

**The Newfoundland and Labrador Branch
The Naval Association of Canada (NLNAC)
NLNAC CONSTITUTION
(Amended to March 11, 2020)**

ARTICLE 1: Name

The Name of the organization shall be the Newfoundland and Labrador Branch, Naval Association of Canada (NLNAC), and shall hereinafter be referred to as the “**Branch**”.

ARTICLE 2: Offices

The offices of the Branch shall be in the city of St. John's, in the province of Newfoundland and Labrador, and its address shall be as the Board of Directors may from time to time determine.

ARTICLE 3: Mission

The Mission of the Branch is "**To Promote Effective National Maritime Security for Canada**"

ARTICLE 4: Aims

In support of the Mission, the Aims of the Branch shall be:

- 4.1 to support both the Regular and Reserve forces of the Royal Canadian Navy and the Royal Canadian Sea Cadets and Navy League Cadets
- 4.2 to support the Naval Association of Canada, its other Branches, the Navy League of Canada, the RCN Association and other like organizations;
- 4.3 to promote public awareness of the importance to Canada of an effective maritime defence force.
- 4.4 to maintain a strong and active Branch membership through a program of activities which keeps its members up to date on maritime matters and which responds to their needs and interests;
- 4.5 to support organizations and individuals engaged in preserving all aspects of Canada's Maritime History, with special effort to encourage and help members of the Branch to record and print their personal naval experiences;
- 4.6 to foster comradeship and to maintain friendship amongst the membership particularly retired and serving Naval Officers and Personnel.

ARTICLE 5: Membership

5.1 Regular Member:

5.1.1 Any retired or serving member of the regular or reserve components of the Royal Canadian Navy or the navy of any Commonwealth or foreign country;

5.1.2 Any citizen of Canada who supports the Mission and Aims of the Branch;

5.2 Associate Member:

A spouse or partner of a Regular Member may, upon application approved by the board, become an Associate Member of the Branch, which is a non-voting, social member of the branch without membership in NAC;

5.3 Honorary Member:

The board of Directors may, at an Annual General Meeting, appoint an individual(s) as an Honorary Member(s) of the Branch;

5.4 Transfer of Membership:

Any member in good standing of any other Branch of the NAC, upon application and subsequent admission to membership in the Branch, shall not be required to pay dues for the balance of the year for which dues have already been paid to any other Branch.

ARTICLE 6: Dues

The annual membership dues shall be determined by the Board and approved by the Annual General Meeting. The deadline for receipt by the Treasurer of annual membership dues shall be March 31.

ARTICLE 7: Financial Year

7.1 The financial year of the Branch shall be January 1 to December 31.

7.2 The financial report of the Branch, audited or unaudited as determined under Article 15 hereof, shall be prepared and circulated to the membership and submitted for approval at each Annual General Meeting.

ARTICLE 8: Officers and Directors

8.1 Officers:

The Officers of the Branch shall be: the President, the Vice-President, the Secretary, the Treasurer and the National Director (if the National Director is not the President).

8.2 Board:

There shall be a **Board of Directors (the Board)** consisting of the Officers, the immediate Past-President and **at most** six Directors.

8.3 Patron:

The Board may request the Lieutenant Governor of Newfoundland and Labrador to accept the position of Branch Patron. The term of office would coincide with that of the Lieutenant Governor.

8.4 Honorary Counsel:

The Board may appoint an Honorary Counsel who shall serve at the pleasure of the Board in an advisory capacity to and be an ex-officio, non-voting member of the Board and shall, if requested by the President, act as chair of the Constitution Committee.

8.5 Ex-officio Board Members:

8.5.1 A Branch member who is an Officer or a Director of the National Executive of NAC, shall also be an ex-officio member of the Board, with full voting rights during his/her term of office on the National Executive.

8.5.2 The Commanding Officers of CFS St. John's, HMCS Cabot, HMCS St. John's and the President of the Crow's Nest Officers' Club shall be ex-officio voting members of the Board and members of the Branch.

ARTICLE 9: Election of Officers and Directors

9.1 The Officers and Directors of the Branch shall be elected at the Annual General Meeting, to hold office until the next AGM. Prior to each AGM, the Board shall appoint a Nominating Committee which shall seek candidates for election to the Board of Directors and submit a Report to the AGM. The Nominating Committee shall normally be chaired by the Past President. Nominations from the floor at an AGM shall be permitted.

9.2 The Board may fill any vacancies by appointing suitable candidates from among the membership to serve for the remainder of the term of the vacated position.

ARTICLE 10: Duties of Officers

10.1 President:

The President shall preside at all meetings of the Branch and of the Board and shall be an ex-officio member of all committees. The President shall be responsible for the general management and supervision of the affairs and business of the Branch;

10.2 Vice-President:

The Vice-President shall, in the absence of the President, perform all the duties of the President.

10.3 Secretary:

The Secretary shall (i) attend all meetings of the Branch and all meetings of the Board and record minutes of all proceedings; (ii) give all notices as required; and (iii) be the custodian of all Branch documents, papers, and records.

10.4 Treasurer:

The Treasurer shall (i) keep accurate accounts of all Branch financial transactions; (ii) deposit receipts in a financial institution approved by the Board; (iii) disburse funds as approved by the Board, provided all cheques are signed by the Treasurer and one other Officer; (iv) provide a financial report to the Board upon request and to the members at the Annual General Meeting; (v) maintain a list of members in good standing.

10.5 Past President:

The Past President shall carry out any duties as assigned by the President and/or the Board and shall normally be the Chair of the Nominating Committee.

ARTICLE 11: Branch General Meetings

11.1 Annual General Meeting:

The Branch AGM shall normally be held in the Spring of each year at such place and time as the Board may determine, provided that members have been notified of such meeting at least ten days prior to the scheduled date of the meeting. The business of the AGM shall include:

- (a) the receipt of Reports from the President, the Treasurer, Board Committees including the Report of the Nominating Committee.
- (b) The election of officers and directors conducted by the Chair of the Nominating Committee.
- (c) the appointment of Auditors unless dispensed with under Article 15.
- (d) the transaction of any other business as may be brought before the meeting.

11.2 Special General Meeting:

- (a) The President or any three Directors may call a Special General meeting of the Branch to be held at such time and place as stated in the meeting call.
- (b) Special General meetings shall also be called by the Board upon the request in writing of at least (10) ten percent of the voting membership of the Branch.
- (c) The notice of any Special General Meeting shall be e-mailed or otherwise communicated to each member at least seven days before the scheduled date of the meeting and such notice shall state the purpose of the proposed meeting.

11.3 The **quorum** for a General Meeting of the Branch shall be (10) ten members, present, in person or by proxy.

ARTICLE 12: Board of Directors Meetings

12.1 The Board may meet at such time and place as it may from time to time determine.

- 12.2** Board meetings may be called at any time by the President.
- 12.3** The Secretary shall, at least (48) forty-eight hours prior to a scheduled meeting notify the Officers and Directors of the time and place of each meeting.
- 12.4** The **quorum** for a Board meeting shall be (5) five members present, in person or by telephone, or by other electronic device that permits two-way audio communication.

ARTICLE 13: Voting

- 13.1** Each member in good standing shall be entitled to one vote at a general meeting of the Branch.
- 13.2** Each question arising at any Board meeting shall be decided by a majority vote. In case of a tie vote, the President shall cast a second vote.

ARTICLE 14: Naval Association of Canada National Director

The Branch member, if any, elected to the National Board of Directors of the Naval Association of Canada shall be the representative of the Branch and shall report the proceedings of the NAC Board to the NLNAC Board when deemed appropriate.

ARTICLE 15: Auditor

Upon motion, an Auditor may be appointed at each Annual General Meeting, to hold office until the next Annual General Meeting or the membership may dispense with the appointment of an auditor and approve the use of unaudited financial reports.

ARTICLE 16: Committees

16.1 Committee Chairs:

The President shall be responsible for appointing Committee Chairs. The Chair of a Committee shall have the power to add members in order to fulfil its assigned mandate.

16.2 Standing Committee - Social:

The Social Committee shall be responsible to develop and organize an interesting program of Branch social and other activities designed to promote the fellowship of its members.

16.3 Standing Committee - Membership:

The Membership Committee shall maintain an up-to-date Branch membership list including contact information and seek and attract new members for the Branch.

16.4 Standing Committee – Constitution

The Constitution Committee shall monitor the constitution of the Branch and shall report suggested amendments to the Board from time to time.

16.5 Other Committees:

The Board may create such other Ad-Hoc Committees as it may deem appropriate, with membership to hold office at the pleasure of the Board, and to act in an advisory capacity on

matters mandated by the Board.

ARTICLE 17: Reimbursements to and Liability of Members

- 17.1** An Officer, Director or Member shall not be liable for any debts or obligations of the Branch, past or present, except for the payment of his/her own dues, unless it shall be determined that the debts or obligations were incurred without proper authorization.
- 17.2** An Officer, Director or member of the Branch may not disburse any Branch funds without the authorization of the Board of Directors.
- 17.3** The name, mailing list or official insignia of the Branch shall not be used for any purpose not associated with the business of the Branch without authorization of the Board. Any such authorization shall be confirmed in writing by the President.
- 17.4** The Board may approve reasonable expenses incurred by a Member, Director or Officer incurred while carrying out duties of the Branch.

ARTICLE 18: Amendments

This constitution may be amended by a two-thirds majority vote of members in good standing voting at an Annual or Special General meeting of the Branch, provided proposed amendments have been circulated to the membership by the Secretary at least 15 days prior to the scheduled meeting.

ARTICLE 19: Dissolution

- 19.1** The Branch may be dissolved upon a two-thirds (2/3) majority vote of the membership present in person or by proxy filed with the Secretary, or designate, prior to the commencement of the meeting, at a Special General Meeting called for such purpose.
- 19.2** Upon dissolution, after payment of all its debts and liabilities, upon a similar two-thirds majority vote at a Special; General Meeting as in Article 19.1, the remaining property Branch shall be distributed as the membership shall direct to organizations in Newfoundland and Labrador the undertakings of which are charitable or beneficial to the community and of complimentary purpose to the aims of the Branch or to the NAC Endowment Fund, or a combination thereof.

Amended and Approved by Annual Meeting, March 11, 2020