

Naval Marine Archive: The Canadian Collection

Archive navale marine: la collection canadienne

By-laws

PREAMBLE

The Act refers to the *Not-for-profit Corporations Act*. The corporation refers to *Naval Marine Archive: The Canadian Collection, Archive navale marine: la collection canadienne* (formerly Archives and Collections (ACS) Society) or such name as shall be approved. In these by-laws and in all other by-laws and statutes of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

HEAD OFFICE

2. Until changed in accordance with the Act, the Head Office of the corporation shall be in the town of Picton, County of Prince Edward in the Province of Ontario.

CONDITIONS OF MEMBERSHIP

3. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the corporation into the following categories:

- a) Founding members (one vote per thousand dollars since incorporation in 1999)
- b) Benefactors (one vote per thousand dollars over the last three fiscal years)
- c) General members (one vote)

Voting rights are specified in accordance with the importance of the contribution, shall be determined by the board of directors and shall be without appeal.

4. The board of directors shall establish general membership fees from time to time. General membership shall be valid for the current year only.

5. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.

6. Any member may be required to resign by a vote of three-quarters of the members' voting rights at an annual or any other general meeting meeting.

MEMBERS' MEETINGS

7. The annual or any other general meeting of the members shall be held as soon as is reasonably possible after the end of the corporation's fiscal year, in the county of Prince Edward.

8. At every annual meeting, in addition to any other business that may be transacted, the report of the directors and the financial statement shall be presented and by-law 39 (Auditors) complied with. The

members may consider and transact any business either special or general at any meeting of the members. The board of directors or the chair or vice-chair shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written request of members carrying not less than 5% of the voting rights. Two founding members, 50% of all voting rights, or 5% of all members, present in person at a meeting will constitute a quorum.

9. Notice shall be given to each voting member of any special meeting of members as follows: if notice is sent by mail, courier or personal delivery, between 21 and 60 days before the meeting; notice is communicated by telephone or other electronic communication means, between 21 and 35 days before the meeting. The annual general meeting shall be announced either in this manner; or by an announcement in the local Prince Edward County press at least once a week for three weeks prior to the meeting; or notice is affixed to a notice board not less than 30 days before the meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise her or his vote as established in 3 above. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the corporation. Electronic participation at any members' meeting is not allowed except, under exceptional circumstances, if approved in writing by the board of directors.

10. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.

11. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

BOARD OF DIRECTORS

12. The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of three directors and a maximum of fifteen directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two thirds (2/3) of the members' voting rights at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors need to be members or past members.

13. [Not used.]

14. The members, at an annual meeting of members, shall elect directors for a term of three years, such term being renewable:

- i. Honorary directors, who shall be non-voting, may be nominated by the board in recognition of their past input and their current and future wisdom and expertise and with a role to participate as and when possible in the activities of the corporation, specifically including all board meetings and discussions.
- ii. The directors may, by unanimous decision, decide upon the appointment of one or more new directors to the board at any time.
- iii. The nominations in (i) and appointments in (ii) will have immediate effect following the board decision, but shall be confirmed by election by the membership at the next following special or annual general meeting.

15. The office of director shall be automatically vacated:

- a) if at a special general meeting of members, a resolution is passed by two thirds of the votes cast at the meeting that he be removed from office;
- b) if a director has resigned his office by delivering a written resignation to the secretary of the corporation;
- c) if he is found by a court to be of unsound mind;
- d) if he becomes bankrupt or suspends payment or compounds with his creditors;
- e) on death;

provided that if any vacancy shall occur for any reason contained in this paragraph, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation.

16. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefor.

17. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted.

POWERS OF DIRECTORS

18. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

19. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time:

- a) to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

20. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

21. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

22. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

DIRECTORS' MEETINGS

23. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one vote, except honorary directors who have voice but not vote.

24. A majority of directors in office, from time to time, but no less than two directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

INDEMNITIES TO DIRECTORS AND OTHERS

25. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:

- a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect, criminal activity, or default.

OFFICERS

26. The officers of the corporation shall be a chair, vice-chair, secretary and treasurer and any such other officers as the board of directors may by by-law determine. The same person may hold any two offices. Officers need not be directors, but must be current or past members.

27. The chair shall be elected at an annual meeting of members. Officers other than chair of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.

28. The officers of the corporation shall hold office for three years, such term being renewable, from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

29. The chair shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the board of directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the board of directors are carried into effect.

30. The vice-chair shall, in the absence or disability of the chair, perform the duties and exercise the powers of the chair and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.

31. The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the chair and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.

32. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out his affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or chair, under whose supervision he shall be. He shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

33. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

COMMITTEES

34. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

EXECUTION OF DOCUMENTS

35. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MINUTES OF BOARD OF DIRECTORS

36. The minutes of the board of directors shall not be available to the general membership of the corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

37. Unless otherwise ordered by the board of directors, the fiscal year end of the corporation shall be the civilian year of 1st January to 31st December.

AMENDMENT OF BY-LAWS OR STATUTES

38. The by-laws or statutes of the corporation not embodied in the letters patent may be repealed or amended by by-law or statute, or a new by-law or statute relating to the requirements of the Act, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds of the votes of the members at a meeting duly called for the purpose of considering the said by-law or statute, provided that the repeal or amendment of such by-law or statute shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

39. The members shall, if so required by the Act, at each annual meeting, appoint an auditor to audit or review the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors. The auditor may not be a director, officer or employee of the corporation without the consent of all current members at the time of his appointment.

BOOKS AND RECORDS

40. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

41. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

DISSOLUTION

42. It is specially provided that in the event of dissolution or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the Income Tax Act (or, “registered charitable organizations in Canada”).

[First approved: 21 October 1999]

[Revised: 14 September 2014, as approved at Annual General Meeting]