

**CONSTITUTION OF  
THE ARMY CADET LEAGUE OF CANADA  
NEWFOUNDLAND AND LABRADOR**

1. The regulations contained in Table A in the First Schedule of The Companies Act, R.S.N. 1952, c. 168 and any amending Acts thereto or in substitution thereof, shall not apply to the League.
2. In these Articles, unless there be something in the subject or context inconsistent with “The League” means the above- named League, “The Executive Committee” means the members of the time being of the Executive committee hereby constituted.
3. Words which have a special meaning assigned to them in the Statutes shall have the same meaning in these articles.
4. Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders and words importing persons shall include firms and corporations and vice versa.
5. The headings used throughout these Articles are inserted for reference purpose only, and are not to be considered or taken into account in construing the terms or provisions of any Article nor to be deemed in any way to qualify, modify, or explain the effect of any such provisions or terms.
6. The League shall be organized into Branches and every member shall be a member of the Branch in the area in which he resides.
7. The subscribers to the Constitution of the League and such other persons as shall be admitted to membership in accordance with these Articles, and none others, shall be members of the League and shall be entered in the register of members accordingly.
8. There shall be four classes of members, namely (1) Ordinary members, (2) Honorary life members, (3) Life members, (4) Honorary members (ex-officio).
9. For the purposes of registration, the number of members of the League is to be taken to be five hundred (500) but the Executive Committee may from time to time register an increase of members.
10. No person shall be admitted a member of the League in any class unless he is first approved by the Executive Committee who shall have full discretion as to the admission of any person to membership in any class. New members are subject to screening conducted at the National level prior to being accepted by the Executive Committee into the League for membership. Once acceptable screening is completed membership is confirmed.

11. Where any person desires to be admitted to membership of the League he must sign and deliver to the League an application as per item 10 for admission framed in such terms as the Executive Committee shall require, and such application must be accompanied by the sum of One Dollar (\$1.00) if demanded according to the class in respect of which he desires to become a member.

12. The privileges of a life member shall not be transferable during his life, and shall cease at his death.

13. The privileges of an ordinary member shall not be transferable and shall cease at his death or on his failure in any year to pay his annual subscription on or before the 31 day of December in that year.

14. Every member, whether an ordinary member, honorary life member, life member or honorary member (ex-officio) shall be bound to further to the best of his ability, the objects, interest and influence of the League, and shall observe all by-laws of the League made pursuant to the powers in that behalf hereinafter contained.

15. Any member who shall fail in observance of any of the Articles or by-laws of the League may be excluded from the League by resolution of a majority of at least three-fourths of the members of the Executive Committee present, and voting at a special Executive Committee meeting at which not less than four members shall be present. Such member shall have seven clear days' notice sent to him of the Executive Committee meeting, and he may attend the meeting, but shall not be present at the voting or take part in the proceedings otherwise than as the Executive Meeting allows. A member excluded from the League by such meeting may, within seven days after notice of the exclusion, appeal from the decision of the Executive Committee to a special meeting of the League which shall thereupon be convened by the Executive Committee.

16. A majority of not less than three-fourth of the voting members present at such last-mentioned special meeting shall have power to annul the exclusion, or to annul it subject to the performance of any conditions which the meeting may think fit to impose.

17. A member so excluded shall forfeit all claims to a return of the money paid by him to the League on his admission as a member thereof, or by way of annual subscription, as the case may be, and shall cease to be a member of the League.

18. The following shall be the privileges of the several classes of members, that is to say all members shall be entitled to vote at all General Meetings of the Branch in the area in which the member resides and may be elected as a delegate to vote at all General Meetings of the League.

## GENERAL MEETING

19. The following provisions as to general meetings shall have effect:
- a) The League shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the League and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Committee appoints.
  - b) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
  - c) The Executive Committee may, whenever it thinks fit, convene an Extraordinary General Meeting upon a requisition made in writing by not less than three (3) Branches of the League.
  - d) An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the League other than an Annual General Meeting or a Meeting for passing of a Special Resolution shall be called by fourteen days' notice in writing at the least.
  - e) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner if any, as may be prescribed by the League in General Meeting, to such persons as are, under the regulations of the League, entitled to receive such notice from the League.
  - f) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
  - g) All business shall be deemed special that is transacted at an Extraordinary General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee and Auditors, the election of members of the Executive Committee in place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
  - h) No business shall be transacted at *the Annual General Meeting* or any Extraordinary General Meeting of the League unless a quorum of voting members is present at the time when the meeting proceeds to business, save as herein otherwise provided, **ten (10) voting members present in person shall be a quorum.****

- i) If within one hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of Branches shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present, it shall be adjourned, sine die.
- j) The President of the League shall preside as Chairperson at every General Meeting of the League or, if there is no president or if he shall not be present within fifteen minutes after the time appointed for the holding the meeting or is unwilling to act, the Senior Vice President will assume the duties of the Chairperson at the meeting.
- k) If at any General Meeting the President or Senior Vice President shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, one of the Regional Vice-Presidents will assume the duties of the Chairperson of the meeting.
- l) At a General Meeting a resolution put to a vote of the meeting shall be by a show of hands
- m) In the case of an equality of votes, whether on a show of hands or on a poll, the President of the meeting at which show of hands shall be entered to a second or casting vote.
- n) A majority of votes is fifty per cent of the members present plus one.

### VOTES OF MEMBERS

- a) Every member shall have one vote at all General Meetings of the Branch in the area in which he resides.
- b) Votes shall be given personally.
- c) Every member of the Executive Committee and every delegate duly elected at a General Meeting of the Branch shall be voting members of the League and each voting member shall have one vote and no more.

### **THE EXECUTIVE COMMITTEE**

20. There shall be an Executive Committee for the management of the affairs of the League and the number of the members of the Executive Committee shall be not less than seven (7) or more than twenty (20). The first member of the Executive Committee shall be the following:

- i. President
- ii. The Senior Vice President
- iii. The Immediate Past President
- iv. Four (4) Regional Vice-Presidents (Civilian)
- v. One (1) Vice President (CIC)
- vi. Secretary
- vii. Treasurer
- viii. Four (4) Regional Directors (Civilian)
- ix. Four (4) Regional Directors (CIC)
- x. Other Directors as created, depending on situation and must to be elected at the Annual General Meeting.

### **POWER OF THE MEMBERS OF THE EXECUTIVE COMMITTEE**

21. The business of the League shall be managed by the members of the Executive Committee, who may exercise all such powers of the League as are not hereby required to be exercised by the League in General Meetings; but no regulation made by the League in General Meetings shall invalidate any prior act of the members of the Executive Committee which would have been valid if such regulations had not been made.

22. The Executive Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Executive Committee, to be the attorney or attorneys of the League for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive Committee under these Articles) and for such period and subjects to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Executive Committee may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

23. A member of the Executive Committee who is in any way, whether directly or indirectly, interested in a contract, or proposed contract, with the League shall declare the nature of his interest at a meeting of the Executive Committee.

24. The members of the Executive Committee shall cause minutes to be made in books provided for the purpose:

- i. of all appointments of officers made by the Executive Committee
- ii. the names of members of the Executive Committee present at each meeting of the Executive Committee and of any committees of the Executive Committee;
- iii. of all resolutions and proceedings at all meetings of the League, and of the Executive Committee, and of committees of the Executive Committee; and
- iv. every member of the Executive Committee present at any meeting of the Executive Committee or Committees of the Executive Committee shall sign his/her name in a book to be kept for that purpose.

25. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the League, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the members of the Executive Committee shall from time to time by resolution determine.

The members of the Executive Committee shall be elected annually by the League in general meeting; and the retiring members of the Executive Committee are eligible for re-election. Nominations of individuals seeking membership positions on the Executive Committee, maybe forwarded:

1. By a nominating member from the floor at the AGM,
2. Through or by the Chair of the nominations Committee, This Chair's name to be listed on the Notice of AGM,
3. Individuals make seek nomination to the Chair of the nominations Committee, in advance, subject to a nominator coming forward from the floor at the AGM, and
4. To the nomination Committee Chair from a member, nominating another member, upon receipt of the notice of the AGM.

In the event that an Executive positions remain vacant after the Annual General meeting, the Executive may invite interested League members to fill those vacant positions until the next Annual General Meeting at which time that League member or another member will be ratified in that position during the election process.

### **PROCEEDINGS OF THE MEMBERS OF THE EXECUTIVE COMMITTEE**

26. The members of the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the president shall have a second or casting vote. A member of the Executive Committee may at any time summon a meeting of the Executive Committee.
27. The members of the Executive Committee may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed, shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the members of the Executive Committee.
28. The Executive Chair may appoint a Chair of their committee meetings. If no such Chairperson is appointed, or if he is not present at the time appointed for the holding of the same, the members present shall choose one of their members to be Chairperson of such meeting.
29. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present; and, in the case of equality of votes, the Chairperson shall have a second or casting vote.
30. All acts done by any meeting of the members of the Executive Committee, or of a committee of the members of the Executive Committee, or any person acting as a member of the Executive Committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such members of the Executive Committee or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.

### **REMUNERATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

31. The members of the Executive Committee are not entitled to remuneration on any regular basis. Notwithstanding the foregoing provision, it may be determined from time to time by the League in General Meeting that any member of the Executive Committee may be fairly remunerated for any work he has done or for any time he has expended for and on behalf of the League. The members of the Executive Committee may also be paid all traveling, hotel and other expenses properly incurred by them in connection with the business of the League.

### **AUDIT**

32. The members of the Executive Committee shall from time to time in accordance with the provisions of the Act as amended cause to be prepared and to be laid before the League in General Meeting such profit and loss accounts, balance sheets and reports as are required by law.

33. Any member entitled to attend and vote at General Meetings may request in writing what a copy of the balance sheet be given to him. Such request will be complied with by the Executive Committee.

34. The accounts of the League shall be audited by a committee of two (2) members, to be called the audit committee.

35. The audit committee shall be appointed annually by the members of the League out of the body of members annually at the AGM. The audit committee shall be supplied with a copy of the Financial Statement and it shall be their duty to examine the same with the accounts and vouchers relating thereto.

36. The audit committee shall have a list delivered to them of all books kept by the League, and they shall at all reasonable times have access to the books and accounts of the League; they may, at the expense of the League, employ accountants or other persons to assist them in investigating such accounts, and they may, in relation to such accounts, examine the members of the Executive Committee or any other officer of the League.

37. The audit committee shall make a report to the members upon the financial statement and accounts, and in every such report they shall state whether in their opinion the financial statement is a full and fair report, containing the particulars required by these regulations of the League, and properly drawn up, so as to exhibit a true and correct view of the state of the League's affairs, and in case they have called for explanation or information from the members of the Executive Committee. Whether such explanations or information have been given by the members of the Executive Committee and whether they have been satisfactory, and such report shall be read together with the report of the members of the Executive Committee at the ordinary meeting.

### **NOTICES**

38. A notice may be served by the League upon any member whether personally or by sending it through the post in a prepaid letter or via electronic means addressed to such member at his registered place of abode.

39. Any notice, if served by post, or electronic means shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post; and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office, or transmitted electronically.



### **BY-LAWS**

40. The League may establish by-laws governing in more detail the League's operating procedures. These by-laws shall come in to effect when approved at the Annual General Meeting.

### **AMENDMENTS**

41. This Constitution may be amended by a majority vote at the Annual General Meeting.

REGISTRATION # 5679 dated 30 March 1971.  
Re-registered June 1, 1988

This is a retyped copy from the original document. The original is held at the old Office of the Army Cadet League in Pleasantville.

This document was amended in August 2013 by the Governance Review Committee members: D. Curtis, A. Halfyard, G. Twining and S. Luffman. The amended document was proposed and approved at the 2013 Annual General Meeting of the Army Cadet League of Canada, Newfoundland and Labrador Inc., held on September 21, 2013.