditor, if any;
- f) business arising out of a report of the directors not requiring the passing of a special resolution.



9. Notice of Special Business

A notice of a general meeting must state the nature of the any business, other than ordinary business, to be transacted as the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

10. Chair of General Meeting

The following individual is entitled to preside as the chairperson of a general meeting:

- a) the individual, if any, appointed by the Directors to preside as the chairperson;
- b) if the Directors has not appointed an individual to preside as the chairperson or the individual appointed by the Directors is unable to preside as the chairperson;
 - i) The President;
 - ii) The Vice-President, if the President is unable to preside as the chairperson; or
 - iii) One of the other directors in attendance at the meeting, if both the President and the Vice-President are unable to preside as the chairperson.

11. Alternate chair of the meeting

If no individual entitled under these Bylaws cannot preside as the chairperson of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual in attendance to preside as the chairperson.

12. Adjournments by Chairperson

The chairperson of a general meeting may, or, if so directed by the voting members at the meeting, must adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

13. Notice of Continuation of the Adjourned General Meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted as a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

14. Order of Business at a General Meeting

The order of business at a general meeting is as follows;

- a) elect an individual to chair the meeting if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the last general meeting;
- e) deal with unfinished business from the last general meeting;
- f) if the meeting is an annual general meeting
 - i) receive the director's report on the financial statements of the Society for the previous fiscal financial year and the auditor's report, if any, on those statements,
 - ii) receive other reports or directors' activities and decisions since the previous annual general meeting.
 - iii) elect or appoint directors, and



- iv) appoint an auditor, if any.
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting

15. Matters Decided at the General Meeting by Ordinary Resolution

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

16. Electronic Participation in General Meetings

The Board of Directors may determine, in its discretion to hold any general meeting in whole or in part by electronic means, so as to allow some or all members to participate in the meeting remotely.

17. Conduct of Electronic Meetings

Where a general meeting is to be conducted using electronic means, the Board of Directors must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

18. Attendance at Electronic Meetings

Persons participating by permitted electronic means are deemed to be present in person at the general meeting.

19. Quorum Required

Business, other than the election of a chairperson of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

20. Quorum for General Meetings

The quorum for the transaction of business at a general meeting is three voting members or 10% of the voting members, whichever is greater.

21. Lack of Quorum at the Commencement of the Meeting

If, within thirty minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance;

- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if at the continuation of the adjourned meeting, a quorum is not in attendance within thirty minutes from the time set for holding the continuation of the adjourned meeting the voting members who are in attendance constitute a quorum for that meeting.



22. If a Quorum Ceases to be in Attendance

If, at any time during a general meeting, there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

23. Notice of Meetings

Written notice of all meetings of members stating the time and place thereof and whether an annual or general meeting shall be given to each member at least ten days before the date fixed for the meeting by emailing such notice addressed to such member to their email address known to the Society; provided however that any meeting of members, whether annual or general, may be held at any time or place if all members are present in person or if the absent members have waived notice of the time and place of the meeting.

24. Methods of Voting

At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chairperson of the meeting, voting must be by a secret ballot.

25. Announcement of Result

The chairperson of a general meeting must announce the outcome of each vote and record that outcome in the meeting minutes.

26. Proxy Voting

Voting by proxy is not permitted.

ARTICLE III - DIRECTORS

27. Number

The Board of Directors shall consist of not less than five (5) no more than ten (10) directors.

28. Place of Meeting

The Board of Directors may meet at such place within British Columbia as may from time to time be designated by resolution of the Board or as selected by the convening officer.

29. Conduct of Directors' Meeting

The Board of Directors may regulate their meetings and proceedings as they think fit, including electronic meetings and email meetings. Voting through email will be permitted at meetings conducted through email.

30. Directors' Meetings

A directors' meeting may be called by the president or by any two other directors.

31. Proceedings Valid Despite Omission to Give Notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.



32. Quorum of Directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors.

33. Resolutions Without Meeting

The Directors of the society may pass a directors' resolution without a meeting if both of the following requirements are met;

- a) a copy of the resolution is sent to all of the directors and
- b) a majority of those directors consent to the resolution

34. Qualification of Directors

The qualification of directors reflects National Policy and is governed by the Societies Act of BC and the ACLC National Policy Manual. Each director must, at the time of their election or appointment, be a member of the Society. No member may serve as a director during or after the Society fiscal year in which the member will turn the age of eighty-five (85).

35. Casual Vacancies

Directors may fill vacancy, and may at any time, appoint a member as a director to fill a vacancy that arises as a result of the resignation, death, or incapacity of a director during the director's term of office.

36. Term of Appointment of Director Filling Casual Vacancy

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

37. Power of the Board of Directors

The Directors shall administer the affairs of the Society in all things and may make or cause to be made for the Society any description of contract which the Society may lawfully enter into and generally may exercise all the rights and powers which the Society may exercise under its charter and the laws governing it. The Directors may delegate powers and discretions of the Directors to the officers to the extent from time to time deemed desirable.

- a) in particular, the Directors shall have power and authority inter alia:
 - i. to authorize and to make expenditures for the purpose of furthering the objects of the Society;
 - ii. to take such steps as the Directors deems appropriate to enable the Society to receive donations and benefits to be used for the purpose of furthering the objects of the Society;
 - iii. to enter into arrangements with a trust company for the purpose of holding or investing funds of the Society;
 - iv. to establish branches, divisions, committees, and councils of the Society in various parts of British Columbia, to define their powers and responsibilities within the limits of the powers and responsibilities of the Society and to exercise general supervision over the affairs and activities of such branches, divisions, committees or councils.



38. Provisional Directors

The provisional directors named in the letters patent of incorporation shall exercise the powers of the Directors until the first general meeting of members elects the first full Directors. Until a full slate of Directors is so elected three of the provisional directors shall constitute a quorum for the transaction of business by the Directors.

ARTICLE IV - BORROWING POWERS

39. Borrowing Powers

The Directors may from time to time borrow money in any manner and without limit to amount on the credit of the Society and in such amounts as they may think proper and may cause to be executed mortgages and pledges of the real and personal property and rights of the company and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed or to be borrowed, such money to be borrowed from any person, firm, or corporation or bank, on such terms as the lender may be willing to advance the same; provided that debentures shall not be issued without the sanction of an extraordinary resolution of the Society.

ARTICLE V - OFFICERS

40. Offices

- a) the Society shall have a President, a Vice-President a Secretary and a Treasurer.
- b) the Directors may elect or appoint such honorary patrons and such honorary officers as may from time to time be deemed expedient.
- c) the directors may also have such other officers and agents as the Board may find necessary and who shall exercise such powers and perform such duties as may be determined by the Board.
- d) the officers shall be chosen from among the Directors.

41. Election Officers

The officers shall be elected annually by the Directors at its organization meeting. They shall, subject to the provisions of these by-laws, hold office until their successors are elected.

42. Removal and Vacancies

Any officer or agent of the Society may be removed by resolution of the directors whenever, in their judgment, the best interests of the Society will be served thereby. A vacancy occurring in any office shall be filled by the Board of Directors as soon as possible.

43. President

The President shall be the principal executive officer of the Society and shall have general management of the affairs of the Society. It is the responsibility of the President to see that all orders and resolutions of the directors are carried into effect, subject, however, to the right of the directors to delegate any specific power to any other officer or agent of the Society.



44. Vice President

When the office of the President is vacant, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of the President.

45. Secretary

The Secretary shall have custody of the Minute Books and corporate records of the Society, including a register of the members of the Society, and shall ensure that minutes of all meetings of Directors and of members are kept. The Secretary shall cause to be given notice of all meetings of the members and of the directors. It is their responsibility to ensure that the statutory books of the Society are maintained as required by law and that other records are kept as required by the directors.

46. Treasurer

The Treasurer shall ensure;

- a) that full and accurate accounts are kept of receipts, disbursements, funds, and investments of the Society,
- b) shall be responsible for the Society's banking and general financial business and for the preparation of financial statements annually and as required by the President or
- c) be responsible by the directors.

ARTICLE VI - FISCAL YEAR

47. Fiscal Year

The Society's fiscal year commences on the first day of January each year and ends on the thirty-first day of December each year.

ARTICLE VII - WAIVER OF NOTICE

48. Waiver of Notice

When any notice is required by the laws of the Province of British Columbia or by the Articles for the time being constituting the Society's Charter, a written waiver thereof signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at nor the purpose of any annual or general meeting of members or any meeting of the directors need be specified in any written waiver of notice save as and when required by law.

ARTICLE VIII – AUDITORS

49. Auditors

Auditors shall be appointed and their duties regulated in accordance with the "Societies Act".



50. Books of Account

The Treasurer of the Society shall keep or cause to be kept a true account with respect to the following:

- a) all sums of money received and expended by the Society and the matters in respect of which such receipts or expenditures take place.
- b) all sales and purchases of goods by the Society.
- c) the assets and liabilities of the Society.

The Books of account of the Society shall be kept by the Treasurer and shall be open to inspection by the members of the Society during the Annual General Meeting and at such times as the directors shall designate.

ARTICLE IX – AMENDMENTS

51. Constitution

This Constitution and By-Laws may be alternated or amended by a two-thirds majority vote of the voting members present at a regularly constituted meeting of the Society, thirty (30) days notice of which shall have been given to all members. Notice of such alteration or amendment shall be give to all members. Notice of such alternation or amendment shall also be give to the Army Cadet League of Canada at least thirty (30) days prior to such a meeting.

ARTICLE X - SECTIONS PREVIOUSLY IN THE SOCIETY'S CONSTITUTION

52. Distribution

To ensure that no member of the Society has any right to or interest in a distribution upon winding up of the Society, the share of such distribution to which a member would otherwise be entitled shall instead be paid to someone or more bodies corporate as may be designated by resolution in a general meeting; PROVIDED HOWEVER that any such body corporate must qualify as a tax-exempt body as defined in the "Income Tax Act" as amended from time to time. This provision was previously unalterable.

53. Operation

The operations of the Society are to be carried out in the Province of British Columbia.