

The Calgary Highlanders Regimental Association

By-Laws

1. Name

- 1.1 The name of the Association is The Calgary Highlanders Regimental Association (the "Association").
- 1.2 These By-Laws shall regulate all aspects of the operations and governance of the Association.

2. Definitions

- 2.1 In the By-Laws of the Association, unless the text otherwise requires:
 - (a) "Act" means the Province of Alberta, RSA 2000, c. S-14;
 - (b) "Association" means The Calgary Highlanders Regimental Association
 - (c) "Annual Meeting" means the annual meeting of members
 - (d) "Appoint" includes "elect" and vice-versa
 - (e) "By-Laws" means all By-Laws of the Association from time to time in force and effect
 - (f) "Board" means the members of the Board of Directors of the Association and includes a single member of the Board where specified in the By-Laws;
 - (g) "Calgary Highlanders" means the active infantry unit of the Canadian Armed Forces, founded in 1910 as the 103rd Rifles, carried on as the 10th Battalion Canadian Expeditionary Force and re-named The Calgary Highlanders;
 - (h) "Executive" means those Directors of the Board who are the President, Vice-President, Treasurer, ,and Secretary;
 - (i) "Member(s)" means individually or collectively all members of the Association;
 - (j) "Voting Member" means any member of the Association who has paid the required annual dues on or before the day of the AGM if required by these By-Laws;
 - (k) "Property" means real and personal property belonging to or in the care of the Association, whether acquired by donation, loan, purchase or otherwise and includes without limitation, medals, uniforms, information, data, goods and chattels of historical value and importance connected with, or relating to the Regiment
 - (l) "Recorded address" means a Member's street address as recorded in the register of members or the electronic mail address provided by the Member as the preferred contact , in case of a member of the Board, officer, auditor or member of a committee of the Board, their address as recorded in the records of the Association
 - (m) "Regiment" means collectively all components of the Calgary Highlanders, including without limiting the generality of the foregoing, The Calgary Highlanders, the Association, the authorized Cadet Corps of the Calgary Highlanders, the Calgary Highlanders Regimental Funds Foundation, the Calgary Highlanders Family Association, and such other organizations as are

officially authorized by the Commanding Officer of the Calgary Highlanders, and/or the Senate of the Calgary Highlanders from time to time;

(n) "Signing Officer" means in relation to any instrument, any person authorized to sign on behalf of the Association pursuant to the provision of any Bylaw or resolution passed by the Board;

(o) "Special Resolution" has the same meaning as it does in the *Act*.

2.2 Throughout the By-Laws, words importing the singular include the plural and vice versa. Words and phrases referred to in the masculine shall be deemed to include the feminine and vice versa. Headings are inserted for reference purposes only and are not to be taken into account in construing or interpreting the terms of the By-Laws.

Membership

3.1 There shall be three types of Members of the Association as follows:

- (a) Ordinary Members;
- (b) Associate Members; and
- (c) LifetimeMembers.

3.2. Membership in the Association is open to any person who qualifies in one of the categories listed below and the term "member" includes all of the categories of membership.

3.3 Following investiture as a Member, and during the currency of a Member's dues if required, a Member shall have the full privileges of the Association, including the right to vote at any meeting except meetings of the Board and Committees, as well as the right to propose motions to be heard at the AGM, subject to the requirements of these By-Laws

A) Ordinary Members

Membership as an Ordinary member shall be granted by the Board to any person who can demonstrate they have served for a minimum of one day with the Calgary Highlanders in the Canadian Armed Forces.

Ordinary members shall include officers of the Cadet Instructor Cadre.

Ordinary members shall include civilians who have served with the Regimental Pipes and Drums.

B) Associate Members

Any person who holds an interest in the Regiment, or a former affiliated cadet who is over the age of 18 years, may apply for membership, and shall be an Associate Member if their membership as such is accepted by a majority vote at a general meeting, subject to the payment of annual dues as prescribed by the Association.

C) Lifetime Members

Lifetime membership may be awarded to those persons who have distinguished themselves and shall be subject to the approval of the voting members of the association and shall remain in force until the recipient requests removal from the roll in writing to the secretary.

Lifetime Membership is to be bestowed on individuals who have with considerable dedication or effort truly served the cause of the Calgary Highlanders or the Association.

Lifetime Membership may be proposed by any Ordinary Member a minimum of 30 days prior to the Annual General Meeting, with that time requirement being waived in the sole discretion of

the Executive. Prospective Lifetime Memberships shall be voted on at the AGM by the Ordinary Members.

Lifetime Members shall have the same privileges of Ordinary Members but shall not be required to pay any membership dues.

3.2 Any member may submit their resignation in writing to the Board of Directors through the Secretary, who will present the resignation to the Board for final disposition.

3.3 A member of the Association that, without due cause, has shown a lack of respect or maintaining his behavior in accordance with the By-laws and Objectives of the Association may have the membership reviewed and/or revoked by a vote of the majority members present at a general meeting, with any dues paid being forfeited.

3.4 At the sole discretion of a majority of the Board, the Board may grant conditional membership to any applicant for Associate Membership but any such conditional memberships must be confirmed by a majority vote at the next annual general meeting.

1. Each member voting at any meeting is authorized one vote whether voting in person or by a proxy.

3. Board of Directors

2. The Association shall be governed by a Board of Directors, duly elected by the membership at the AGM. The Board shall consist of Members of the Association.

Subject to the *Act* and this bylaw, the governance of the Association, the direction and administration of its work and the control of all its property shall be vested in the Board. Thus, the Board is authorized to exercise such powers as are assigned to it according to the *Act* and by this By-Law, and to exercise such powers authorized by the membership as a body corporate. Regardless of serving or former rank, all members of the Board shall have equal authority, except as stipulated herein.

3. The Board shall consist of as many directors as the *Act* and the Articles shall permit from time to time, with only those members of the Board as specified in the definitions being on the Executive. In silence of the *Act*, the Board shall have no more than 16 directors.
4. The Board may consult with or appoint any person to chair or work on any committee struck lawfully by the Board. Such persons shall not have the authority of directors of the Board merely by virtue of such appointment or position.
5. At minimum the Board shall have directors fill the following Executive positions, which shall be voted on at the AGM:
 - a. President;
 - b. Vice-President;
 - c. Treasurer;
 - d. Secretary;

The President

6. The role of the President is to direct and oversee the work of the Board in order to ensure that the Association's objectives are achieved. He shall be ex-officio a member of all committees. The President, when present, shall preside at all meetings of the Board. When absent, the Vice-president shall preside.

7. The President shall have a veto in any tied vote of the Board or the Executive.
8. The President shall not have control over the Association's funds.

The Past President

9. The Past President shall be a member of the Board without appointment or election. They shall act in an advisory capacity on all matters affecting the Association. When in attendance, they shall have all the rights, privileges, powers, and duties of other Board members.

The Vice-President

10. The Vice-President shall assist the President in his duties and shall perform such other duties from time to time imposed by the Board. The Vice-President shall perform the duties of the President in his absence or disability and, when doing so, the Vice-President shall exercise the powers of the President. In the event that the Association has more than one Vice-President, then the board will elect one of the Vice-Presidents to perform the duties of the President in his absence. If for any reason the Vice-President is unable to undertake the President's duties, the Board shall be convened to elect an interim President, who will exercise the powers of the President.

The Treasurer

11. The Treasurer shall be responsible to the Board for all financial matters of the Association, and shall:
 - i. have the custody of the funds and securities and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in the book of accounts belonging to the Association;
 - ii. deposit all monies, securities and other valuable effects in the name and to the credit of the Association and in such chartered bank or trust company or in the case of securities, with such registered dealer in securities as may be designated by the Board from time to time;
 - iii. disburse the funds of the Association as may be directed by the Board, receiving proper vouchers for disbursements and shall render to the President and the Board at the regular meetings of the Board, or whenever they may require an accounting of all transactions and statements of financial position;
 - iv. be responsible for the financial reporting on behalf of the Association as required by the Act, the Department of Consumer and Corporate Affairs and Revenue Canada;
 - v. together with the President and one or more other members so designated by the Board, shall have signing authority for cheques by the Association;
 - vi. perform all duties as the Chairman of the Finance Committee; and
 - vii. shall also perform such other duties as may from time to time be directed by the President or the Board.

The Secretary

12. The Secretary shall carry out the affairs of the Association generally and under the supervision of the President. They shall attend all meetings of the Association and act as clerk and record all votes and minutes of all proceedings in the minute books. In case of the absence of the Secretary, the duties shall be discharged by such other director as may be appointed by the President. The Secretary shall:
 - i. give or give cause to be given notice for all Executive, Board and Membership meetings when directed to do so;

- ii. be responsible for maintaining an updated list of all members of the Association and their addresses;
 - iii. be the custodian of all non-financial books, papers, records, and correspondence, contracts and documents belonging to the Association;
 - iv. maintain a register of the names and addresses of Vice Patrons, Lifetime members of the Association and the relative conditions of such;
 - v. if a signing authority on books and accounts, sign with other signing authorities instruments which require their signature;
 - vi. be the custodian of the corporate seal, which shall be delivered only when authorized by a resolution of the Board to a person named in the resolution;
 - vii. be responsible for monitoring the Association email account (calghighr.association@gmail.com) and
 - viii. respond to inquiries or forward inquiries to the person best qualified to respond
 - ix. mail out notices regarding events to the membership (e.g. invitations to parades, guest speakers etc.);
 - x. ensure that the editor of The Glen has up-to-date email addresses and, for those without email, up-to-date postal addresses; and
 - xi. perform such other duties as may be prescribed by the Board or the President, under whose supervision they shall be.
13. The duties of all other directors shall be such as the terms of their engagement call for or as the Board requires of them.
14. No director will be eligible to receive remuneration.

4. Duties and Responsibilities of the Board of Directors

15. The Board shall have full control and management of the affairs of the Association. The Board shall exercise all powers of the Association, which are not, by these By-Laws, contrary to the provisions of the *Act*, and to such rules and other directions not inconsistent with these By-Laws. No bylaw shall invalidate any prior act of the Board.
16. The Board shall be responsible for establishing policies, programs, and services that are in harmony with the Objectives of the Association. Specifically the Board shall establish short and long range plans, secure the funds required to meet current and future expenses, ensure that the financial affairs of the Association are conducted on a responsible basis in accordance with the established policies, and ensure that the property of the Association and that which it holds in trust, is maintained in the best of repairs.
17. The Board may buy, hold, lease, sell, and convey in the name of the Association such real and personal property as may be necessary or desirable in the carrying out of the Objectives.
18. The Board shall take such steps as they may deem required to enable the Association to receive donations and benefits for the purpose of furthering the Objectives of the Association.

In exercising their powers and discharging their duties, every Board Member of the Association shall:

- 1) act honestly and in good faith with a view to the best interest of the Association; and
- 2) exercise the care and due diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5. Qualifications of Directors

A member of the Board must hold membership in the Association

6. Nominations for the Board and Offices

19. The Past President shall be the Chairman of the Nominations Committee. The Past President shall appoint members to this committee from among the Ordinary Members of the Association. The committee shall develop a slate of candidates for election as directors to the Board and a slate of Executive members to be presented to the membership at each Annual General Meeting (AGM). Nominations from the floor at the time of the AGM are accepted provided the nomination of an individual has been seconded.

7. Election and Term

20. The election of members of the Board and Executive shall take place at each AGM. Each member of the Board shall be elected for a two (2) year term.
21. The slate of individuals who stand for election as a director of the Board shall be established by the nominations committee as per above and by nominations from the floor. The election of members of the Board shall be by ordinary resolution of the membership. If elections of members of the Board are not held at the proper time the incumbent shall continue in office until a successor is elected.
22. Except as provided, vacating elected members, shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected or appointed, and an elected member, shall hold office until the close of the next annual meeting following their election.
23. Membership of the Board shall be automatically vacated by any member who offers a resignation, in writing, to the Secretary of the Association, is absent for more than two consecutive Board meetings without valid reason, if they become bankrupt or suspend payment or compounds with their creditors, or is requested to resign for reasons of incapacity, or on death.
24. The members of the Association may, by resolution passed by 66.666% of the members present at a special meeting, remove any member of the Board . The Board, for any vacancy that occurs, may, by majority vote, appoint a member of the Association, or elect a qualified person for the remainder of their term.
25. Non-elected members shall automatically cease to be members of the Board or any other body of the Association at the end of their appointment.

Eligibility for a Subsequent Term

26. Any individual who has been elected to serve one (1) term as a member of the Board or officer is eligible for nomination and election for a subsequent term.

Meetings and Quorums

27. This Association shall hold an Annual General Meeting (AGM) on or before the annual St. Julien Commemoration. A minimum of not fewer than fifteen members shall form a quorum for the AGM. The Board shall give members thirty days' notice of the AGM's date, time and place.
28. General meetings of the membership shall be called by the President to deal with the business of the Association as necessary, with a minimum of thirty days' notice of the date, time and location

of the meeting. A minimum of not fewer than fifteen members shall form a quorum for any general Meeting.

29. Any member may propose a resolution be voted on at a general meeting or the AGM, provided that the member gives the President and/or Secretary written notice of the wording of the proposed resolution no less than twenty-one days prior to the general meeting or AGM. If a member fails to meet this timeline, the Board may in its sole discretion place that resolution on the agenda for the meeting and AGM.
30. Any special meetings of the membership shall be called by the President to deal with the business of that special meeting as necessary. A minimum of not fewer than fifteen members shall form a quorum for any special meeting.
31. A special meeting shall be called by the President if a written request for a special meeting with the signatures of at least fifteen members of the Association thereon is delivered to any member of the Board, with a clear statement that the said members require the special meeting for the voting of a specific stated resolution, or for another specific stated purpose.
32. A written request for a special meeting must be delivered to any member of the Board twenty-one days prior to the date upon which notice of that special meeting must be delivered to the members of the Association.
33. The members who propose a special meeting may withdraw the request in writing at any time prior to or during that meeting.
34. All members shall be advised of the date, time, and place of each general or special meeting, by posting on the Bulletin Board in Mewata Armoury, or electronically to the last known address at least twenty-one days prior to any general or special meeting. Voting will ordinarily be by a show of hands though, if a majority of voting members present request it, voting may be by secret ballot.
35. There shall be at least two Board meetings per calendar year. Board meetings shall be summoned by the Secretary at the request of the President or, in their absence or inability to act, by the Vice President. In the absence of both the President and Vice President, the members may elect one of their own to be the Chairman of the meeting.
36. If all the members of the Board consent to generally or in respect of a particular meeting, a member may participate in a Board meeting or a committee meeting by means of conference call, telephone, or other communication facilities as can be made available to permit all members participating in the meeting to hear each other. A member of the Board participating in such a meeting by such means is deemed to be present at the meeting.
37. Board meetings shall be held at any time and place to be determined by the Board provided that 48 hours notice of such meeting shall be given, other than by mail, to each Board member. Notice by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any Board meeting or any adjourned Board meeting shall invalidate such meeting or make void any proceeding taken. Any Board member may at any time waive notice of any Board meeting and may ratify, approve and confirm any or all proceedings taken.
38. Notice of any Board meeting is not required if the time and place of the meeting is announced at the original meeting. A simple majority of Board members in good standing shall form a quorum at any meeting.

Board meetings may be held at any time without notice if:

- i. all members are present, or if those absent signify their consent to the meeting being held in their absence. Consent may be in writing, fax, telegraph, electronic or by similar transmission; or

- ii. it is held immediately following the AGM.
39. Any member of the Board may, at any time, waive notice of any Board meeting or any irregularity in any Board meeting. Any member may ratify, approve, and confirm any or all proceedings taken. Attendance of a member of the Board at a Board meeting shall constitute a waiver of notice of the meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
40. Questions arising at any Board meeting shall be decided by a majority of votes. Each member is entitled to one vote. In the case of a tie, the Chairman of the meeting shall have a second or casting vote in addition to their ordinary vote.
41. A resolution in writing, signed by all the Board members entitled to vote on that resolution at a Board meeting, or at any committee meeting, is as valid as if it was passed at a Board meeting. The resolution shall be entered into the Minute copy of the most recent financial statements, accounting records in a secure and accessible location.
42. A resolution(s) in writing may also be delivered to Board members by e-mail, and Board members may vote on that resolution(s) by e-mail. In this event, Board members must be given a minimum of seven (7) days in which to vote, measured from the time the e-mail containing the resolution(s) was sent. A resolution passed in this manner is as valid as if it had been passed at a Board meeting and shall be minuted.

Committees

43. The Board may from time to time constitute such standing committees as it deems necessary to assist the Board in carrying out the affairs of the Association. Standing Committees will include: Finance, Audit, Membership, Nominations, Kit Shop, the Glen, and Bylaw Review Committees.
44. The Chairman of each committee shall be appointed by the Board. The Chairman shall determine the appropriate membership for each committee. Standing Committees shall have a minimum of three members who may or may not be members of the Association depending upon the expertise required to meet each respective task. With the exception of the By-Laws Review Committee, the chairmen of Standing Committees shall be appointed for a normal term of two years, but may be re-appointed for a second or subsequent term.
45. The duties of all Standing Committees shall be as follows:
- i. Audit: to audit the financial books of the Association annually and make any recommendations to the Board to improve documenting of Financial records. Two officers/members may perform this function.
 - ii. Governance and Human Resources: to maintain the By-Laws and make recommendations to the membership on required changes to the By-Laws of the Association. The Committee shall draft and maintain position descriptions of all officers of the Association and Standing Committee chairmen.
 - iii. Finance: to supervise the preparation of the annual budgets and make policy recommendations to the Board concerning financial matters.
 - iv. Membership: to advise the Board on matters affecting the membership of the Association. To promote the Association to prospective members. To recommend applications for membership categories and dues structure.
 - v. Nominations: to be responsible for presenting to the Secretary, no later than 31 days before the annual general meeting, the slate of candidates for the Board and officers of the Association. The Secretary shall peruse the slate and shall subsequently circulate the slate

- to the membership. The Chairman shall be the Past President, who shall automatically assume this appointment after relinquishing the office as president.
- vi. The Glen: to produce, at least once per year, the Association's newspaper. This publication deals specifically with issues that concern veterans, members and serving soldiers.
 - vii. Regimental Kit Shop: to operate the Regimental kit shop in an efficient self-sustaining manner. Accurate records will be maintained of inventory and its value at cost, money received from the sale of inventory, the cost of inventory sold and delinquent accounts (if any). This information will be provided to the Treasurer within one month of the close of the fiscal year or more frequently upon request.

Select Committees

46. The Board shall be responsible for the appointment of Select Committees to carry out specific duties and assist the Board as required. Select Committees:
 - i. have the authority to appoint and remove any or all employees and agents of the Association not elected or appointed by the Board and settle the terms of their employment and remuneration;
 - ii. shall exercise such other powers and responsibilities as the Board may from time to time assign to them; and
 - iii. attend and represent the interest of the Association at any meeting of the other sections of The Regiment and Public.

Finance

47. The Secretary shall receive all monies paid to the Association and be responsible for the deposit of same in whatever bank, Trust Company, Credit Union, or Treasury Branch the Executive Committee may order.
48. The Treasurer shall properly account for the funds of the Association and keep such books as may be directed. He shall present a full detailed account of receipts and disbursements to the Executive whenever requested and shall prepare for submission to the Annual General Meeting (AGM) a statement duly audited of the financial position of the Association.

Books and Records

49. The books and records of the Association shall be administered according to the retention and disposal schedules approved by the Board. The Board from time to time may establish appropriate access policies and procedures relating to the current and archival records and books of the Association.
50. The books and records of the Association may be inspected by any member provided that at least three (3) days' notice of intention to inspect the books and current records is given to the Secretary. The Secretary will make the current books and records available to the inquiring member at a mutually agreed time and place. Board members shall, at all times, have access to the books and records.
51. The preparation and custody of the minutes of proceedings of the Association and of the Board and other books and records of the Association shall be the responsibility of the Board. At the end of the fiscal year or at the end of a definite term, retiring officers, Board members and committee chairmen shall convey to the Secretary all books and records of the Association and if the Secretary has finished, they shall convey all records to the incoming Secretary.

52. Notwithstanding the above and subject to the *Act*, no member shall be entitled to discovery of any information respecting any detail or conduct of the Association's business which, in the Board's opinion would be detrimental to the interest of the members of the Association to communicate to the public. The Board may from time to time meet to determine whether or to what extent or what time and place and under what conditions or regulations the accounts, records and documents of the Association or any of them shall be open to the inspection of members. No member shall have any rights of inspecting any account, record and document of the Association except as conferred by the *Act* or authorized by the Board or by resolution passed at the AGM.
53. The Regimental Museum and Archives shall be the repository of archival records of the Association.

Audit

54. The fiscal year for the Association shall be from 1 January until 31 December, the same year.
55. The Audit Committee will complete an audit of the Association's financial statement no later than 31 March of the following year in order that an audited financial statement may be presented at the AGM, held in April in conjunction with the Regiment's annual St. Julien's commemoration.

Dissolution

56. Upon dissolution of the Association, any assets of the Association remaining after the satisfaction of its debts and liabilities, shall be transferred or given to an organization, the objectives of which are similar to the Objectives of this Association, as may be determined by the members at the time of dissolution, and if affects cannot be given to this provision, then such funds shall be given or transferred to some other organization, provided that organization shall be recognized by Canada Revenue Agency or its successor organization as a charitable organization or trust under the *Income Tax Act* of Canada, and in such a way as to ensure that no direct benefit may accrue to any member or members of the Association.

Borrowing Powers

57. For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the membership, and in no case shall debentures be issued without the sanction of a special resolution of the Association.
58. The Board 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/or interest may be made available for the purpose of furthering the interest of the Association in accordance with such terms and conditions as the Board may prescribe.

Corporate Seal

59. The Association may seal any document without the use of an impressed seal.
- 60.

Publications

61. Such publications as the Association may undertake shall be distributed to all members of the Association and otherwise as authorized by the Board and, with or without charge, as determined by the Board.

Association Dress Code

- 62. Members of the Association shall wear the Association Blazer on all formal occasions. The blazer is of the same design as the Regimental blazer. It may be single or double-breasted, single or double vented, with two lower patch pockets and one left breast pocket to receive the Regimental Blazer Crest. All members of the Association may wear suitable Blazer and approved Crest when appropriate.
- 63. Association members who formerly served with the Calgary Highlanders are permitted to wear the Regimental pattern Glengarry with the particular type of cap badge that the member wore during their service when appropriate.

Association Flag

- 64. The Association shall display on all formal occasions and meeting the Association flag.
- 65. The Association Flag shall be that specified in the Regimental book.

Association Crest

- 66. The official crest of the Association shall be the Regimental crest of the Calgary Highlanders.

Branches

- 67. The Association may establish local or regional branches in Canada or elsewhere as the Board may, by resolution, determine. Any branches so authorized shall have the sole authority to accept individuals, who are qualified, as members of the Association.
- 68. If any Branch Representative is replaced during the year, the new Representative must be elected by majority vote at a Branch meeting. The Branch shall immediately notify the Association Secretary of the election being made.

Changes to By-Laws

- 69. By-Laws can only be rescinded, altered, or added to by a special resolution.

Dated: _____

Signature: _____

Print Name: _____

Address: _____

City /Town: _____ Province: _____ Postal Code: _____

Signature: _____

Print Name: _____

Address: _____

City /Town: _____ Province: _____ Postal Code: _____

Signature: _____

Print Name: _____

Address: _____

City /Town: _____ Province: _____ Postal Code: _____

Signature: _____

Print Name: _____

Address: _____

City /Town: _____ Province: _____ Postal Code: _____

Signature: _____

Print Name: _____

Address: _____

City /Town: _____ Province: _____ Postal Code: _____

Witness

Signature: _____

Print Name: _____

Address: _____

City /Town: _____ Province: _____ Postal Code: _____