

**Bylaws of the
Naval Association of Canada - Vancouver Island**

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“NAC-VI” means Naval Association of Canada – Vancouver Island Branch

“Act” means the Societies Act of British Columbia as amended from time to time.

“Bylaws” means these Bylaws as altered from time to time, and are not to be confused with the Naval Associations of Canada’s national Bylaws.

"The Executive" means the Executive Committee of the Naval Association – Vancouver Island (NAC-VI) and is made up of the elected Directors from the NAC-VI membership.

"Vancouver Island" means that land located within the boundaries of Vancouver Island, British Columbia, the Powell River city area, and outlying islands of Vancouver Island.

“National” means the Naval Association of Canada (NAC) at the national level. The NAC at the national level is an association of branches spread across Canada.

Definitions in Act Apply

1.2 The Definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

1.3 If there is a conflict between the Bylaws and the Act or the regulations under the Act, the Act or regulations prevails. If there is a conflict with NAC national By-laws the NAC-VI Bylaws prevail.

Part 2 – Membership

Members

2.1 The NAC operates at two levels, the national level, and the local Branch level such as NAC-VI. A person may apply to the Executive for membership in the NAC-VI, and that person becomes a member upon the Executive’s acceptance of that application.

2.2 There are four types of NAC-VI membership, namely - Full Members, Associate Members, Life, and Honorary Members. The following conditions of membership shall apply:

(a) Full Membership is the normal means of joining and constitutes the majority of the general membership. This membership is available to individuals who have paid their dues in full and are in good standing. Dues are divided administratively between the Branch and the national NAC.

(i) The term of membership for a Full Member shall be annual, and subject to renewal in accordance with the policies of the NAC national.

(ii) Full Members are entitled to attend, and to vote at all NAC-VI meetings with one (1) vote, and receive both the *Lead & Line* (NAC-VI magazine), and the *Starshell* (national magazine).

(b) Associate Membership is a “grandfathered” term for NAC-VI members who have not previously joined the NAC at the national level. This is a local branch form of membership and will be retained by those members who already have this type of membership. Previously, this form of membership was often used for spouses: however in the future, the Executive will only grant this type of membership under extraordinary circumstances. Associate Members pay NAC-VI Branch dues only, are non-voting members, but may attend all meetings, and will receive the *Lead & Line* magazine, but not the *Starshell*. The term of Associate membership shall be renewed annually to coincide with the NAC.

(c) Life membership is a “grandfathered” term for NAC-VI members who some years ago paid dues for a full “lifetime” membership. Lifetime members pay NAC National dues but are exempt from paying NAC-VI dues. They are full voting members and receive the Lead and Line and the Starshell newsletters. This type of membership will not be granted in the future.

(d) Honorary Membership may be granted by the Executive to special individuals in recognition of their distinguishing involvement in naval matters or support to the naval community. This membership is a NAC-VI only membership. Honorary Membership is normally for life, however this honour may be revoked if the Executive deems circumstances to have changed sufficiently to warrant this unusual measure.

Duties of members

2.3 Every member must uphold the constitution of the NAC and NAC-VI and must comply with their respective Bylaws.

Membership Dues

2.4 The Executive will recommend at the Annual General Meeting (AGM) of the NAC VI Branch the amount of the annual membership dues based upon combining the NAC

national dues with the local branch dues requirement. Annual dues are payable by the Full and Associate Members (who pay the Branch dues only) on or before the First of January. If a member joins mid-year the first year's payment may be adjusted as determined by the Executive and based directly upon the number of months remaining in the year.

Termination or Suspension

2.5 A person shall cease to be a member of the Branch:

- (a) By delivering the resignation in writing to the secretary of the Branch or by mailing or delivering it to the address of the Branch; or
- (b) Upon his death; or
- (c) A member, whose dues are more than three months in arrears, i.e., after 31 March, is no longer in good standing and is disqualified from voting at any meeting of the Branch. Mailing of the Lead and Line will also be discontinued until the member has paid his dues for the current year. If the member's dues are still in arrears as of 30 November that member will cease to be a member of the Branch.
- (d) A member whose dues are in arrears as of 30 November is eligible for reinstatement upon payment of arrears, and the annual dues for the forthcoming year.

2.6 The Executive may suspend a member for up to six months for willful violation of any NAC or NAC-VI Bylaw, or unbecoming behavior as determined by the Executive.

2.7 A member may be expelled by a vote of the Executive. The person who is the subject of the proposed expulsion shall be given an opportunity to be at the first available Executive meeting. If the expulsion is passed, a statement of the reason or reasons for the expulsion will be given to the full membership at the next AGM.

Part 3 – Members Meetings

3.1 There are three types of Branch meetings - general meetings, the Annual General Meeting (AGM), and executive meetings. General meetings of the Branch are rarely held and only to resolve special issues. The Executive, with exception of that requiring Branch member participation or voting, does virtually all business. In general, the meetings format and dispute resolution shall be governed by a relaxed adherence to Robert's Rules as considered appropriate by the Executive.

3.2 Meetings shall be held at the time and place that the Executive decides.

3.3 Notice of a general meeting shall specify the place, day, and hour of meeting, and, in case of special business, the general nature of that business. When a special resolution is to be presented, a draft of the resolution is to be included with the notice of the meeting.

3.4 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.5 The AGM of the Branch shall be held;

- (a) Within six-months from the end of the Branch's fiscal year,
- (b) Once in every calendar year, and,
- (c) Not more than 15 months after the holding of the last preceding AGM.

Part 4 - General Meetings and AGM

4.1 At either of these meetings, the following is ordinary business:

- (a) Adoption of rules of order;
- (b) Consideration and, if appropriate, acceptance of any financial statements of the Society presented to the meeting;
- (c) Consideration of the reports, if any, of the directors or reviewer/auditor;
- (d) Election or appointment of directors;
- (e) Appointment of a reviewer or 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

4.2 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.

4.3 Other business that, under these By-laws, ought to be transacted at an AGM, or business that is brought under consideration by the report of the Executive issued with the notice convening the meeting.

4.3 A quorum is 25 members present at a general meeting or AGM.

4.4 The chair of a meeting may move or propose a resolution. In case of an equality of votes the chairperson shall not have second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.

4.5 A member in good standing present at a meeting of members is entitled to one vote.

4.6 Voting is by show of hands unless it is agreed by a majority of the members present that it will be by secret ballot. A simple majority decides the vote.

4.7 Voting by proxy is not permitted.

Order of business at meetings

4.8 The order of business at meetings is as follows:

- (a) Call the meeting to order;
- (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 AGM;
 - (i) Receive the directors' report on the financial statements of the Branch for the just-completed financial year, and the reviewer's report, if any, on those statements;
 - (ii) Receive any other reports of directors' activities and decisions since the previous annual general meeting;
 - (iii) Elect or appoint directors; and
 - (iv) Appoint a Financial Reviewer or an Auditor, as appropriate.
- (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.

Part 5 - Executive Meetings

5.1 The Executive may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.

5.2 A quorum at a meeting of the Executive is formed by the presence of five members. The President normally chairs all meetings.

5.3 A resolution conducted by email and agreed administratively by a quorum of the members and placed with the minutes of the Executive is valid and effective as if passed at a meeting of the Executives.

Committee Work

- 5.4** Members of the Executive may delegate any, but not all, of their powers to;
- (a) Committees consisting of members of the Executive as they think fit.
 - (b) The Executive may appoint, from time to time, additional members to the Executive to fulfill specific functions such as Organizing Committees for National AGM. These appointments shall only be effective for the duration of the specific function and members so appointed shall have no voting authority within the Executive during the term of their appointments. Such sub-committees will be required to make regular reports to the Executive as directed by the Executive. They shall have no authority to disburse Branch funds without the specific direction from the Executive. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Executive.
 - (c) A committee shall elect a chairperson for its meetings.
 - (d) The members of a committee may meet and adjourn as they think proper.
- 5.5** An executive meeting will be held as soon as feasible after the AGM to confirm positions within the new Executive.
- 5.6** All meetings of the Executive if a quorum is present are valid and effective.
- 5.7** Questions arising at a meeting of the Executive and committee of members of the Executive shall be decided by a majority of votes.
- 5.8** In case of an equality of votes the chairperson does not have a second or casting vote and the motion does not pass.
- 5.9** The chairperson of a meeting may move or propose a resolution.

Part 6 - The Executive

6.1 The Executive governs the Branch and is an elected body that must have no fewer than 5 and no more than 11 directors-at-large in total. The Officers of the Executive are the President, Vice President; Secretary; Treasurer; immediate Past President. The Executive recommends to the membership those members that should be elected to the Executive.

Directors-at-Large

6.2 Directors who are elected or appointed to positions on the Executive in addition to the aforementioned positions are elected as Directors-at-Large.

Authority of the Executive

6.3 The members of the Executive may exercise all the powers and do all the acts and things that the Branch may exercise and do, but remain subject to:

- (a) All laws affecting the Branch;
- (b) These By-laws; and
- (c) Rules, not being inconsistent with these By-laws, which are made from time to time by the Branch in general meeting.

6.4 No rule, made by the Branch in general meeting, invalidates a prior act of the Executive that would have been valid if that rule had not been made.

6.5 The Immediate Past President shall chair a nomination Committee for the nomination of members to the Executive.

6.6 The terms of office for members of the Executive shall be two years. Elections of members to the Executive shall be held at the AGM.

6.7 Retiring Executive members may stand for immediate reelection if properly nominated and are willing to serve for a further term of two years if elected.

6.8 The Executive may for cause remove a member of the Executive before the expiration of his term of office.

6.9 The Executive may, at any time and from time to time, appoint a Full Member to a position on the Executive to fill a vacancy on the Executive Committee. A member of the Executive so appointed holds office only until the conclusion of the next following AGM of the Branch, but is eligible for reelection at that meeting.

6.10 No member of the Executive shall be remunerated for being or acting as a member of the Executive, but a member of the Executive shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Branch.

Part 7 - Duties of Officers

7.1 The President of the Branch supervises the other officers in execution of their duties.

7.2 The President shall preside at all meetings of the Branch and of the Executive

7.3 The Vice-President shall carry out the duties of the President during his absence.

7.4 The Secretary shall:

- (a) Conduct the correspondence of the Branch;
- (b) Issue notices of meetings of the Branch and the Executive;
- (c) Keep minutes of all meetings of the Branch and Executive;
- (d) Ensure that all minutes and official documents are posted to the NAC-VI webpage and available as appropriate for the Executive and the Membership;
- (e) Have custody of all records and documents of the Branch except the financial records of the Treasurer. Of note, as NAC-VI is under the charitable umbrella of the NAC copies of minutes and certain other documents are required to meet federal document retention requirements;
- (f) Ensure the necessary NAC-VI Society documentation is electronically forwarded to the BC Registry of Societies as required by the BC Society Act;
- (g) A copy of all official correspondence received or originated by members of the Executive shall be made available to the Secretary;
- (h) Have custody of the common seal of the Branch; and,
- (i) In the absence of the Secretary from a meeting, the chair shall appoint another person to act as Secretary at the meeting.

7.5 The Treasurer shall:

- (a) Be responsible for all aspects of the financial management of the Branch;
- (b) Maintain the financial records, including books of account, necessary to comply with the Act, with the financial section of the NAC National Administration Manual, and with such direction as may be received from the national Treasurer;
- (c) Maintain an account in a chartered bank, credit union, or trust company approved by the Executive;
- (d) Present regular financial statements to the Executive, additional statements as required, and the reviewed (or audited) financial statements to the AGM;
- (e) Maintain an account for the recoverable portions of HST/GST and submit an annual claim as advised by the national Treasurer.
- (f) Prepare and issue charitable receipts for income tax purposes, and ensure that necessary related information is provided in a timely manner to the national Treasurer to permit the national body to meet its charitable reporting requirements under the federal Income Tax Act.

(g) Where donations intended for entities such as the NAC Endowment Fund or the Navy League of Canada have been received, issue appropriate tax receipts to the donors and forward the funds (together with details of donors and the amount contributed by each) regularly to the entities concerned; and,

(h) Ensure that original financial documentation is retained to meet the document retention regulations stipulated for charities under the federal Income Tax Act by the Canada Revenue Agency.

Part 8 - Seal

8.1. The Executive may provide a common seal for the Branch and may destroy a seal and substitute a new seal in its place.

8.2 The common seal shall be affixed only when authorized by the Executive and then only in the presence of the President or the Secretary.

Part 9 - Financial

9.1 The fiscal year of the Branch shall be from 1 January to 31 December.

9.2 Subject to authorization by the passing of a special resolution at a general meeting, the Executive may, on behalf of and in the name of the Branch, borrow money to achieve the purposes of the Branch.

9.3 Operating surpluses or other funds accrued by the Branch shall be used to support the aims of the Branch. In the event of dissolution of the Branch, funds and assets of the Branch remaining after the satisfaction of its debts and liabilities shall be given to the NAC Endowment Fund.

9.4 All donations by the Branch shall be made in support of activities that are consistent with the mission of the Branch.

9.5 To avoid a conflict of interest, no member shall vote in the selection process for donation recipients if that selection would bring in any way a gain to that voting member.

Investment

9.5 Upon the approval of the Board of Directors, reserve funds may be invested through a reputable full-service brokerage firm. Funds held in the account will be invested in cash, high- quality fixed-income securities, and equities, selected to provide growth and a reasonable level of return while keeping risk to a low-moderate level. Signing authorities shall normally be the same as for the bank account(s).

Spending Authority

9.6 A contract or other financial record to be signed on behalf of the Branch;

- (a) By the President, together with one other Director; and
- (b) If the President is unable the Vice-President together with one other Director.

9.7 The Executive must approve all financial commitments, however, the President is authorized in an urgent situation to spend up to five hundred dollars.

Part 10 – Financial Review

10.1 The branch shall, each year, appoint a reviewer who will examine the financial statements (and associated records) and render an opinion on the veracity of the financial statements. In the event that the reviewer is not a professionally qualified accountant, the reviewer's report shall include that fact. These reports are to be presented at the AGM.

10.2 The financial review will be presented for acceptance to the membership at the AGM.

10.3 The person conducting the financial review may be removed by an ordinary resolution. That person shall be promptly informed in writing of the appointment or removal.

10.4 No member of the Executive shall conduct the Review.

10.5 The reviewer may attend general meetings.

Part 11- Notices to Members

11.1 Notice of a meetings shall be given at least 14 days in advance of the meeting and notification made as quickly as possible to every member shown on the register of members on the day notice is given. The notice will sent out by email, posted on the NAC VI webpage, published in the Lead & Line, and upon request by mail.

11.2 No other person is entitled to receive a notice of general meeting.

Part 12 - By-laws

12.1 The current Constitution and Bylaws shall be available electronically on both the BC Registry Services and the NAC VI Branch websites.

12.2 These By-laws and other significant questions as determined at the discretion of the Executive, shall not be altered or added to except by special resolution approved by a simple majority of the members attending a General Meeting. The membership shall be given due and proper notice, but not less than 14 days, before the ballot is to be held.

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