

2020

# National By-Laws

## Ontario Division Addendum

*As ratified by the Division Council during the 2020  
AGM - May 23, 2020*



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02/21/2020





**NATIONAL BY- LAW NUMBER 1  
THE NAVY LEAGUE OF CANADA  
LA LIGUE NAVALE DU CANADA  
(the "Corporation")**

***The Ontario Division Addendum should be read in conjunction with the  
National By-Laws – April 2014 (NL 18)***

**ONTARIO DIVISION ADDENDUM**

The Navy League of Canada (Ontario Division) (“Ontario Division”) hereby adopts *mutatis mutandis* (being varied according to the circumstances of the case) National By-Law Number 1 of The Navy League of Canada – La Ligue Navale du Canada (the “By-Law”) regarding conduct of the affairs of Ontario Division provided that the following provisions of this ONTARIO DIVISION ADDENDUM shall form part of Ontario Division’s By-Law as additional provisions to those set forth in Article 14 of, and Appendix A (“Appendix A”) and Appendix B to, the By-Law.

**Article 1 – Definitions**

Article 1 shall apply, except as set out below.

Section 1 is amended by adding the following defined terms:

***“Corporation” is defined as The Navy League of Canada – La Ligue Navale du Canada.***

***“Ontario Division” means the corporate entity known as The Navy League of Canada (Ontario Division).***

***“Ontario Act” means the Ontario Corporations Act, RSO 1990, c.38, including the Regulations made pursuant to the Act.***

***“Ontario Articles” means the original letters patent, supplementary letters patent, original or restated articles of Ontario Division.***

***“Ontario By-Laws” means the Ontario Division By-Laws.***

**Article 2 – General**

Except as strictly and explicitly required by the Ontario Act, no provision of these By-Laws shall be interpreted so as to diminish or displace the authority of the Corporation with respect to the Ontario Division.

Article 2 shall apply, except as set out below.

Section 2.1 does not apply.

Section 2.2 is modified as follows:

The words:

***“The registered office of the Corporation shall, until changed in accordance with the Act, be located in the Province of Ontario at such address as the Board may determine in accordance with the Act.”***

are deleted and replaced with:

***“The registered office of the Ontario Division shall, until changed in accordance with the Ontario Act, be located in the Province of Ontario at such address as the Board of the Ontario Division may determine in accordance with the Act. The registered office of the Ontario Division shall be the head office of the Ontario Division for the purposes of the Ontario Act”.***

Section 2.4 is deleted and replaced as follows:

Unless otherwise specified in the Ontario Act or the Ontario By-Laws, or unless otherwise determined by the Board of Ontario Division from time to time, meetings of members of Ontario Division and meetings of the Board of Ontario Division will be conducted according to the Call to Order by Herb Perry and Susan Perry. In the event of a conflict between such Call to Order and one (1) or more provisions of the Ontario Act, Ontario Articles, or Ontario By-Laws, the provisions of the Ontario Act, the Ontario Articles, or the Ontario By-Laws shall prevail.

### **Article 3 – Membership**

Article 3 does not apply as between Ontario Division and Ontario Branches of The Navy League of Canada – La Ligue Navale du Canada. Article 3 applies to the membership of Divisions in The Navy League of Canada – La Ligue Navale du Canada, including Ontario Division.

### **Article 4 – Meetings of Members**

Article 4 shall apply to the program and activities of Ontario Division, except as set out below.

For the purpose of this Article, “the Corporation’s programs or activities” shall mean the Corporation’s or Ontario Division’s programs or activities.”

Section 4.7 is deleted and replaced with:

***For greater certainty, as they are not Members of the Corporation, none of the persons listed in Section 4.1 (i) through (v) inclusive, are entitled to any Member rights under the Act, including to any voting rights.***

## **Article 5 – Meetings of Members**

Article 5 shall apply, except as set out below.

For the purpose of these provisions, “Members” shall mean “Members of Ontario Division”, “Corporation” shall mean “Ontario Division”, “Act” shall mean “Ontario Act”, “Board” shall mean “Board of Directors of Ontario Division”, “National President” shall mean “President of Ontario Division”, “National First Vice-President” shall mean “Vice-President of Ontario Division”, and “National Annual General Meeting” shall mean “Annual General Meeting”.

Section 5.1 does not apply. Annual General Meetings and Special Meetings of Ontario Division are governed by Appendix A, s.13.

The second paragraph of s.5.2 is deleted and replaced with:

***“In addition to the circumstances set out in Appendix A, s.13(b), on written requisition by Members of Ontario Division carrying not less than ten percent (10%) of the votes that may be cast at a meeting of Members of Ontario Division sought to be held, the Board of Ontario Division shall call a Special Meeting. If the Board does not call a Special Meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting, in accordance with the Ontario Act.”***

Section 5.9 shall not apply. Quorum of Meetings of Ontario Division is governed by Appendix A, s.13.

Subsection 5.10(f) shall be modified as follows:

The words:

***“(f) No Absentee Voting Subject to Section 5.10(b) as regards the representation of Divisions at members' meetings, there shall be no absentee or other voting by proxy by members not in attendance at members' meetings.”***

are deleted and replaced with:

***“(f) Proxies In addition to Section 5.10(b) as regards the representation of Divisions at members' meetings, every member entitled to vote at a meeting of members may by means of a proxy appoint a person, who need not be a***

***member, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy."***

Subsection 5.10(h) shall be modified as follows:

The words:

***"Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five percent (5%) or such other percentage as may be prescribed by the Act from time to time of the Members entitled to vote at such National Annual General Meeting."***

are deleted and replaced with:

***"Any such Proposal must be signed by not less than five percent (5%) or such other percentage as may be prescribed by the Ontario Act from time to time of the members entitled to vote at such Annual General Meeting."***

## **Article 6 – Board of Directors**

Article 6 shall apply, except as set out below.

For the purpose of these provisions, "Members" shall mean "members of Ontario Division", "Corporation" shall mean "Ontario Division", "Act" shall mean "Ontario Act", "Board" shall mean "Board of Ontario Division", "National President" shall mean "President of Ontario Division", "National First Vice-President" shall mean "Vice-President of Ontario Division", "National Annual General Meeting" shall mean "Annual General Meeting", and "Member Division" shall mean "Branch".

Section 6.1 does not apply, as these matters are governed by Appendix A.

Section 6.4, 6.13 and 6.15 do not apply.

Sections 6.2, 6.3, 6.5 and 6.6 shall be deleted and replaced with:

### **6.2 Directors**

(a) Number of Directors - The number of Directors shall be fixed at eighteen (18).

### **6.3 Eligibility**

(e) Eligibility – In order to serve as a Director, an individual shall:

- i. Be at least 19 years of age;
- ii. Not be declared incapable by a court in Canada or in another country;
- iii. Not have the status of a bankrupt;
- iv. Not be a paid employee of The Navy League of Canada – La Ligue Navale du Canada or any Branch/Division;

- v. Be a member in good standing of a Branch; and,
- vi. Not be a current serving Navy League Cadet Officer or CIC Officer.

## 6.5 Nominations

Any person who is eligible to be a Director may be nominated for election at an Annual General Meeting or a Special Meeting at which the election of Directors shall occur, by submitting their names to the Board up to 30 days in advance of the election. In addition, any person who is eligible to be a Director may be nominated by any Branch President from the floor at an Annual General Meeting or a Special Meeting at which the election of Directors shall occur.

## 6.6 Election and Term of Directors at Large

- (a) Subject to the Articles and the ByLaws, Directors shall be elected from the candidates nominated in accordance with the ByLaws, at an Annual General Meeting at which an election of Directors is required, by Ordinary Resolution of the members;
- (b) The term of office of a Director shall be two (2) years, unless any such Director was elected or appointed to complete the unexpired term of a former Director, in which case such Director shall be elected for the remainder of such term;
- (c) Directors who have completed a term of office as a Director and who continue to meet the eligibility criteria set forth in Section 6.3 shall be eligible for reelection to the Board up to a maximum of three (3) consecutive terms;
- (d) Directors holding an Officer position in the final year of their third (3<sup>rd</sup>) term as a Director shall be eligible for reelection as a Director beyond the maximum three (3) consecutive terms, for a fourth (4<sup>th</sup>) consecutive term while holding an Officer position; and
- (e) Directors who have completed the maximum terms provided in this Section 6.6 shall be eligible for reelection as a Director after an absence from the Board of at least two (2) years.

Section 6.8 is modified as follows:

The words:

***“as determined at the sole discretion of the Board”***

are deleted and replaced with:

***“as determined at the discretion of the Board of The Navy League of Canada – La Ligue Naval du Canada, or the Board of Ontario Division, acting within their powers.”***

Section 6.11 shall apply, except as set out below:

Section 6.11 shall be modified as follows:

The words:

***“A Director may submit to the Secretary of the Corporation (the “National Secretary”)”***

are deleted and replaced with:

***“A Director may submit to the Secretary of the Corporation (the “Ontario Division Secretary”)”***

and the words:

***“Where the National Secretary receives such a written statement, he or she shall immediately:”***

are deleted and replaced with:

***“Where the Ontario Division Secretary receives such a written statement, the Ontario Division Secretary shall immediately send a copy of the statement to the Secretary of The Navy League of Canada – La Ligue Navale due Canada, and the Ontario Division Secretary shall immediately:”***

Section 6.11 (b) shall be deleted.

## **Article 7 – Meeting of Directors**

Article 7 shall apply, except as set out below.

For the purpose of these provisions, “Members” shall mean “members of Ontario Division”, “Corporation” shall mean “Ontario Division”, “Act” shall mean “Ontario Act”, “Board” shall mean “Board of Ontario Division”, “National President” shall mean “President of Ontario Division”, “National First Vice-President” shall mean “Vice-President of Ontario Division”, and “National Annual General Meeting” shall mean “Annual General Meeting”.

Section 7.13 shall be modified as follows:

The words:

***“In the event of a conflict between such Call to Order and one (1) or more provisions of the Act or the By-Laws, the provisions of the Act or the By-Laws shall prevail.***

are deleted and replaced with:

***“In the event of a conflict between such Call to Order and one (1) or more provisions of the Ontario Act or the Ontario By-Laws, the provisions of the Ontario Act or the Ontario By-Laws shall prevail.”***

## **Article 8 – Officers**

Article 8 shall apply, except as set out below.

For the purpose of these provisions, “Corporation” shall mean “Ontario Division”, and “Board” shall mean “Board of Directors of Ontario Division”.

Sections 8.1 to 8.3 inclusive do not apply; the matters addressed in those provisions are governed by Appendix A, s.3.

Sections 8.5 and 8.6 apply, subject to the provisions of Appendix A.

## **Article 9 – Protection of Directors, Officers, and Others**

Article 9 shall apply, except as set out below.

For the purpose of these provisions, “Members” shall mean “members of Ontario Division”, “Corporation” shall mean “Ontario Division”, “Act” shall mean “Ontario Act”, “Board” shall mean “Board of Directors of Ontario Division”, “National President” shall mean “President of Ontario Division”, “National First Vice-President” shall mean “Vice-President of Ontario Division”, and “National Annual General Meeting” shall mean “Annual General Meeting”.

Section 9.2 shall be modified as follows:

***“The Corporation shall, from time to time and at all times, subject to the Act, indemnify each Director or Officer or former Director or Officer or another individual who acts or acted at the Corporation’s request as a director or an officer or in a similar capacity of another entity, including without limitation, a director or officer of a Division or Branch,”***

are deleted and replaced with:

***“The Corporation shall, from time to time and at all times, subject to the Ontario Act, indemnify each Director or Officer, and his or her heirs, executors and administrators, and estate and effects, respectively.”***

Section 9.4 shall be modified as follows:

The words:

***“Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of an individual referred to in Section 9.2 against any liability***

***incurred by the individual in the individual's capacity as a Director or an Officer, or in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request."***

are deleted and replaced with:

***"Subject to the Ontario Act, the Corporation shall purchase and maintain insurance for the benefit of any Director or Officer against any liability incurred by such individual in the individual's capacity as a Director or an Officer."***

#### **Article 10 - Disclosure of Interest**

Article 10 shall apply, except as set out below.

For the purpose of these provisions, "Members" shall mean "members of Ontario Division", "Corporation" shall mean "Ontario Division", "Act" shall mean "Ontario Act", "Board" shall mean "Board of Directors of Ontario Division", "Officer" shall mean "Officer of Ontario Division", "National President" shall mean "President of Ontario Division", "National First Vice-President" shall mean "Vice-President of Ontario Division", and "National Annual General Meeting" shall mean "Annual General Meeting".

#### **Article 11 – Execution of Documents, Banking, and Borrowing**

Article 11 shall apply, except as set out below.

For the purpose of these provisions, "Members" shall mean "members of Ontario Division", "Corporation" shall mean "Ontario Division", "Act" shall mean "Ontario Act", "Board" shall mean "Board of Directors of Ontario Division", "Officer" shall mean "Officer of Ontario Division", "National President" shall mean "President of Ontario Division", "National First Vice-President" shall mean "Vice-President of Ontario Division", and "National Annual General Meeting" shall mean "Annual General Meeting".

#### **Article 12 – Notices**

Article 12 shall apply, except as set out below.

For the purpose of these provisions, "Members" shall mean "members of Ontario Division", "Corporation" shall mean "Ontario Division", "Act" shall mean "Ontario Act", "Board" shall mean "Board of Directors of Ontario Division", "Officer" shall mean "Officer of Ontario Division", "National President" shall mean "President of Ontario Division", "National First Vice-President" shall mean "Vice-President of Ontario Division", and "National Annual General Meeting" shall mean "Annual General Meeting".

## **Article 13 – Financial Matters and Other**

Article 13 shall apply, except as set out below.

Sections 13.1 to 13.3 inclusive do not apply; the matters addressed in those provisions are governed by Appendix A, s.6, 8, and 13.

Section 13 is subject to the Supplementary Minutes of Settlement dated February 21, 2020 between The Navy League of Canada – La Ligue Navale du Canada and The Navy League of Canada (Ontario Division) *et al.*

Section 13.5 shall be modified by adding the following at the end:

***“Notwithstanding the preceding, Ontario Division, acting reasonably, may procure additional or other coverage regarding such property and will be liable for the associated cost of such coverage.”***

## **Article 14 – Divisions and Branches**

Article 14 shall apply, except as set out below.

Section 14.4 shall apply, subject to this Addendum.

## **Article 15 – By-Laws**

Article 15 shall apply, except as set out below.

For the purpose of these provisions, “Members” shall mean “members of Ontario Division”, “Corporation” shall mean “Ontario Division”, “Act” shall mean “Ontario Act”, “Articles” shall mean “Ontario Articles”, “By-Laws” shall mean “Ontario By-Laws”, “Board” shall mean “Board of Directors of Ontario Division”, “Officer” shall mean “Officer of Ontario Division”, “National President” shall mean “President of Ontario Division”, “National First Vice-President” shall mean “Vice-President of Ontario Division”, and “National Annual General Meeting” shall mean “Annual General Meeting”.

Article 15 is subject to the requirement in Appendix A, s.2(a)(i)(a).

Article 15 shall be modified by deleting the following words:

***“(b) A Special Resolution of the Members is required to make any amendment to the By-Laws with respect to the matters listed in Subsection 197(1) of the Act. A By-Law made, amended or repealed under Subsection 197(1) is effective from the date of the Special Resolution of Members approving such By-Law, amendment or repeal and need not be submitted to the Board for approval.”***

## **Article 16 – Fundamental Changes**

Article 16 shall not apply.

**Article 17 – Effective Date**

Section 17.1 is modified as follows:

The words:

***“This By-Law is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the Canada Not-for-Profit Corporations Act and approval of the By-Law by Special Resolution of the Members.”***

are deleted and replaced with:

***“This By-Law is effective upon the approval of the By-Law by Special Resolution of the Members of Ontario Division.”***

## **APPENDIX A – DIVISIONS**

Appendix A applies, except as set out below.

For the purpose of these provisions, “Divisional Council” shall mean “Board of Directors of Ontario Division”.

### **Section 1 - BOARD OF DIRECTORS OF ONTARIO DIVISION**

#### **Subsection 1(a) Formation**

Subsection 1(a) Formation is modified as follows:

The words:

***“Subject to applicable law, including the Act and the laws of the province or territory in which a Division is situated (for purposes of this Appendix A, "Applicable Law"), such activities and affairs shall be directed, controlled and governed by a Division Council composed of not less than three (3) individuals in addition to the President of each Branch within the Division, and the remainder of whom shall be such other individuals from within the Division as may be elected or appointed as a member of the Division Council.”***

are deleted and replaced with:

***“Subject to applicable law, including the Ontario Act and the laws of the Province of Ontario (for purposes of this Appendix A, "Applicable Law"), such activities and affairs shall be directed, controlled and governed by the Board of Directors of Ontario Division composed of eighteen (18) individuals elected by the members in accordance with the procedures set out in the By-Law as amended by this Addendum.***

Subsection 1(a) Formation is further modified by adding the following at the end of the Subsection:

***(a.1) Subject to Article 1, the Members of the Ontario Division of The Navy League of Canada shall be individual members of Branches in Ontario, as defined in Appendix B Section 2 (“Individual Branch Members”).***

### **SECTION 2 - DIVISION POWERS**

**Subsection 2(c) Suspension or Termination of Status of Registered Branch Participants of the Corporation (Individual Branch Members)**

Subsection 2(c) Suspension or Termination of Status of Registered Branch Participants of the Corporation (Individual Branch Members) is modified as follows:

**Clause (i) is amended by deleting the words “this By-Law” and substituting the words “the Corporation’s By-Law.”**

**Clause (v) is amended by replacing the words “shall be forwarded to the relevant Division’s Board or to the National Board, as deemed appropriate” with “shall be forwarded to the relevant Division’s Board and to the National Board.”**

### **Section 13 - MEETINGS OF DIVISION**

Section 13 is modified as follows:

The words:

***“Unless otherwise specified in the Act or the By-Laws, or unless otherwise determined by the National Board from time to time, meetings of Division Councils will be conducted according to Call to Order by Herb Perry and Susan Perry. In the event of a conflict between such Call to Order and one (1) or more provisions of the Act or the By-Laws, the provisions of the Act or the By-Laws shall prevail.”***

are deleted and replaced with:

***“Unless otherwise specified in the Ontario Act or the By-Laws, or unless otherwise determined by the National Board from time to time, meetings of Division Councils will be conducted according to Call to Order by Herb Perry and Susan Perry. In the event of a conflict between such Call to Order and one (1) or more provisions of the Ontario Act or the By-Laws, the provisions of the Ontario Act or the By-Laws shall prevail.”***

### **Subsection (k) Persons Entitled to Vote at Division Meetings**

Subsection (k) Persons Entitled to Vote at Division Meetings is modified as follows:

The words:

***“The Branch President represents the individual members of a Branch and votes on their behalf at meetings of the Division. Each Branch President, or their representative, has one (1) vote. Each elected or appointed member of the Division Council and Life Associate from within the Division has one (1) vote. The provisions of the Weighted Vote (see Paragraph 13(n) hereof) may be applied when requested. Subject to Applicable Law, no individual who is also a paid employee of the Division or a Branch may vote.”***

are deleted and replaced with:

***“The Branch President represents the individual members of a Branch and votes on their behalf at meetings of the Division. Each Branch President, or their representative, has one (1) vote. Each elected or appointed member of the Board of Directors of Ontario Division has one (1) vote. The provisions of the Weighted Vote (see Paragraph 13(n) hereof) may be applied when requested. Subject to Applicable Law, no individual who is also a paid employee of the Division or a Branch may vote.”***

#### **Subsection (m) Votes on Special Questions and Resolutions**

Subsection (m) Votes on Special Questions and Resolutions is modified as follows:

The words:

***“Questions requiring a Special Resolution shall be passed only if sixty-seven percent (67%) of the votes by a show of hands, or casting of ballots if so directed by the Chairman, are in favour of that Special Resolution. Subject to Paragraph 13(n) and 13(o) hereof, each person entitled to vote has one (1) vote.”***

are deleted and replaced with:

***“Questions requiring a Special Resolution shall be passed only if two-thirds of the votes by a show of hands, or casting of ballots if so directed by the Chairman, are in favour of that Special Resolution. Subject to Paragraph 13(n) and 13(o) hereof, each person entitled to vote has one (1) vote.”***