

**MOTION for a SPECIAL RESOLUTION TO AMEND THE BYLAWS** of the  
**ARMY CADET LEAGUE OF CANADA, BRITISH COLUMBIA BRANCH**  
for presentation at the  
**ANNUAL GENERAL MEETING MAY 17, 2024**

Notice dated and delivered to members: April 11, 2024

Notice dated and delivered to Army Cadet League of Canada: April 11, 2024

(This motion will require at least 2/3 majority votes of voting members present to pass and filing with the Registrar of Societies (British Columbia) to take effect.)

**WHEREAS** the ACLC (BC Branch) is a member of the body corporate of the Army Cadet League of Canada (ACLC) and subscribes to and represents the goals and objectives of the ACLC in British Columbia in furtherance of the Army Cadet program in Canada;

**WHEREAS** the ACLC has created a universal membership program that would empower the National President and Executive Committee to credibly represent the national interests of all members across the country;

**WHEREAS** the BC Branch is required to align its membership eligibility with that of the ACLC, specifically to include the membership classes of Corporate and Associate Membership;

**WHEREAS** the BC Branch is required to align its directors' eligibility with that of the ACLC;

**WHEREAS** the reasonable insurability of all ACLC directors ends at age 85;

**WHEREAS** the ACLC(BC) has members throughout the province of BC and in person meetings are not generally practical and the Society wishes to hold electronic meetings;

**WHEREAS** the membership would generally prefer communication with the Society via email;

***The following amendments to the bylaws are presented for consideration at the Annual General Meeting:***

<b>Proposed Bylaw Amendments</b>	<b>Current Bylaws</b>
<p><b>ARTICLE I - MEMBERS</b></p> <p><b>1. Admission by nomination</b>  #All applications for membership in every class shall be brought to the Board by nomination in writing. Membership shall be awarded at the discretion of the Society's Board.</p>	<p><b>ARTICLE I - MEMBERS</b></p> <p>1. Admission  The directors may by resolution admit to membership any person residing in Canada interested in supporting the purposes and objects of the Society.</p>

**#. 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 and

- (a) is interested to support and further 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.

**#. Admission to Corporate Membership**

Corporate Membership in the Society reflects National Policy and is governed by Article 9.3 (September 2017) contained in 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 to support and further 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.

Corporate members may not hold office or act as a director of the Society.

**#. Admission to Associate Membership**

Associate Membership in the Society reflects National Policy contained in the National Policy Manual.

<p>The directors of the Society may by resolution admit to associate membership any person that</p> <ul style="list-style-type: none"> <li>(a) is interested to support and further the objectives of the Society; and</li> <li>(b) agrees to pay annual associate membership dues as determined by the Society's Board from time to time;</li> </ul> <p>Associate members shall not vote at any annual or special general meeting. Associate members may not hold office or act as a director of the Society.</p>	
<p><b>#. Cessation of Membership</b></p> <p>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:</p> <ul style="list-style-type: none"> <li>(a) upon death of the member;</li> <li>(b) upon submitting a letter of resignation to the Board of the Society;</li> <li>(c) upon non-payment of annual membership dues;</li> <li>(d) by special resolution at an annual or special general meeting of the members;</li> <li>(e) Upon the winding up, liquidation or dissolution of a corporation.</li> </ul>	<p><b>2. Retirement</b></p> <p>A member shall cease to hold membership in any of the following events, that is to say:</p> <ul style="list-style-type: none"> <li>(a) upon submitting a letter of resignation to the Secretary of the Society;</li> <li>(b) upon resolution of the Board of Directors after such member has for three years failed without sufficient excuse, in the opinion of the Directors, to attend general meetings of the members;</li> <li>© upon the confirmation by not less than two-thirds of the votes cast at an annual or special general meeting of the members called for considering the same of a special by-law adopted by the directors removing such member's name from the registry of members.</li> </ul>
<p><b>3. Life Membership</b></p> <p>Life Membership in the Society reflects National Policy and is governed by Article 2.08 (August 2011) contained in the National Policy Manual.</p> <ul style="list-style-type: none"> <li>(a) Any member of the Society may be nominated for Provincial Life Membership.</li> <li>(b) Candidates for Life Membership will be considered from those members who have</li> </ul>	<p><b>3. Life Membership</b></p> <p>Life Membership in the Society reflects the National Policy and is governed by Article 2.08 (August 2011) contained in the National Policy Manual.</p> <ul style="list-style-type: none"> <li>(a) Any member in good standing of the Society may be nominated for Provincial Life Membership.</li> <li>(b) Candidates for Life Membership will be considered from those members who have</li> </ul>

<p>provided an outstanding contribution in any of the following areas:</p> <ul style="list-style-type: none"> <li>(i) rendered outstanding service to the Society; or</li> <li>(ii) served on the BC Branch Executive Committee; or</li> <li>(iii) been awarded the BC Member of the Year Award; or have</li> <li>(iv) provided outstanding leadership and dedication to the Society.</li> </ul> <p>(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.</p> <p>(d) The provincial office will solicit nominations annually in advance of the annual general meeting. If the Branch Executive approves the nomination, the Branch President will advise the successful nominee by letter.</p> <p>(e) A suitable certificate will be prepared by the Provincial office and will be accompanied by a letter of congratulations by the Branch President.</p>	<p>provided an outstanding contribution in any of the following areas:</p> <ul style="list-style-type: none"> <li>(i) rendered outstanding service to the Society; or</li> <li>(ii) served on the BC Branch Executive Committee; or</li> <li>(iii) been awarded the BC Member of the Year Award; or has</li> <li>(iv) provided outstanding leadership and dedication to the BC Branch.</li> </ul> <p>(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.</p> <p>(d) The provincial office will solicit nominations annually in advance of the annual general meeting. If the Branch Executive approves the nomination, the Branch President will advise the successful nominee by letter.</p> <p>(e) A suitable certificate will be prepared by the Provincial office and will be accompanied by a letter of congratulations by the Branch President.</p>
<p style="text-align: center;"><b>ARTICLE II - MEETINGS OF MEMBERS</b></p> <p><b>#Time and place of general meeting</b> A general meeting must be held at the time and, if applicable, place the Board determines.</p> <p><b>#Ordinary business at general meeting</b> At a general meeting, the following business is ordinary business:</p> <ul style="list-style-type: none"> <li>(a) adoption of rules of order;</li> <li>(b) consideration of any financial statements of the Society presented to the meeting;</li> <li>(c) consideration of the reports, if any, of the directors or auditor;</li> <li>(d) election or appointment of directors;</li> </ul>	<p style="text-align: center;"><b>ARTICLE II - MEETINGS OF MEMBERS</b></p> <p><b>4. Place of Meeting</b> Meetings of Members shall be held at such place in the Province of British Columbia as may be selected by the Board of Directors or the convening officer. The place of Meeting shall be stated in the Notice of the Meeting or in the waiver thereof.</p> <p><b>5. Annual Meeting</b> A meeting of the Members shall be held annually for the reception of reports, consideration of financial statements, the election of directors, the appointment of officers and for the transaction of such other business as may come before the Meeting. Such Meetings shall be held, in either the months of May or June in each year. The date and time of the annual meeting shall be</p>

(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.

**#Notice of special business**

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

**#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 Board to preside as the chairperson;

(b) if the Board has not appointed an individual to preside as the chairperson or the individual appointed by the Board 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 vice-president are unable to preside as the chair.

**#Alternate chairperson of general meeting**

If there is no individual entitled under these Bylaws who is able to 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 at the meeting to preside as the chairperson.

**#Adjournments by chairperson**

determined by the Board of Directors, or, in default of action by the Board, by the President or other convening officer.

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 business left unfinished at the adjourned meeting.

**#Notice of continuation of 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 at 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.

**#Order of business at general meeting**

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

- (a) elect an individual to chairperson 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 directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

<p>(iii) elect or appoint directors, and</p> <p>(iv) appoint an auditor, if any;</p> <p>(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;</p> <p>(h) terminate the meeting.</p> <p><b>#Matters decided at general meeting by ordinary resolution</b>  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.</p>	
<p>NEW</p> <p><b>#Electronic participation in general meetings</b>  The board 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.</p> <p><b>#Conduct of electronic meetings</b>  Where a general meeting is to be conducted using electronic means, the board 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.</p> <p><b>#Attendance at electronic meetings</b></p>	

<p>Persons participating by permitted electronic means are deemed to be present in person at the general meeting.</p>	
<p>Delete (see Notice of Special Business above) Note the Act now names General Meetings and Annual General Meetings</p>	<p><b>6. Special General Meetings</b>  (a) Special general meetings of the members may be called at any time by the President or the Secretary, and shall be called upon a request in writing by the majority of the Board of Directors or when directed by resolution of the Board of Directors.  (b) Special general meetings of the members shall also be called upon receipt of a requisition signed by at least ten per cent in number of the members. If none of the officers of the Society convene a special general meeting within thirty days after the filing of such requisition, any member may call such meeting.</p>
<p><b>#Quorum required</b> Business, other than the election of the 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.</p> <p><b>#Quorum for general meetings</b> The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.</p> <p><b>#Lack of quorum at commencement of meeting</b> If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,</p>	<p><b>7. Quorum</b> At annual and general meetings of the members twenty per cent of the members or five persons, whichever shall be the greater, shall constitute a quorum for all purposes. If a quorum shall not be present at any meeting of members, the members there present shall have power to adjourn the meeting to another time and, if deemed desirable, another place, and shall arrange to give notice of such adjourned meeting in the same manner as notice of the meeting was given. At such adjourned meeting no quorum shall be required and any business may then be transacted which might have been transacted if a quorum had been present.</p>



<p>(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and</p> <p>(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 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.</p> <p><b>#If quorum ceases to be in attendance</b>  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.</p>	
	<p>8. Voting At all meetings of members the plurality of votes cast shall decide any question brought before such meeting except in cases where these by-laws or the Societies Act otherwise expressly requires. The Chairman of the Meeting shall have a second or casting vote on each ballot or resolution.</p>
<p><b>#Notice of Meetings</b>  Written notice of all meetings of members stating the time and place thereof and whether an annual or special 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 last email address known to the Society; provided however that any meeting of members, whether annual or special 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.</p>	<p>9. Notice  Written notice of all meetings of members stating the time and place thereof and whether an annual or special general meeting shall be given to each member at least ten days before the date fixed for the meeting by mailing such notice addressed to such member to his last address known to the Society; provided however that any meeting of members, whether annual or special general, may be held at any time or place if all members are present in person or if the</p>

	absent members have waived notice of the time and place of the meeting.
<p>10. Presiding Officer and Secretary</p> <p>(a) Meetings of the members shall be presided over by the President or, in their absence, by the Vice-President. In the absence of both of these officers any member may call the meeting to order and a chairperson shall be chosen by a majority of votes.</p> <p>(b) The Secretary of the Society, if present, shall act as Secretary of all meetings of members. In the absence of the Secretary, the Assistant Secretary, if any, shall act as the Secretary of the Meeting. In the absence of both the Secretary and the Assistant Secretary the chairperson of the Meeting may appoint any person to act as Secretary of the Meeting.</p>	<p>10. Presiding Officer and Secretary</p> <p>(a) Meetings of the members shall be presided over by the President or, in his absence, by the Vice-President. In the absence of both of these officers any member may call the meeting to order and a chairman shall be chosen by a majority of votes.</p> <p>(b) The Secretary of the Society, if present, shall act as Secretary of all meetings of members. In the absence of the Secretary, the Assistant Secretary, if any, shall act as the Secretary of the Meeting. In the absence of both the Secretary and the Assistant Secretary the Chairman of the Meeting may appoint any person to act as Secretary of the Meeting.</p>
<p><b>#Methods of voting</b> 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, 2 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.</p> <p><b>#Announcement of result</b> The chairperson of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.</p> <p><b>#Proxy voting not permitted</b> Voting by proxy is not permitted.</p>	<p>11. Manner of Voting All votes may be initially given viva voce. The Chairman may call for a show of hands or a standing vote. The Chairman may direct, or any member may demand, a poll. A poll shall be conducted in such manner as the Chairman may direct.</p>
<b>ARTICLE III - DIRECTORS</b>	<b>ARTICLE III - DIRECTORS</b>

<p><b>#Number</b> The Board of Directors shall consist of not less than five (5) no more than ten (10) directors.</p>	<p>12. Number The Board of Directors shall consist of not less than five (5) no more than seventeen (17) directors.</p>
<p><b>#Conduct of directors' meetings</b> The 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.</p>	<p>13. 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.</p>
	<p>14. Organization Meeting The first meeting of each newly elected Board of Directors shall be held immediately after the annual meeting of members at the same place where such annual meeting took place and no notice of such meeting shall be necessary to such newly elected directors in order to legally constitute the meeting. A quorum, however, shall be required. Such meeting, however, may properly be held at any other time and place as may be fixed by consent in writing of all the newly elected directors.</p>
<p><b>#Directors' Meetings</b> Calling directors' meeting A directors' meeting may be called by the president or by any 2 other directors.</p>	<p>15. Other Meetings Other meetings of the Board of Directors may be called by any director or by any officer.</p>
<p><b>#Notice of directors' meeting</b> At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.</p> <p><b>#Proceedings valid despite omission to give notice</b> 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.</p>	<p>16. Notice of Meetings Save in the case of the organization meeting not less than five days' notice of the time and place of each meeting shall be given to each director by notice in writing delivered personally or by ordinary mail postage prepaid; provided that a meeting of directors may be held at any time or place if all the directors are present in person or if the absent director or directors shall execute a waiver of notice.</p>

<p><b>#Quorum of directors</b>  The quorum for the transaction of business at a directors' meeting is a majority of the directors.</p>	<p>17. Quorum  (a) At all meetings of the Board of Directors three (3) Directors shall be necessary and sufficient to constitute a quorum for the transaction of business.  (b) The act of the majority of directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. (c) If a quorum shall not be present at any meeting of the Board of Directors, the director or directors present thereat may adjourn the Meeting from time to time without notice other than an announcement of the time and place of the adjourned meeting until a quorum shall be present.</p>
<p><b># Resolutions without Meeting</b>  The directors of a society may pass a directors' resolution without a meeting if both of the following requirements are met:</p> <p>(a) a copy of the resolution is sent to all of the directors; and</p> <p>(b) a majority of those directors, consent to the resolution in writing or in any other manner provided for in the bylaws.</p>	
<p><b>#Voting at Director’s Meetings</b>  A director may not vote by proxy at a meeting of directors.</p>	
<p>Delete</p>	<p>18. Presiding Officer  The President shall preside at all meetings of the Board of Directors. In the absence of the President, the Vice-President shall preside. In the absence of both such officers, the meeting shall elect a Chairman.</p>
<p>Same</p>	<p>18. Tenure of Office  Directors shall be elected at the annual meeting of members and shall hold office,</p>

	subject to the provisions of these by-laws, until the close of the next annual meeting and until their successors are elected.
Same	19. Removal of Directors Any director may be removed from office by resolution adopted at a special general meeting of members duly called for the purpose.
<p><b>#Qualification of Directors</b> Qualification of directors reflects National Policy and is governed by the Societies Act and the ACLC National Policy Manual.</p> <p>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 85.</p>	20. Qualification of Directors Each director must, at the time of his election or appointment, be a member of the Society.
<p><b>#Casual Vacancies</b> Directors may fill casual vacancy on Board The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.</p> <p><b>#Term of appointment of director filling casual vacancy</b> 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.</p>	22. Casual Vacancies Any vacancy occurring in the Board of Directors by resignation, death, removal or otherwise, may be filled by resolution of the Board or by an election held at a special general meeting of members. Notwithstanding any casual vacancy the remaining directors, so long as sufficient to constitute a quorum, shall have and are empowered to exercise all the powers of the Board of Directors.
Same <b># Powers of the Board of Directors</b>	23. (a) The Board of 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

	<p>the rights and powers which the Society may exercise under its charter and the laws governing it. The Board of Directors may delegate powers and discretions of the Board to the Officers to the extent from time to time deemed desirable. (b) In particular, the Board of 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 Board 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 it 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.</p>
<p>Same</p> <p># Borrowing</p>	<p>24. Provisional Directors The provisional directors named in the letters patent of incorporation shall exercise the powers of the Board of Directors until the first general meeting of members elects the first full Board of Directors. Until a full Board of Directors is so elected three of the provisional directors shall constitute a quorum for the transaction of business by the Board.</p> <p><b>ARTICLE IV - BORROWING POWERS</b></p> <p>25. The Board of Directors may from time to time borrow money in any manner and without limit to amount on the credit of the</p>

	<p>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 moneys 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.</p>
<p>Same but revise ARTICLE # to be consecutive. <b>ARTICLE V - OFFICERS</b></p>	<p><b>ARTICLE IV (a) - OFFICERS</b></p> <p>26. Offices</p> <p>(a) The Society shall have a President, a Vice-President, a Secretary and a Treasurer.</p> <p>(b) The Directors may elect or appoint such honorary patrons and such honorary officers as may from time to time be deemed expedient.</p> <p>(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.</p> <p>(d) The Officers shall be chosen from among the Directors.</p>
<p>Same</p>	<p>27. Election</p> <p>The Officers shall be elected annually by the Board of Directors at its organization meeting and shall, subject to the provisions of these by-laws, hold office until their successors are elected.</p>

##. 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 Board of Directors are carried into effect, subject however to the right of the Board of Directors to delegate any specific power to any other officer or agent of the Society.

VP – same

## 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 are kept of all meetings of Directors and of members. The Secretary shall have custody of the corporate seal and shall cause to be given notice of all meetings of the members and of the Board of 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 Board of Directors.

28. Removal and Vacancies

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

29. 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 his responsibility to see that all orders and resolutions of the Board of Directors are carried into effect, subject however to the right of the Board of Directors to delegate any specific power to any other officer or agent of the Society.

30. Vice President

When the office of 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.

31. 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 are kept of all meetings of Directors and of members. The Secretary shall have custody of the corporate seal and shall cause to be given notice of all meetings of the members and of the Board of Directors. It is his 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 Board of Directors.



	<p>32. Treasurer The Treasurer shall ensure that full and accurate accounts are kept of receipts, disbursements, funds and investments of the Society, 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 by the Board of Directors.</p>
<p>Delete (Seals are not longer required)</p>	<p style="text-align: center;"><b>ARTICLE V - SEAL</b></p> <p>33. The Secretary of the Society shall have the custody of the corporate seal of the Society and any documents requiring formal execution by the Society and documents which by law require the corporate seal may be signed on behalf of the Society by any one of the President or the Vice President, together with any of the Secretary of the Treasurer. Any instrument so executed shall be deemed to be executed with the authority of the Society, but the Board of Directors may by resolution authorize any director or directors, officer or officers, or other person or persons to execute any particular documents on behalf of the Society.</p>
<p style="text-align: center;"><b>ARTICLE VI – FISCAL YEAR</b></p> <p>Same</p> <p style="text-align: center;"><b>ARTICLE VII – WAIVER OF NOTICE</b></p>	<p style="text-align: center;"><b>ARTICLE VI - FISCAL YEAR</b></p> <p>34. The fiscal year of the Society shall commence on the first day of January in each year and end on the thirty-first day of December in each year.</p> <p style="text-align: center;"><b>ARTICLE VII - WAIVER OF NOTICE</b></p> <p>35. 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</p>

<p>Same but revise ARTICLE # to be consecutive.  <b>ARTICLE VIII - AUDITORS</b></p>	<p>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 special general meeting of members or any meeting of the Board of Directors need be specified in any written waiver of notice save as and when required by law.</p> <p><b>ARTICLE VII – AUDITORS</b></p> <p>36. Auditors shall be appointed and their duties regulated in accordance with the "Societies Act". 37. Books of Account The Treasurer of the Society shall keep or cause to be kept a true account with respect to the following:</p> <p>(a) All sums of money received and expended by the Society and the matters in respect of which such receipts or expenditures take place.</p> <p>(b) All sales and purchases of goods by the Society.</p> <p>(c) The assets and liabilities of the Society.</p> <p>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 Meeting and at such times as the Directors shall designate.</p>
<p><b>ARTICLE IX - AMENDMENTS</b></p> <p>#. This Constitution and By-laws may be altered or amended by a two-thirds majority vote of the voting members present at a</p>	<p><b>ARTICLE IX - AMENDMENTS</b></p> <p>38. This Constitution and By-laws may be altered or amended by a two-thirds majority vote of the voting members</p>

<p>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 have been given to all members. Notice of such alteration or amendment shall also be given to The Army Cadet League of Canada at least thirty (30) days' prior to such meeting.</p>	<p>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 have been given to all members. Notice of such alteration or amendment shall also be given to The Army Cadet League of Canada at least one (1) month prior to such meeting.</p>
<p>Same  <b>ARTICLE X - SECTIONS PREVIOUSLY IN THE SOCIETY'S CONSTITUTION</b></p>	<p><b>ARTICLE X - SECTIONS PREVIOUSLY IN THE SOCIETY'S CONSTITUTION</b></p> <p>39. 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 some one 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.</p> <p>40. The operations of the Society are to be carried on in the Province of British Columbia, and chiefly in and about the vicinity of the City of New Westminster.</p>