

Governance Committee Report

Bruce Belliveau 17 June 2025

The majority of the Governance Committee work was done as a Committee of the Whole as the number of Directors was reduced over the year with no new nominations forthcoming. Most of the work over the year was related to drafting and approving Terms of Reference for all the executive positions (President, Vice President, and Treasurer), Executive Director, and Coordinator and for all the committees of the Board. You can find these ToR attached.

As well, Kevin Goheen resigned to coincide with the AGM and will be leaving at the end of June. Tim Addison, Ottawa Branch President suggested that we seek a volunteer to take on the financial responsibilities and it was agreed that that Anthony Onwuama, Finance Manager, BAE Systems Canada be brought on board to fill this role. The turnover has taken place and will be finalized with end June entries. The remainder of the ED duties will be looked at to determine, if for the time being they can be carried out by branch members. Alongside this, preliminary discussions have taken place with both the Canadian Memorial Naval Trust and the RCN Benevolent Fund to see if there is a way we could share staff to meet the needs of each organization, thus reducing the overall administrative cost for each. This will be a work in progress and subject to further study and discussion by the Board.

Related to the comment above on the dwindling number of Directors, a retreat of the Board and all Branch Presidents was held in Ottawa in April 2025 to determine the best way ahead for the structure and function of the National Board. It was agreed at that time that it would be on the best interests of the National organization and the Branches if each Branch had a director on the board. Nominally, it would be each Branch President but in three cases branches asked to nominate a different person to the National Board. It was also agreed that the current Directors would stay on the board until the end of their term thus maintaining some experience until the new directors settle in. As a result of these changes there was a requirement to amend Section 5 of the By-Law Number 1 to reflect the new structure. In the draft agenda you will find the amended By-Law and motions seeking approval of this amendment by the AGM. If approved, it will allow the slate of nominees for directors to stand for approval by the AGM later in the meeting.

This new structure will allow the National Board to better staff the committees and will hopefully lead to better informed branch memberships and presumably greater involvement by the memberships.

Motion: That the new structure of the NAC Board be approved.

Motion: That revised By Law no 1 be approved.

Appendix to the Governance Committee Report June 2025

Documents to follow:

1. Terms of Reference President (2 pages) (approved 5 February 2025)
2. Terms of Reference Vice President (1 page) (approved 5 February 2025)
3. Terms of Reference Treasurer (approved 5 February 2025)
4. Terms of Reference Executive Director (2 pages)
5. Terms of Reference Coordinator (1 page)
6. Terms of Reference Awards Committee (2 pages) (approved 11 September 2024)
7. Terms of Reference Finance and Investment Committee (2 pages) (approved 11 September 2024)
8. Terms of Reference Governance Committee (3 pages) (approved 5 February 2025)
9. Terms of Reference Membership Committee (3 pages) (approved 11 September 2024)
10. Terms of Reference Naval Affairs Committee (3 pages) (approved 11 September 2024)
11. Terms of Reference Nominating Committee (2 pages) (approved 11 September 2024)
12. Revised By Law no 1 (18 pages)

1. Introduction

- a. The President provides leadership to the Naval Association of Canada (NAC), guiding its activities, and developing relationships in the best interests of the Association. In performing this role, the President works with the Executive Director to manage the activities of the NAC, implement the strategic plan and policies of the NAC, and foster effective relations with the NAC members and stakeholders.
- b. The presidency is a senior governance position elected on an annual basis. The time required is more than that required of a Director, but less than a full time employee.
- c. The President, while working closely with the Executive Director, retains an independent perspective to best represent the interests of the NAC, the members, and Board.

2. Working with management

The President will:

- a. Act as a sounding board for and provide counsel to the Executive Director, including helping to identify problems and solutions, reviewing strategy, maintaining accountability, building relationships and ensuring the Executive Director is aware of concerns of the Board and NAC members.
- b. Lead the Board in the ongoing process of monitoring and evaluating the performance of the Executive Director.
- c. Ensure strategic plans, the annual operational plan and budget, capital budgets, and quarterly/year-end reports are considered by the Board.
- d. Ensure the Executive Director reports on senior management development and succession plans, at least annually.
- e. With the Executive Director and where applicable:
 1. Provide input into long range goals.
 2. Monitor achievement of goals and objectives.
 3. Provide linkage to other organizations.
 4. Promote attendance at Board and committee meetings.
 5. Plan agendas for Board meetings.
 6. Plan committee composition.
 7. In consultation with the NAC Governance Committee, recommend the adjustment of committee mandates and align committee work plans, as required.
 8. Foster a constructive and harmonious relationship between Board and management.
- f. Ensure the By-laws are adhered to.

3. Managing the activities of the Board

The President will:

- a. Provide leadership to the Board.
- b. Ensure the Board has full governance of the Association's business and affairs and is alert to its obligations to the Association, to NAC members, to management, and under the law.
- c. Assist the Board in reviewing and monitoring the strategy, policy, and directions of the Association, and the achievement of its objectives.
- d. Ensure there is cohesion of direction and purpose at a policy and strategic level.

- e. Foster a culture of accountability and responsibility and promote a positive, team-based working environment within the Board.
- f. Monitor the effectiveness of the Board.
- g. Communicate with the Board to keep it current on major developments and emerging issues.
- h. Direct management to ensure the Board has sufficient information to permit it to make decisions.
- i. Set the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by Board.
- j. Establish annually, in advance, the Board meeting schedule.
- k. Ensure Directors have an opportunity to provide input to Board meeting agendas.
- l. Coordinate the agenda, information packages, and related events for Board meetings with the Executive Director.
- m. Chair Board meetings, as invited by the Executive Director
- n. Ensure Board meetings are conducted in an efficient, effective, and focused manner.

4. External meetings and communications

The President will:

- a. Chair the annual and special meetings of members, as invited by the Executive Director.
- b. Serve as the official spokesperson of the Association but may delegate this responsibility.
- c. In coordination with the Executive Director, act as the Association's principal representative in dealings with the governing leadership of other organizations.
- d. In coordination with the Executive Director, ensure management and, where applicable the Board, are appropriately represented at official functions and meetings.

5. Succession planning

The President is responsible for ensuring succession planning is in place for the Executive Director and will provide oversight to the Executive Director recruitment process.

1. Introduction

- a. As set out in the By-law, the Vice President shall have such powers and duties as the President may from time-to-time delegate or as the Board may prescribe. The Vice President shall be vested with all the powers and perform all the duties of the President in the absence or disability (including a leave) of the President.
- b. The President and the Vice President are elected annually by Board. In preparation for the likelihood that they may be elected to the presidency, appropriate training will be provided for the Vice President to enable them to better fulfil their future duties and responsibilities. Such training shall include having served on, or having been exposed to, most or all the committees of the Board prior to running for the presidency. If formally delegated by the President, the Vice President may act as an *ex officio* member of a committee in place of the President.

2. Duties and responsibilities

The Vice President will:

- a. Advise and regularly consult with the President and the Executive Director on governance matters and strategic issues.
- b. Where appropriate, in consultation with the President and/or the Executive Director and, at the discretion of the President, to act as the Association's representative in dealings with the governance leadership of external organizations as well as attending official functions and meetings.
- c. In the absence of the President, chair Board meetings.
- d. Chair the Governance Committee.
- e. Advise and consult with the President regarding the President's annual recommendations for the composition of the committees of Board.
- f. The Vice President shall undertake the responsibilities of the President if for some reason the President is unable to undertake the President's responsibilities or resigns. The Vice President will act as President for the completion of the current President's leave, term, or until Board elects a new President, whichever occurs first.

1. Introduction

- a. As set out in the By-law, the Treasurer reviews, on a regular basis, the finances of the Naval Association of Canada, reports to the Board at each of its meetings on the financial status of the NAC, ensures that the annual audit is conducted as required under the NAC's Constitution and the by-laws, and provides financial advice to the Executive Director and the Board.
- b. Under the bylaws of the NAC, the Treasurer is a Board member elected by the members of the Board.
- c. The tenure of the Treasurer will normally be up to two years and is renewable limited only by the total term of the individual's appointment to the Board.

2. Duties and responsibilities

The Treasurer will:

- a. Ensure that all external financial reporting adheres to generally accepted accounting principles (GAAP).
- b. Ensure that all government withholdings, remittances, income tax filings are made by the due dates.
- c. Ensure that no borrowing, whether short-term or long-term, is made without prior approval of the Board.
- d. Ensure that adequate liability protection for Board members, other volunteers and staff is maintained through indemnification and/or insurance.
- e. Ensure that accounting and finance systems are protected through internal controls adequate to reasonably protect the NAC.
- f. Chair the Finance and Investment Committee as a voting member.
- g. Approve agendas for the Finance and Investment Committee, as well as approve for circulation draft minutes of Finance and Investment Committee meetings.
- h. Oversees the tax receipting process

1. Introduction

- a. As set out in the By-law, the Executive Director is responsible to the President for the efficient administration of the day-today affairs of the Naval Association of Canada on behalf of the President and the Board. The Executive Director is appointed by the Board and serves at the pleasure of the Board. The Executive Director shall ex officio have the right to attend, and to speak to, all meetings of the Board, but shall have no rights to vote at them
- b. Under the by law of the NAC, the Executive Director is normally appointed as Secretary.
- c. The Executive Director is normally a paid contractor or employee.

2. Duties and responsibilities

The Executive Director will:

- a. Act as the primary resource for the Board, Executive, and Committees.
- b. Collaborate with the Chair and Vice-Chair to identify issues, develop or cause to develop meeting agendas, develop or cause to develop background information and recommend policies for Board approval.
- c. Facilitate the development of NAC's vision, mission and strategic plan for Board approval.
- d. Develop strategies through which growth and goals can be attained.
- e. Develop operating plans that are consistent with Board goals and objectives.
- f. Conduct research and environmental scans and facilitating reviews of the priorities as needed.
- g. Ensure the Board is provided with regular financial reports, contract or other compliance reports and developing the annual budget and operating plans with recommendations regarding resources required to address established priorities.
- h. Maintain frequent communication with the Board Chair and/or the Board as required.
- i. Prepare or cause to be prepared materials for Board meetings and ensuring delivery to Board Members seven days in advance of the meetings (when possible).
- j. Advise the Board if they, in the Executive Director's opinion, are not in compliance with the policies, roles and responsibilities of the Board.
- k. Act as an ex officio member of the Board
- l. Manage the records of the Board

Specifically, the Executive Director will support the following functions:

a. Operations and Management

- a. Managing the NAC's operations efficiently and effectively, including stewardship of resources, following Board-approved policies and procedures, and concurrently establishing internal operating policies and procedures.
- b. Supporting the work of committees to ensure the effective operation of the NAC.
- c. Drafting and revising policies, with appropriate consultation, for review and approval by the Board and following through with implementation procedures and/or actions as required.
- d. Executing the operating plan through delegation, organization and resource allocation.

- e. Monitoring operational and financial performance and implementing appropriate responses.
 - f. Managing the finances to ensure that capital is sufficient to meet regulatory requirements and growth objectives.
- b. Risk Management**
- a. Providing the Board with reports regarding risks associated with the NAC's regulatory and operational roles.
 - b. Ensuring that procedures are in place that allow the NAC to operate effectively in the event of an extended or unexpected absence of the Executive Director or other key positions.
- c. Controls and Secretarial**
- a. Establishing internal, financial, non-financial and organizational controls and information systems.
 - b. Entering or cause to be entered in the Naval Association of Canada's minute book, minutes of all proceedings at such meetings; give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; be the custodian of all books, papers, records, documents and other instruments belonging to the Naval Association of Canada.
 - c. Submitting Executive Director expense claims and credit records to the Treasurer for review and approval.
- d. Human Resources**
- a. Establishing a positive, healthy and safe work environment in accordance with all relevant legislation and regulations.
 - b. Ensuring the proper implementation of human resources policies, procedures and practices when managing staff and recommending appropriate changes and/or updates to the Board.
 - c. Determining all recruitment, staffing and contractor requirements for efficient organizational management.
 - d. Supporting, coaching, and evaluating staff through performance reviews, maintaining current job profiles and taking appropriate disciplinary actions where required.
 - i. Developing succession and management development plans for staff.
 - ii. Ensuring that all employees are fairly and appropriately compensated and recognized for their contribution to the NAC.
- e. Vendor and Contract Management**
- a. Negotiating business/contractual relationships with vendors and service providers.
 - b. Overseeing contract terms and deliverables from vendors and service providers
 - c. Exploring market availability in the development or renewal of new vendor or service provider relationships when the dollar value exceeds \$15,000
- f. Stakeholder Management**
- a. Serving as the primary point of contact for the NAC.
 - b. Overseeing the NAC's communications strategies.
 - c. Collaborating with key stakeholders.
 - d. Complying in a timely manner with communications requirements in regulatory and statutory provisions.

1. Introduction

- a. The Coordinator is responsible to the Executive Director for the efficient administration of the day-to-day affairs of the Naval Association of Canada. The Coordinator is appointed by the Board and serves at the pleasure of the Board.
- b. The Coordinator is normally a paid contractor or employee.

2. Duties and responsibilities

The Coordinator will:

- a. Provide administrative support to the Executive Director in organizing Board meetings and Board Committee meetings including scheduling, Board packages, logistics, and record keeping.
- b. Provide support to the Board in maintaining the events and meeting calendar, including support to Committees as needed, and liaising with people involved.
- c. Be responsible for National Events, and provide event logistic support including, booking venues and other contractors, vendor management, coordinating logistics, and on-site support.
- d. Assist the Membership Committee and Branches with the maintenance of the member database, especially for those Branches who do not utilize the online membership management program; and support the Executive Director in relation to membership outreach and campaigns, and campaigns for the Endowment Fund.
- e. Assist the Executive Director and National Treasurer with the tracking of funds between the membership management system and NAC's bank account, as well as to and from the Branches and Endowment Fund.
- f. Work with the National Treasurer and Branch Treasurers, to ensure accurate tax receipts are delivered on time.
- g. Assist with sponsorship and sponsor fulfilment, working with the Editor for STARSHELL advertisements.
- h. Assist with office administration, including facilities and supplies management.
- i. Provide flexible administrative and logistics support to colleagues during busy times.

AWARDS COMMITTEE TERMS OF REFERENCE

1. PURPOSE

The NAC Awards Committee is established by the President of the NAC to provide recommendations on Medallion Awards, Certificates of Appreciation, and Presidential Letters of Recognition. The Committee will also develop and monitor policies on the Awards process.

2. COMPOSITION AND QUORUM

The Awards Committee is composed of the Vice President (Chair) and no less than two Directors of the Board. Members ideally will represent different geographic areas. If the Vice President position is open, the Board may appoint another Director as Chair.

The Board, on the recommendation of the Board Chair, appoints the Committee members and Chair.

A majority of members of the Awards Committee constitutes a quorum.

Members will normally be appointed for a three-year term, which may be renewed for one or more terms.

3. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Awards Committee:

- a) at least every two years, reviews Awards policies and practices of the NAC, and make recommendations for new or revised policies and practices as required,
- b) reviews and assesses the award nominations and make recommendations to the Board regarding their approval or other considerations, and
- c) assumes other related responsibilities as assigned by the Board.

4. MEETINGS

The Awards Committee meets at least once per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members.

5. REPORTING

The Committee reports to the Board by distributing a high-level summary at the next Board meeting. The summary details the work of the Committee (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda.

6. STAFF SUPPORT

The Board Chair provides staff support to the Committee. The Committee Chair will delegate one of its members as Secretary to the Committee.

7. EXTERNAL ADVISORS

The Committee may engage independent advisors at the expense of NAC when it deems necessary, subject to the approval of the Board.

8. RESPONSIBILITY FOR POLICY REVIEW

The Committee has responsibility to review policies at least every two years, and more frequently if necessary.

9. COMMITTEE TIMETABLE

The timetable for the Awards Committees activities is reflected in the calendar as set out in Appendix A.

Appendix A: Awards Committee Calendar					
	Date	Date	Date	Date	Date
1. Reviews Award Policies and practices	Every 2 years				
2. Reviews relevant portions of the Administration Manual				Oct	
3. Reviews nominations		Jun			

1. PURPOSE

The NAC Finance and Investment Committee (FIC) is established by the President of the NAC to provide advice on budgets, financial reporting, audits and investments. The Committee will develop and monitor policies on the investment of NAC's accumulated surplus and other financial matters.

2. COMPOSITION AND QUORUM

The FIC Committee is composed of the National Treasurer (Chair), the NAC Endowment Fund Treasurer, two Directors of the Board and up to three Branch Treasurers.

The Board, on the recommendation of the Board Chair, appoints the Committee members and chair.

A majority of members of the FIC constitutes a quorum.

Members will normally be appointed for a three-year term, which may be renewed for one or more terms.

3. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the FIC:

- a) at least every two years, review financial policies of the NAC, and make recommendations for new policies as required;
- b) develop the financial policies to be incorporated in the NAC Administration Manual;
- c) recommends to the Board the Reviewer of the NAC's annual financial statements;
- d) reviews the NAC's annual financial statements;
- e) develop and review the Investment Policy (IP) for NAC investments for approval by the Chair of the NAC Board. The FIC should ensure a diversified portfolio approach that provides the best means of maximizing investment returns while minimizing the risk of investment loss and excessive volatility. In addition, the FIC should consider the day-to-day operational needs, capacity building, new initiatives, contractual and trust commitments, and capital investment/reinvestment;
- f) implement or amend investment strategy within the range established by the IP;
- g) make recommendations to the Chair of the NAC Board concerning the contracted fund management of the investment portfolio, as required, and
- h) assumes other related responsibilities as assigned by the Board.

4. MEETINGS

The FIC meets at least two times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members.

5. REPORTING

The Committee reports to the Board by distributing a high-level summary at the next Board meeting. The summary details the work of the Committee (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and what is coming up on the

Committee's agenda.

6. STAFF SUPPORT

The Board Chair provides staff support to the Committee. The Committee Chair will delegate one of its members as Secretary to the Committee.

7. EXTERNAL ADVISORS

The Committee may engage independent advisors at the expense of NAC when it deems necessary, subject to the approval of the Board.

8. RESPONSIBILITY FOR POLICY REVIEW

The Committee has responsibility to review policies at least every two years, and more frequently if necessary (e.g., based on legislative changes, or ongoing development of finance and audit best practices).

9. COMMITTEE TIMETABLE

The timetable for the FIC's activities is reflected in the calendar as set out in Appendix A.

Appendix A: Finance and Investment Committee Calendar					
	Date	Date	Date	Date	Date
1. Review financial framework and applicable Board and organizational policies	Every 2-3 years				
2. Reviews Investment Policy	As required				
3. Reviews Investment Strategy	As required				
4. Reviews Administration Manual				Oct	
5. Recommends Reviewer	Mar				
6. Reviews Financial Statements		Jun			

1. PURPOSE

The purpose of the Governance Committee is to develop and recommend NAC's approach to good governance and NAC's governance framework, support and oversee Board Member recruitment, and to lead processes to support and evaluate the effectiveness of the Board, Committees and individual Board Members.

2. COMPOSITION AND QUORUM

The Governance Committee is composed of up to four Directors of the Board and is Chaired by the Vice President.

The Board, on the recommendation of the Board Chair, appoints the Committee members and Chair.

A majority of members of the Governance Committee constitutes a quorum.

Members will normally be appointed for a three-year term, which may be renewed for one or more terms.

3. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Governance Committee:

- a) at least every two years, reviews the governance framework (including written policies) for NAC and advises the Board regarding:
 - i) areas of concern;
 - ii) best practices; and
 - iii) recommended changes;
- b) ensures appropriate structures and procedures are in place to allow the Board to function effectively;
- c) annually reviews the composition of the Board as a whole and recommends, if necessary, changes to the Board Competency Matrix to ensure the desired Board makeup includes an appropriate balance of knowledge, experience, skills, expertise and diversity;
- d) annually or as vacancies arise, works with the Board Chair and President to identify any gaps that should be filled in new board Member candidates and recommends to the Board the desired skills and experience for potential new Board Members;
- e) in respect of appointed Board Members, works with the Board Chair and Executive Director to identify potential candidates for appointment to the Board;
- f) ensures programs are in place for new Board Member orientation and ongoing professional development;
- g) assists and supports the annual review processes for evaluating the effectiveness of the Board, the Board Chair, Committees and individual Board Members
- h) periodically reviews and assesses NAC's communications to stakeholders and the general public with respect to its policies and practices in the area of governance, including the communication contained on NAC's internal and external websites;
- i) annually reviews and ensures the adequacy of NAC's Code of Conduct for Board Members;

- j) annually obtains Code of Conduct Declarations from Board Members;
- k) addresses Code of Conduct issues as delegated to the Committee by the Board; and
- l) assumes other related responsibilities as assigned by the Board.

4. MEETINGS

The Governance Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members.

5. REPORTING

The Committee reports to the Board by distributing a high-level summary at the next Board meeting. The summary details what the Committee has been working on (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda.

6. STAFF SUPPORT

The Board Chair provides staff support to the Committee. The Committee Chair will delegate one of its members as Secretary to the Committee.

7. EXTERNAL ADVISORS

The Committee may engage independent advisors at the expense of NAC when it deems necessary, subject to the approval of the Board.

8. RESPONSIBILITY FOR POLICY REVIEW

The Committee has responsibility to review at least every two years, and more frequently if necessary (e.g., based on legislative changes, or ongoing development of governance best practices) Board and Board-approved organizational policies.

9. COMMITTEE TIMETABLE

The timetable for the Governance Committees activities is reflected in the calendar as set out in Appendix A.

**Appendix A: Governance
Committee Calendar**

	Date	Date	Date	Date	Date
1. Review governance framework and applicable Board and organizational policies	Every 2-3 years				
2. Oversee orientation for new Board Members	As required				
3. Recommend and lead professional development for Board Members	As required				
4. Review Board evaluation processes and recommend appropriate process for upcoming year; lead evaluation process a. Board evaluation started b. Board evaluation completed	Feb	May	June		
5. With Board Chair, review skills and experience required on Board and confirm or amend Competency Matrix	As required				
6. Appointed Board Members: With Board Chair and President, identify and recommend candidates for Board appointment	As required				
7. Elected Board Members: Liaise with constituency regarding preferred background, experience, skills	As required				
8. Review Code of Conduct for Board Members	Feb				
9. Obtain Code of Conduct declarations (annual)	Mar				

1. PURPOSE

The purpose of the Membership Committee is to develop and recommend NAC's approach to membership management issues for the Association. It shall support the development and implementation of strategies for member recruitment, retention, and address membership concerns about the "value" of membership; and develop appropriate measures to ensure success in these areas.

2. COMPOSITION AND QUORUM

The Membership Committee is composed of up to six NAC Members. To the extent possible, the composition of the Committee will reflect a cross section of the Branches across the country. Branches will each only have one representative on the committee.

The Committee Chair is selected from the National Board. If a suitable board member is not available, the President will propose a suitable Chair for the approval of the Board.

A Vice-Chair will be selected by the Chair from the Branch members of the committee for confirmation at the next Board meeting. The Vice-Chair's duties will include representing the Chair at Board meeting if the Chair is unavailable.

The Board, on the recommendation of the Board Chair, appoints the Committee members and Chair.

A majority of four members of the Membership Committee constitutes a quorum.

3. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Membership Committee:

- a) at least every two years, reviews the Membership framework (including written policies) for NAC and advises the Board regarding:
 - i) areas of concern;
 - ii) best practices; and
 - iii) recommended changes;
- b) remain current on the interpretations and application of the NAC Membership and related policies and National Board directives;
- c) ensure that membership activities comply with legislation, our bylaws, and NAC policies;
- d) remain aware of Branch membership issues and provide the National Board with recommendations to mitigate them if required;
- e) receive and review Branch requests for exemptions to the National Membership Policy for decision by the National Board;
- f) review and comment on NAC membership related proposals to the NAC Membership Policy under consideration and recommend any changes needed;
- g) advise the National Board on issues with respect to the administration of the NAC Membership Policy;

- h) provide guidance to Branches (through their President or designated Membership Director) on the NAC Membership Policy or its administration as required;
- i) In cooperation with the National Office and Branches, ensure that the new member application/member renewal process is effectively administered;
- j) Contribute to the awareness of the NAC Policy by all members;
- k) In cooperation with the Branches, communicate to potential new members the value and benefits of membership in NAC;
- l) research and report on membership best-practices in organizations similar to NAC; and
- m) assumes other related responsibilities as assigned by the Board.

4. MEETINGS

The Membership Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee chair or as requested by any two Committee members.

5. REPORTING

The Committee reports to the Board by distributing a high-level summary at the next Board meeting. The summary details on what the Committee has been working (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda.

6. STAFF SUPPORT

The Board Chair provides staff support to the Committee. The Committee Chair will delegate one of its members as Secretary to the Committee.

7. EXTERNAL ADVISORS

The Committee may engage independent advisors at the expense of NAC when it deems necessary, subject to the approval of the Board.

8. RESPONSIBILITY FOR POLICY REVIEW

The Committee has responsibility to review at least every two years, and more frequently if necessary (e.g., based on developments in Membership best practices) Board and Board-approved organizational policies.

9. COMMITTEE TIMETABLE

The timetable for the Membership Committees activities is reflected in the calendar as set out in Appendix A.

**Appendix A: Membership
Committee Calendar**

	Date	Date	Date	Date	Date
1. Review Membership framework and applicable Board and organizational policies	Every 2 years				
2. Recommend practices to grow membership	As required				
3. Review Branches' requests to not charge the "approved" National Dues			Sept		
4. Recommend National Dues level		May			

1. PURPOSE

The purpose of the Naval Affairs Committee is to create and maintain an awareness of the Royal Canadian Navy (RCN) and its importance to Canadians in terms of defense and security and the economic well-being of the country. The mission of the Committee is to inform the Canadian public, and especially decision-makers and influencers, about the RCN's current readiness and its capability and resource needs. The output of the committee is a set of documents which focus on the "what" and the "why" of the RCN so that it will be properly resourced and can continue to contribute to Canada's defense and security through presence and action at sea, both at home and abroad. The documents are published on the Association's website and in its national publication, STARSHELL.

2. COMPOSITION AND QUORUM

The Director - Naval Affairs is the Chairperson of the Naval Affairs Committee. While the committee shall consist of NAC members, others may support the committee as contributors and reviewers of documents and planners and supporters for national conferences.

The Board, on the recommendation of the Board Chair, appoints the Committee members and chair.

A contact person in each Branch, appointed by the Branch, will act as the local liaison in the community providing outreach to local decision makers and the citizenry in general.

A majority of members of the Naval Affairs Committee constitutes a quorum.

3. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Naval Affairs Committee:

- a) at least every two years, reviews the Naval Affairs framework (including written policies) for NAC and advises the Board regarding:
 - i) areas of concern;
 - ii) best practices; and
 - iii) recommended changes;
- b) ensures appropriate structures and procedures are in place to allow the Board to develop an annual plan for production of research papers, briefing notes, articles, etc. for publication on the NAC Website and in STARSHELL;
- c) develops an annual plan for NAC Monthly Speaker's Events and Naval Affairs Conferences;
- d) develops content (research papers, briefing notes, articles, etc...) for publication on the NAC Website or in STARSHELL;
- e) reviews selected papers from Canadian Forces College for suitability for publication on the NAC Website or in STARSHELL;
- f) oversees and makes recommendations on the Naval Affairs content and layout of the National website;
- g) plans and assists in the execution of NAC annual Naval Affairs conferences;
- h) establishes and maintains close liaison with academic institutions including the Canadian Defence Academy (CDA), the Royal Military College (RMC), and the Royal Military College (St-Jean) (CMR);

- i) monitors the CDA papers, the US Naval Institute Proceedings, the Naval Review and the Canadian Naval Review (CNR) and similar publications for material worth posting on the NAC website (monitoring copyright rules) or submitting to select journals (e.g. CNR);
- j) establishes and maintains close liaison with other like-minded organizations including the Conference of Defence Associations (CDA) and CDA Institute, that focus on maintaining an awareness of defence matters in Canada and abroad; and
- k) assumes other related responsibilities as assigned by the Board.

4. MEETINGS

The Committee will meet on an as required basis, at the call of the Chair.

5. REPORTING

The Committee reports to the Board by distributing a high-level summary of Naval Affairs activities at Board meetings. The summary details what the Committee has been working on (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda.

6. STAFF SUPPORT

The Board Chair provides staff support to the Committee. The Committee Chair will delegate one of its members as Secretary to the Committee, as and when necessary.

7. EXTERNAL ADVISORS

The Committee may engage independent advisors at the expense of NAC when it deems necessary, subject to the approval of the Board.

8. COMMITTEE TIMETABLE

The timetable for the Naval Affairs Committee's activities is reflected in the calendar as set out in Appendix A.

**Appendix A: Naval Affairs
Committee Calendar**

	Date	Date	Date	Date	Date
1. Review Naval Affairs framework and applicable Board and organizational policies	Every 2-3 years				
2. Monitor external research environment	As required				
3. Develop research papers	As required				
4. Develop annual plan for STARSHELL publications			Aug		
5. Develop annual plan for NAC Speaker's Evenings and Naval Affairs Conferences			Aug		

NOMINATING COMMITTEE TERMS OF REFERENCE

1. PURPOSE

The NAC Nominating Committee is established by the President of the NAC to provide recommendations on vacant positions on the Board for approval at the NAC Annual General Meeting. The Committee will also develop and monitor policies on the Nominating process.

2. COMPOSITION AND QUORUM

The Nominating Committee is composed of the Chair and no less than two other Directors of the newly elected Board. Members ideally will provide a fair representation across the association. With the approval of the Board Chair, one of the Nominating Committee members may be a suitable regular NAC member in good standing.

The Board, on the recommendation of the Board Chair, appoints the Committee members and Chair.

A majority of members of the Nominating Committee constitutes a quorum.

Members will normally be appointed for a three-year term, which may be renewed.

3. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Nominating Committee:

- a) at least every two years, review Nominating policies and practices of the NAC, and make recommendations for new or revised policies and practices as required;
- b) identifies, reviews, and assesses nominations to the Board and makes recommendations to the Board regarding the approval of them or other considerations,
- c) creates and delivers onboarding materials and processes for new Board members, and
- d) assumes other related responsibilities as assigned by the Board.

4. MEETINGS

The Nominating Committee meets at least once per year. Additional meetings may be held as deemed necessary by the Committee chair or as requested by any two Committee members.

5. REPORTING

The Committee reports to the Board by distributing a high-level summary at the next Board meeting. The summary details the work of the Committee (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda.

6. STAFF SUPPORT

The Board Chair provides staff support to the Committee. The Committee Chair will delegate one of its members as Secretary to the Committee.

7. EXTERNAL ADVISORS

The Committee may engage independent advisors at the expense of NAC when it deems necessary, subject to the approval of the Board.

8. RESPONSIBILITY FOR POLICY REVIEW

The Committee is to review policies at least every two years, and more frequently if necessary.

9. COMMITTEE TIMELINE

The timetable for the Nominating Committees activities is reflected in the calendar as set out in Appendix A.

Appendix A: Nomination Committee Calendar					
	Date	Date	Date	Date	Date
1. Reviews Nominating policies and practices	Every 2 years				
2. Reviews relevant portions of the Administration Manual				Oct	
3. Establishes upcoming vacancies on the Board and identifies individuals to fill those roles.		May			
4. Present at each Annual General Meeting the list of qualified nominations for election to the NAC Board of Directors			Jun		

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of The Naval Association of Canada / L'Association Navale du Canada,

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BE IT ENACTED as a by-law of the Naval Association of Canada / L'Association Navale du Canada as follows:

SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Naval Association of Canada / L'Association Navale du Canada, unless the context otherwise requires:

- a. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Naval Association of Canada;
- c. "Branch" means an incorporated or unincorporated association of individuals who subscribe to the values and objectives of the NAC and who wish to contribute actively to one or more of the purposes of the NAC as detailed in the Articles of Continuation and which has been accepted as a Branch of the NAC by the membership of the NAC;

d. "board" means the board of directors of the Naval Association of Canada and "director" means a member of the board;

e. "by-law" means this by-law and any other by-laws of the Naval Association of Canada as amended and which are, from time to time, in force and effect;

f. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

g. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

h. "proposal" means a proposal submitted by a member of the Naval Association of Canada that meets the requirements of section 163 (Shareholder Proposals) of the Act;

i. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

j. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

m. "officer" means an individual appointed as a national officer under section 142 of the Canada Not-for-profit Corporations Act, the chairperson of the board of directors, the President of the Naval Association of Canada, a vice-president of the Naval Association of Canada, the secretary, the treasurer, the comptroller, the general counsel, the executive director of the Naval Association of Canada, or any other individual who performs functions for the Naval Association of Canada similar to those normally performed by an individual occupying any of those offices.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 The Naval Association of Canada Seal

The Naval Association of Canada may have a seal in the form approved from time to time by the board. If a seal is approved by the board, the secretary of the Naval Association of Canada shall be the custodian of the seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Naval Association of Canada may be signed by any two (2) of its officers or directors who are authorized by the board to do so. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Naval Association of Canada to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Naval Association of Canada shall be determined by the board of directors.

1.06 Banking Arrangements

The banking business of the Naval Association of Canada shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Naval Association of Canada and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Borrowing Powers

The directors of the Naval Association of Canada may, without authorization of the members,

- a. borrow money on the credit of the Naval Association of Canada;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Naval Association of Canada;
- c. give a guarantee on behalf of the Naval Association of Canada; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Naval Association of Canada, owned or subsequently acquired, to secure any debt obligation of the Naval Association of Canada.

1.08 Investment Powers

Upon the approval of the Board of Directors, reserve funds may be invested through a reputable full-service brokerage firm. Funds held in the account will be invested in cash, high-quality fixed-income securities and equities, selected to provide growth and a reasonable level of return while keeping risk to a low-moderate level. Signing authorities shall normally be the same as for the bank account(s).

1.09 Annual Financial Statements

The Naval Association of Canada may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Naval Association of Canada and any member may, on request, obtain a copy free of charge at the registered office, ~~by prepaid mail or~~ by electronic mail.

SECTION 2 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Naval Association of Canada. Membership in the Naval Association of Canada shall be available to persons interested in furthering the Naval Association of Canada's purposes and who have applied for and been accepted into membership in the Naval Association of Canada by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Naval Association of Canada.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Naval Association of Canada to change the manner of giving notice to members entitled to vote at a meeting of members.

Commented [KG1]: Make note of this

2.03 Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders,

who are required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements of the Act.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing through their branch of the membership dues at any time payable by them and, if any are not paid within six (6) calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Naval Association of Canada.

3.02 Termination of Membership

A membership in the Naval Association of Canada is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Branch that is responsible for advising him of his dues obligations to the Naval Association of Canada in accordance with 3.01, in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Naval Association of Canada is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Naval Association of Canada, automatically cease to exist.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Naval Association of Canada for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Naval Association of Canada;
- b. carrying out any conduct which may be detrimental to the Naval Association of Canada as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Naval Association of Canada.

In the event that the board determines that a member should be expelled or suspended from membership in the Naval Association of Canada, the president, or such other officer as may be designated by the board, shall provide twenty (20) day's notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Naval Association of Canada. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Naval Association of Canada and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Naval Association of Canada to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5% (five percent) of the members entitled to vote at the meeting. If a quorum is present, in person or by proxy, at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 5 - DIRECTORS

5.01 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required. ~~The directors shall be elected to hold office for a term normally expiring not later than the close of the third annual meeting of members following the election. Directors may also be re-elected for a second term of three years. After serving the maximum of six years, a director is eligible for re-election providing they have been absent from the board for one year.~~ Replacement of a director who leaves the board before their term is completed is for the remainder of the original term of the departed director, however replacement is not required if a quorum exists.

5.02 Nomination of Directors - Procedure

Prior to each AGM, the board shall ensure a timely call for nominations from the ~~Branches members~~ is ~~made, and~~ made and shall prepare a list of candidates to recommend to the members for election as directors. ~~Each Branch will nominate an individual, normally its President, to serve as a Director on the National Board.~~ The board shall form a nominating committee consisting of not less than 2 directors from different geographical areas, one of which shall serve as chair. The executive director will assist the committee in an ex officio capacity. ~~In addition to the Branch nominees, the nominating committee may also consider other candidates chosen for their specialized expertise.~~ The nominating committee shall be formed in sufficient time to consider all nominations and forward a recommended list to the board not less than ~~one~~ week~~s~~ prior to the AGM. The list shall take into consideration any directors who were previously elected for terms exceeding the year of the AGM and who will therefore not require election to serve on the new board.

No nominations for director will be accepted after the cut-off date established by the board, including nominations from the floor of the AGM. A candidate on the list shall be elected as director if he/she receives more votes for his/her candidacy than against his/her candidacy at the AGM.

5.03 Indemnification

The Naval Association of Canada may indemnify a present or former director or officer of the Naval Association of Canada, or other individual who acts or acted at the Naval Association of Canada's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and

expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative investigative or other proceeding in which the individual is involved because of that association with the Naval Association of Canada or other entity.

5.04 Limitation

The Naval Association of Canada may not indemnify an individual under subsection (1) unless the individual;

(a) acted honestly and in good faith with a view to the best interests of the Naval Association of Canada or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Naval Association of Canada's request; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

5.05 Insurance

The Naval Association of Canada will purchase insurance for the benefit of an individual referred to in 5.02 against any liability incurred by the individual

a. in the individual's capacity as a director or an officer of the Naval Association of Canada; or

b. 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 Naval Association of Canada's request.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. A majority of the directors in office shall form a quorum for the transaction of business.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Naval Association of Canada not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 Committees

NAC By-Law Number 1
Revised ~~21 June 2025~~24

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Committee chairs, members and terms of reference shall be approved by the board. Any committee member may be removed by resolution of the board of directors.

SECTION 7 - OFFICERS

7.01 Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Naval Association of Canada, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

a. Chair of the Board - The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify. Normally, the president shall act as the chair of the board.

b. Vice-Chair of the Board - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair of the board shall have such other duties and powers as the board may specify. Normally, the vice president shall act as the vice-chair of the board

c. President - If elected or appointed, the president shall be the chief executive officer of the Naval Association of Canada and shall be responsible for implementing the strategic plans and policies of the Naval Association of Canada. The president shall, subject to the authority of the board, have general supervision of the affairs of the Naval Association of Canada. Normally, the president shall act as the chair of the board.

d. Vice President - If appointed, the vice president shall have powers and duties as the board may specify. During the absence of the president, the vice president may also have the powers and duties of that office, if so assigned by the board.

e. Secretary - If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Naval Association of Canada's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Naval Association of Canada. This appointment shall normally be held by the executive director.

f. Treasurer - If appointed, the treasurer shall have such powers and duties as the board may specify.

~~g. Immediate Past President - The immediate past president shall maintain the corporate history of the Naval Association of Canada, and shall advise the officers and the board on the lessons learned from past practices, and shall have such powers and duties as the board may specify. The immediate past president shall ex officio have the right to attend, and to speak to, all meetings of the board, but shall have no rights as such to vote thereat.~~

~~h.g.~~ Executive Director - The executive director is responsible to the president for the efficient administration of the day-to-day affairs of the Naval Association of Canada on behalf of the president and the board. The executive director is appointed by the board and serves at the pleasure of the board. The executive director shall ex officio have the right to attend, and to speak to, all meetings of the board, but shall have no rights to vote thereat

~~i.h.~~ The powers and duties of all other officers of the Naval Association of Canada shall be such as the terms of their engagement call for or the board or president requires of them.

~~j.i.~~ The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Vacancy in Office

NAC By-Law Number 1
Revised ~~21 June 2025~~24

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Naval Association of Canada. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Naval Association of Canada shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Naval Association of Canada or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Naval Association of Canada in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Naval Association of Canada to any notice or other document to be given by the Naval Association of Canada may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Naval Association of Canada has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Naval Association of

Canada are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this bylaw.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Naval Association of Canada arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Naval Association of Canada is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Naval Association of Canada as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Naval Association of Canada) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Naval Association of Canada is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or

the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 - EFFECTIVE DATE

10.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Naval Association of Canada, as enacted by the directors of the Naval Association of Canada by resolution on the 6th day of June, 2013 and confirmed by the members of the Naval Association of Canada by special resolution on the 8th day of June, 2013.

Dated as of the 24th day of February, 2014.

Kenneth Lait

Commented [KG2]: To be updated