

**80th ANNUAL GENERAL MEETING
THE NAVAL ASSOCIATION OF CANADA - L'ASSOCIATION
NAVALE DU CANADA**

Saturday 21 June 2025, Ottawa via teleconference, 1200ET

80.1 Welcome by the National President

Bruce Belliveau called the 80th AGM to order at 1205ET and welcomed all attendees. He noted low attendance even with the change to a weekend day and time. Branch Presidents were surveyed and no one day or time was preferred. There will be a review on timings of AGMs to ensure best date and time is chosen for 2026.

Bruce Belliveau thanked Kevin Goheen and Nora Kennedy for their AGM preparations, as well as the Committee Chairs and Board members and other volunteers.

Bruce Belliveau gave a special thank you Admiral (Ret'd) John Anderson for his service as to the NAC Endowment Fund and welcomed VAdm (Ret'd) Jean-Yves Forcier, as the new Chair, with thanks.

80.2 Moment of Silence for Departed Comrades

The members held a moment of silence for departed comrades as provided in the annex to the agenda.

80.3 Quorum Confirmation

The Executive Director, Kevin Goheen, confirmed that there was a quorum.

80.4 Approval - Agenda

Motion: to approve the agenda.

Moved: Steve White; Seconded: Gerry Powell; Carried.

Hearing no additions or edits to the agenda, Bruce Belliveau advised the agenda is approved, as presented.

80.5 Approval - Minutes of the 79th Annual General Meeting

The minutes of the 79th AGM were presented for amendment and approval.

Motion: that the minutes of the 79th AGM be approved.

Moved: Bob Manzer; Seconded: Jean-Yves Fortier; Carried.

80.6 Business Arising from 79th AGM

Kevin Goheen noted the final version of the 2023 financial statements were received from the accountant, and accepted by the Board, after the June 2024 AGM, noting they were substantially the same as the draft version presented at the AGM.

80.7 2024 Report by the National President

Bruce Belliveau shared that it has been a very busy year for the Naval Association of Canada at both National and Branch levels. The National Board has been working to progress the strategic plan goals and objectives, particularly the governance report.

Bruce Belliveau said that the National Board met regularly, as did the Committees and the President's Council. A retreat of both the National Board and the President's Council was held in April in Ottawa to discuss the structure and renewal of the National Board, after several directors left without replacement. He will speak to the results of the retreat later in the meeting.

Bruce Belliveau noted NAC Ottawa hosted a Battle of Atlantic Reception (vs a Gala) this year as the London Branch supported HMCS-Prevost's Battle of Atlantic monument and held a fundraising Gala to offset costs for the monument.

Bruce Belliveau said that the NAC's financial picture remains strong due specifically to the sponsorship contributions of the 2024 Battle of Atlantic Gala. He noted the current budget indicates NAC will likely experience net losses in 2025 but noted that proceeds from the Battle of the Atlantic reception held by NAC Ottawa are still to be received.

Bruce Belliveau shared that membership renewals and recruiting new members continues to be a challenge and is a focus of the membership committee, adding that NAC is looking to build better relations with the local reserve divisions as well as start a campaign to speak to Canadians about the NAC. He said the NAC continues to have a positive reputation and links with the defense industry and government, adding the reputation of the organization is strong.

Bruce Belliveau stated that the NAC, in conjunction with the Canadian Maritime Security Network, will be hosting a Maritime Security Conference in Halifax during the Battle of Atlantic week in 2026, and as a result, Nova Scotia NAC has offered to host the National Gala for Battle of Atlantic in Halifax. He thinks the event will get the same amount of representation and sponsorship as the Ottawa Galas have achieved.

Bruce Belliveau thanked National Office staff Kevin Goheen and Nora Kennedy, adding appreciation to Kevin Goheen noting Kevin has chosen to move on as of 30 June 2025 after three years with the NAC. Bruce Belliveau said this is his last AGM as President

as he is also stepping down this month. He also thanked Director Cathy Flemming as her three-year Board term ends.

80.8 Governance Report

Bruce Belliveau said that all Committee Chairs submitted and approved the Terms of References for the Committees, as well as for the Officers of the organization, including a new Terms of Reference for a Bookkeeper.

80.8.a Proposed Structure of the Board

Bruce Belliveau noted the resignations received from Board members over the winter meant the Board was not sustainable. As President, he convened a retreat 5-6 April 2025 in Ottawa with the remaining Board members (Cathy Fleming, Bob Boutilier, Gerry Powell, and himself) as well as all Branch Presidents (*Secretarial note: London sent a representative*).

Bruce Belliveau shared that there was a fulsome discussion about how to organize the National Board to meet the aims of the organization and membership. It was determined that the Board would be made up of a representative from each of the Branches, ideally the President, unless otherwise stated by the Branch. Bruce Belliveau said that the remaining Board members were welcomed, and that if the Board sees fit, other members can be added, particularly with expertise that the Board may need.

Motion: That the previous restriction of the Board size to nine (9) persons be eliminated with a variable size as required by the current structure with representation by each Branch President (or Branch designated alternate) plus other candidates recommended by the Nomination Committee for approval at each AGM.

Moved: Gerry Powell; Seconded: Rod Hughes; Carried.

80.8.b Revised Bylaw no. 1

Bruce Belliveau stated that Bylaw no. 1, section 5, was rewritten to reflect the changed in the nomination process and structure of the Board.

Motion: That the revised Bylaw no. 1 be approved.

Moved: Jean-Yves Fortier; Seconded: Bill Smallman; Carried.

Bruce Belliveau shared that the Board decided not to imminently hire a replacement Executive Director after Kevin Goheen's resignation, and instead approved a volunteer in the role of financial manager/bookkeeper. He thanked NAC Ottawa for recommending Anthony Onwama for this role. The Terms of Reference for this role are being developed and Kevin Goheen is working with Anthony Onwama on the turnover

of all banking and finances.

80.9 Nominations Committee Report

80.9.a Board of Director Nominations

Motion: That the following slate of nominations for National Board be approved.

Directors nominated by each Branch:

NAC-VI: Steve White, Branch President

NABC: King Wan, alternate to the President

NAC Calgary: Scott Hausberg, Branch President

NAC London: Dustin Hare, alternate to the President

NAC Toronto: Maggie Birtch, alternate to the President

NAC Ottawa: Tim Addison, Branch President (Note: Tim is the former Board Director of Naval Affairs, and is maintaining its functionality pending the outcome of this AGM)

NAC Montreal: Anthony Colucci, Branch President

NAC NS: Bruce Belliveau, Branch President (Note: Bruce is the current NAC President and Chair of the Board, but moving to this position as the Director representing his Branch)

NAC NFLD & Labrador: Don Peckham, Branch President

Current Directors:

Current Director Gerry Powell, NAC Ottawa for current term ending 2027

Current Director Bob Boutillier, NAC Montreal for current term ending 2027

Moved: Gerry Powell; Seconded: Murray Bialek; Carried.

80.10 Treasurer's Report

80.10.a 2025 Budget (for information)

Kevin Goheen noted that until January 2025, Dave Colbourne was NAC National Treasurer and aided the bookkeeping and budget.

Kevin Goheen referred to the projected budget for 2025 for information only, noting that considering the \$120K bank account balance there should not be a need to withdraw from the \$515K in the BMO Nesbitt Burns investment holdings this year. He added that in the current year, NAC is not anticipating any sponsorship revenue and expected revenues are limited to annual dues, investment revenue, and a very modest amount from regalia and product sales. A projected net loss of \$115K is expected.

80.10.b 2024 Reviewer's Report

Kevin Goheen noted that the draft 2024 financial statements were received from our reviewer earlier than expected and thanked the branches for submitting reports on time to allow this to happen. NAC's financial performance in 2024 was positive, largely driven by the very successful Battle of the Atlantic Gala. The profit from the 2024 Gala, along with \$23K in investment income, lead to a net surplus of approximately \$111K for NAC.

Ed Holder asked why sponsorship revenue was not expected in 2025 and discussion was had about sponsorship without a Gala. Bruce Belliveau advised that this was done during COVID and sponsors requested an event with their contributions, adding that the most significant sponsorship money NAC has received is with participation in the Gala. Tim Addison said that the NAC Ottawa volunteers could not sustain an annual Gala hence the Branch hosted a reception this year. Bruce Belliveau reminded all that NAC Nova Scotia plans to host the national Gala in Halifax in 2026 with sponsorship, and Ottawa is potentially planning another reception, which may generate additional funds. Tim Addison encouraged all branches to look internally into generating revenue for the NAC.

Bob Boutilier asked for the revenue amount from the NAC Ottawa Battle of the Atlantic reception; Bruce Belliveau said it is unknown as NAC Ottawa is doing final accounting.

Motion: that the draft Naval Association of Canada Financial Report dated December 31, 2024 be approved.

Moved: Bruce Belliveau; Steve White; Carried

80.10.c Appointment of 2025 Reviewer

Motion: that the accounting firm Allen & Krauel Inc. of Victoria BC be appointed and approved as reviewers for the 2025 financial year.

Moved: Nigel Whiteley; Linas Pilypaitis; Carried.

80.11 Other Reports (to be tabled)

80.11.a Membership, with 2026 dues rates and exceptions

Bob Boutilier spoke to his report, as attached, and thanked Gerry Powell for his assistance with membership, specifically Wild Apricot. Gerry Powell added that Wild Apricot is useful for managing memberships as well as branch communication and event planning needs and wants others to be interested in doing so.

Bob Boutilier thanked Rod Hughes for the weekly NAC News noting it, along with STARSHELL, are important membership communication and recruiting tools. He

shared the committee will be focusing on recruitment including Regular Force ships as well as National Reserve Divisions. Bruce Belliveau added that the NAC struggles with respect to a membership value proposition highlighting the importance of younger members understanding the importance of what the NAC with respect to our mission to educate Canadians on why Canada needs strong and robust Navy and maritime capability. He thanked all who recruit and support membership in their local branches.

There is a single category of NAC membership with a shared fee matrix (*Secretarial note: Three (3) fee classes (Regular members at \$70 per annum (National's levy is \$40), Serving members at \$50 per annum (National's levy is \$25), Introductory members - \$0 in the first year for new members (National's levy is \$0)*). These rates were first applied to the 2024 financial year and will continue for 2026.

80.11.b Naval Affairs

Tim Addison tabled his report, as attached, noting members will note that Naval Affairs is Ottawa-centric with most of the workload being carried by him and Adam Lajeunesse, Editor of STARSHELL. He thanked Adam for his great work, especially online. Bruce Belliveau highlighted Adam Lajeunesse's partnership on receiving a three-year funding grant from the Mobilizing Insights in Defence and Security (MINDS) initiative with the Canadian Maritime Security Network (CMSN); Tim Addison agreed it has been rewarding and beneficial for NAC.

Tim Addison encouraged other branches to look at how they could contribute to the Naval Affairs program, including potential guest speakers for the Speakers Program.

80.11.c Awards

Kevin Goheen highlighted and sincerely thanked the 2024 Award winners.

NAC Gold Medallion: Jeff Gilmour – NAC Calgary
NAC Bronze Medallion: David Craig – NAC VI

80.11.d Endowment Fund

Jean-Yves Forcier thanked Admiral (ret'd) John Anderson, Richard Lewis (who spent nine years on the Endowment Fund Committee) and Michael Zwicker; he also welcomed Gary Hatton and Wes Golden as new trustees.

Jean-Yves Forcier noted the Fund experienced a 33% reduction in donation earnings in 2024, when compared to 2023, in part due to a reduction in donations made through corporate sponsorship of the Battle of the Atlantic Gala. This reduction was partially

offset by the Fund's investment account, and the value of the portfolio increased by \$142K, from \$1.17M to \$1.31M, by year's end.

Jean-Yves Forcier noted that 106 donations were received, compared to 151 the year before, adding the hope that this was due to the postal strike, noting some donors send cheques while others use www.canadahelps.org for online donations. Jean-Yves Forcier said the EF continues to plan a traditional mail out in the Fall, followed by an email reminder through Wild Apricot. He added he would like to add a second canvassing letter to potential NAC members within the fleets, bases, and the National Reserve Divisions.

For 2024, Jean-Yves Forcier said the Fund's trustees received and reviewed \$63.8K in application requests and distributed \$48.6K in funding to grant applicants in support of initiatives and activities that were in line with the NAC's strategic goals.

Bruce Belliveau thanked Jean-Yves Forcier and his committee for the work they do and the grants that the Endowment Fund provides.

80.12 New Business

Kevin Goheen confirmed that no new business had arisen.

Bruce Belliveau opened the floor for new business.

Tim Addison raised the issue of increasing membership dues, noting he has raised this issue previously and feels it should be discussed. Tim Addison suggests dues could be increased, so that the National dues allocation increases from \$40 to \$50. There were no comments from the floor. Bruce Belliveau said increasing membership is something the new Board needs to consider and feels the discussion will benefit from there being a representative from all the branches. After some discussion, it was agreed that the Membership Committee will review for Board discussion.

80.13 AGM 2026

Bruce Belliveau said that the National Board will set a date for the 2026 AGM, with the day and time considered for best participation.

80.14 Concluding Remarks – President

Bruce Belliveau thanked everyone for their contributions today and looks forward to continuing to work together to increase the strength and influence of the Naval Association of Canada across the country. He committed to give his full support to the next President in helping them achieve in their leadership.

80.15 Adjournment

Motion: that the 80th AGM be adjourned.

Moved: Robert Edwards; Seconded: Bill Smallman; Carried.

The AGM was adjourned at 1315ET.

Submitted:
Nora Kennedy
Secretary

Approved:
Steve White
President, NAC



Naval Association of Canada
Association navale du Canada

Naval Association of Canada – National AGM

21 June 2025

Consolidated AGM Reports

Table of Contents

NAC National AGM Agenda	11-12
Summary of Motions	13
NAC Awards 2024	14
Treasurer's Report	15-29
Nominations Committee Report	30-31
Membership Report	32-35
Naval Affairs Report	36-41
Governance Report + revised By law no. 1	42-103
2024 NAC Endowment Fund Report	104-108



**THE NAVAL ASSOCIATION OF CANADA
L'ASSOCIATION NAVALE DU CANADA
80th ANNUAL GENERAL MEETING
Saturday 21 June 2025
COMMENCING AT 1200 (Ottawa)
AGENDA**



1. Welcome by National President – National President
2. Moment of Silence for Departed Comrades - Secretary
3. Quorum Confirmation – Secretary
4. Approve Agenda - Secretary
5. Approve Minutes of the 79th AGM held 18 June 2024 – Secretary
6. Business Arising from 79th AGM minutes - Secretary
7. 2024 Report by the National President – National President
8. Governance Report – President
 - a. Proposed Structure of the Board
 - b. Revised Bylaw no. 1
9. Nominations Committee Report
 - a. Board of Director Nominations (see attached Nominations Committee Report)
10. Treasurer's Report:
 - a. 2025 Budget (for information)
 - b. 2024 Reviewer's Report
 - c. Appointment of 2025 Reviewer (Allen & Krauel Inc.)
11. Other Reports (to be tabled)
 - a. Membership, with 2026 dues rates and exception process
 - b. Naval Affairs
 - c. Awards
 - d. Endowment Fund
12. New Business
12. AGM 2026 - President
13. Concluding Remarks - President
14. Adjournment – President

ANNEX A to 2025 NAC National AGM

NAC IN MEMORIUM

RAdm Thomas Steele (Dudley) ALLAN, CD**, RCN(Ret'd)
Cmdre Edmund George Alfred BOWKETT, OMM, CD**, RCN(Ret'd)\ Cdr Paul Arthur
CADEAU, CD**, RCN(Ret'd)
LCdr Leo Aeneas CLARKIN, CD*, RCN(Ret'd) LCdr Glenford
Erwin CULHAM, CD*, RCN(Ret'd) Lt Alan John S. COOPER,
CD, RCN(R)(Ret'd)
Cdr Robert John GRAY, CD**,RCN(Ret'd) RAdm Eldon
James HEALEY, CMM, CD**, RCN(Ret'd)
S/Lt Robert John JENKINS, LVO, RCN(R)
Cdr Robert James LANCASHIRE, CD*, RCN(Ret'd) S/Lt Wayne
Everett LUDLOW, RCN(R)(Ret'd)
Cdr Robert Henry McILWAINE, OStJ, CD*, RCN(R)(Ret'd) LCdr Ian
Fraser McKEE, OStJ, CD****, RCN(Ret'd) LCdr Aubrey John
MILLARD, CD, RCN(R)(Ret'd)
Capt John Percy NASH, KStJ, CD**, RCN(Ret'd) Capt(N)(Ret'd)
Kenneth John PTCKFORD, MSM, CD** Lt Finlay Paul STERLING,
RCN
Cdr Christopher Edwin THAIN, CD*, RCN(R)(Ret'd) Lt Peter
WARD, RCN(R)(Ret'd)

FORMER Members

Capt Robert Bruce DUNCOMBE, CD*, RCN(R)(Ret'd) Cdr David
Douwe ENDERS, CD, RCN(Ret;d)
Lt Alan Roy MARCHMENT, RCN(R)(Ret'd)
Cdr James Douglas SINE, CD**, RCN(Ret'd)
Lt Ian Alexander URQUHART, CD**, RCN(Ret'd) Cdr William
Ronald VALLEVAND, CD**, RCN(Ret'd)

ASSOCIATE MEMBERS

(as of 6 June 2025)

NAC Awards 2024

On behalf of your National President and NAC National Board of Directors, we are pleased to announce the following NAC Medallion Awards for 2024. Our sincere congratulations to all of you who have worked so hard to support NAC activities and our organization.

NAC Gold Medallion

Jeff Gilmour – NAC Calgary

NAC Silver Medallion

None in 2024

NAC Bronze Medallion

David Craig – NAC VI

Presidential Letter

None in 2024

Treasurer's Report pages 15-29

Nominations report pages 30-31

Membership report pages 32-35

Naval Affairs Report pages 36-41

Governance Report + revised By law no. 1 pages 42-103

2024 NAC Endowment Fund Report pages 104-108

2025 NAC Treasurer's Report

Budget

As of 7 June 2025, NAC has a bank balance of \$120K with BMO. Considering this balance and the 2025 budget that is before the AGM for consideration, it is unlikely that any withdrawals will be required from the BMO Nesbitt Burns investment holdings (currently \$515K) in 2025. However, unless there is a positive cash flow generator in 2026, NAC will be required to withdraw from investment holdings to sustain operations.

NAC does not anticipate generating any sponsorship revenues for 2025. Expected revenues will be limited to annual dues, investment revenue, and a modest amount of regalia/product sales. Depending on how the Board acts to replace the Executive Director, who is scheduled to depart in June 2025, operating costs are forecasted to be comparable to 2024, except for BOA Gala expenses. Overall, revenues are budgeted at \$41K and operating expenses are budgeted at \$156K for a budgeted net loss in 2025 of \$115K. Detailed budget proposal for AGM consideration and approval is attached.

Draft 2024 Financial Statements

NAC's financial performance for 2024 was positive. The 2024 BOA Gala was successful in that it provided a net surplus which along with nearly \$23K in investment revenue contributed to an overall net surplus of approximately \$111K for NAC.

MOTION: The 2024 Auditor's Report be accepted:

MOVED: _____ SECONDED: _____

Appointment of Reviewer

MOTION: The NAC appoint Allen & Krauel Inc, Chartered Professional Accounts as Reviewers for 2025.

MOVED: _____; SECONDED: _____

Naval Association of Canada 2025 Budget

Revenues	Budget	Unaudited 2024 Actuals	2024 Budget
Sponsorship	-	245,573	238,000
BOA Gala Ticket sales	-	25,000	25,000
Annual Dues	25,000	25,775	20,000
Investment Revenue	15,000	22,758	20,000
Donations	-	3,000	5,000
Regalia Sales	700	3,436	200
Misc	100	90	100
Total Revenues	40,800	325,632	308,300
Expenses			
BOA Gala	-	81,404	92,000
Naval Affairs Program and Starshell	43,500	33,812	46,200
Support Staff	92,000	90,509	83,000
Financial Review	9,000	9,615	8,000
Information Technology Services	5,800	5,992	5,800
Banking/ Credit card fees	1,400	1,782	1,400
Office / Accounting software	1,200	185	1,950
EF transfer (from Sponsorship)	-	3,000	2,000
Insurance	1,600	1,521	1,400
Awards/Wreathes	500	346	500
Memberships	500	500	
Total Expenses	155,500	228,666	242,250
Net Surplus (Deficit)	(114,700)	96,966	66,050

THE NAVAL ASSOCIATION OF CANADA
L'ASSOCIATION NAVALE DU CANADA

FINANCIAL STATEMENTS

DECEMBER 31, 2024

(Unaudited)

DRAFT

INDEPENDENT PRACTITIONER'S REVIEW ENGAGEMENT REPORT

To the Members of
The Naval Association of Canada L'Association Navale du Canada

We have reviewed the accompanying financial statements of The Naval Association of Canada L'Association Navale du Canada that comprise the statement of financial position as at December 31, 2024 and the statements of activities and changes in fund balances, and cash flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Practitioner's Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements based on our review. We conducted our review in accordance with Canadian generally accepted standards for review engagements, which require us to comply with relevant ethical requirements.

A review of financial statements in accordance with Canadian generally accepted standards for review engagements is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less in extent than, and vary in nature from, those performed in an audit conducted in accordance with Canadian generally accepted auditing standards. Accordingly, we do not express an audit opinion on these financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these financial statements do not present fairly, in all material respects, the financial position of The Naval Association of Canada L'Association Navale du Canada as at December 31, 2024, and the results of its activities and its cash flows for the year then ended, in accordance with Canadian accounting standards for not-for-profit organizations.

Victoria, BC
May xx, 2025

Allen & Krauel Inc.
Chartered Professional Accountants

THE NAVAL ASSOCIATION OF CANADA L'ASSOCIATION NAVALE DU CANADA

STATEMENT OF FINANCIAL POSITION
DECEMBER 31, 2024
(Unaudited)

	2024	2023
ASSETS		
Current		
Cash	\$ 713,599	\$ 609,486
Accounts receivable	649	-
GST/HST recoverable	17,690	22,603
Inventory	5,153	1,644
Prepaid expenses	3,600	3,260
	740,691	636,993
Endowment fund - externally restricted (note 3)		
Cash	106,981	44,668
Investments	1,308,289	1,173,364
Accounts receivable	337	2,559
	1,415,607	1,220,591
Tangible capital assets (note 4)	1	1
	\$ 2,156,299	\$ 1,857,585
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 20,404	\$ 21,065
- Endowment fund	76,418	-
Deferred revenue	9,048	16,286
	105,870	37,351
NET ASSETS		
General fund - unrestricted	711,240	599,643
Endowment fund - externally restricted (note 5)	1,339,189	1,220,591
	2,050,429	1,820,234
	\$ 2,156,299	\$ 1,857,585

Approved by the directors

_____ Director

_____ Director

THE NAVAL ASSOCIATION OF CANADA L'ASSOCIATION NAVALE DU CANADA

STATEMENT OF ACTIVITIES AND CHANGES IN FUND BALANCES

GENERAL FUND

YEAR ENDED DECEMBER 31, 2024

(Unaudited)

	2024	2023
Revenue		
Donations received	\$ 256,901	\$ 232,401
Membership revenues	28,150	18,486
Memorabilia sales	3,436	21,051
Battle of Atlantic Gala ticket sales	25,000	38,630
	313,487	310,568
Expenses		
Naval affairs	34,120	60,162
Starshell publication	-	5,059
General office expenses	30,975	48,041
Professional fees	9,889	8,059
Executive director stipend	62,364	66,963
Website	1,234	926
Insurance	1,492	1,311
Membership and liaison	525	662
Presentations and awards	-	119
Cost of memorabilia	751	3,796
Travel and meeting expenses	849	1,103
Battle of Atlantic expenses	82,539	95,616
	224,738	291,817
Excess of revenue over expenses before other items	88,749	18,751
Investment income	22,848	29,375
Excess of revenue over expenses	111,597	48,126
Fund balance, beginning of year	599,643	551,517
Fund balance, end of year	\$ 711,240	\$ 599,643

THE NAVAL ASSOCIATION OF CANADA L'ASSOCIATION NAVALE DU CANADA

STATEMENT OF ACTIVITIES AND CHANGES IN FUND BALANCES ENDOWMENT FUND

YEAR ENDED DECEMBER 31, 2024

(Unaudited)

	2024	2023
Revenue		
Investment income	\$ 155,309	\$ 104,867
Donations	32,771	48,870
	188,080	153,737
Expenses		
Grants paid (note 6)	65,629	47,500
Postal and administrative costs	3,832	3,867
Bank charges	21	19
	69,482	51,386
Excess of revenue over expenses	118,598	102,351
Fund balance, beginning of year	1,220,591	1,118,240
Fund balance, end of year	\$ 1,339,189	\$ 1,220,591

THE NAVAL ASSOCIATION OF CANADA L'ASSOCIATION NAVALE DU CANADA

STATEMENT OF CASH FLOW
GENERAL FUND
YEAR ENDED DECEMBER 31, 2024
(Unaudited)

	2024	2023
Operating activities		
Excess of revenue over expenses	\$ 111,597	\$ 48,126
Add (deduct) charges to operations not requiring a current cash payment:		
Realized gain on investments	-	(7,585)
	111,597	40,541
Net change in non-cash working capital balances:		
Accounts receivable	(649)	-
GST/HST recoverable	4,913	(11,443)
Inventory	(3,509)	3,796
Prepaid expenses	(340)	247
Accounts payable	(661)	3,852
Deferred revenue	(7,238)	(7,238)
	104,113	29,755
Investing activities		
Purchase of investments	-	(837)
Proceeds from disposition of investments	-	97,273
	-	96,436
Net increase in cash during the year	104,113	126,191
Cash position, beginning of year	609,486	483,295
Cash position, end of year	\$ 713,599	\$ 609,486

Cash position consists of unrestricted cash on deposit.

THE NAVAL ASSOCIATION OF CANADA L'ASSOCIATION NAVALE DU CANADA

**STATEMENT OF CASH FLOW
ENDOWMENT FUND
YEAR ENDED DECEMBER 31, 2024
(Unaudited)**

	2024	2023
Operating activities		
Excess of revenue over expenses	\$ 118,598	\$ 102,351
Add (deduct) charges to operations not requiring a current cash payment:		
Unrealized gain on investments	(16,233)	(55,684)
Realized gain on investments	(119,046)	(32,568)
	(16,681)	14,099
Net change in non-cash working capital balances:		
Accounts receivable	2,222	966
Accounts payable and accrued liabilities	76,418	-
Cash provided by operating activities	61,959	15,065
Investing activities		
Purchase of investments	(437,039)	(60,794)
Proceeds from disposition of investments	437,393	57,010
Cash used in investing activities	354	(3,784)
Net increase in cash during the year	62,313	11,281
Cash position, beginning of year	44,668	33,387
Cash position, end of year	\$ 106,981	\$ 44,668

Cash position consists of restricted cash on deposit as disclosed in note 4.

THE NAVAL ASSOCIATION OF CANADA L'ASSOCIATION NAVALE DU CANADA

NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2024
(Unaudited)

1. Purpose of the organization

The Naval Association of Canada L'Association Navale du Canada is dedicated to promoting national awareness of Canada as a maritime nation with vital interests in our three oceans and the role of the maritime power, and in particular, the role the Canadian Forces plays in their preservation and protection. The objective is pursued through seminars, publications, speaking engagements, media commentaries and public meetings.

The Naval Association of Canada L'Association Navale du Canada is incorporated under the Canada Not-for-Profit Corporations Act and is a registered charity under the Income Tax Act.

2. Significant accounting policies

The financial statements of the association have been prepared in accordance with Canadian accounting standards for not-for-profit organizations. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgement. Items subject to estimation and assumptions include inventory valuation and amortization of tangible capital assets.

The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below.

Fund accounting

The association follows the restricted fund method of accounting for contributions.

The general fund reports operating revenue and expenses related to the association's educational and promotional activities.

The endowment fund reports fundraising revenue and expenses related to the association's declaration of trust of the endowment fund.

Inventory

Inventory is valued at the lower of cost and net realizable value.

THE NAVAL ASSOCIATION OF CANADA L'ASSOCIATION NAVALE DU CANADA

NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2024
(Unaudited)

2. Significant accounting policies (continued)

Restricted cash, accounts receivable, and investments

Restricted cash, accounts receivable, and investments are recorded at market value.

Tangible capital assets

Tangible capital assets are stated at cost and are amortized in full in the year of acquisition, and carried at a nominal book value of \$1.00 as set out in note 5.

Revenue recognition

Revenue from seminars, public meetings, publications, memberships, and memorabilia sales is recognized when the service is performed.

Externally restricted contributions of the endowment fund and unrestricted contributions of the general fund are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured. Changes in market value of restricted and unrestricted investments are recognized in net income in the period incurred.

Financial Instruments

Measurement of financial instruments

The association initially measures its financial assets and liabilities at fair value. The association subsequently measures all its financial assets and liabilities at amortized cost, with the exception of investments and restricted investments which remain at fair value.

Financial assets, restricted and unrestricted, measured at amortized cost include cash, accounts receivable, restricted cash, and restricted account receivable. Financial liabilities, restricted and unrestricted, measured at amortized cost include, accounts payable and accrued liabilities.

Impairment

Financial assets measured at cost are tested for impairment when there are indicators of impairment. The amount of the write-down or subsequent reversal, if any, is recognized in net income.

THE NAVAL ASSOCIATION OF CANADA L'ASSOCIATION NAVALE DU CANADA

NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2024
(Unaudited)

2. Significant accounting policies (continued)

Transaction costs

The association recognizes its transaction costs in net income in the period incurred. However, financial instruments that will not be subsequently measured at fair value are adjusted by the transaction costs that are directly attributable to their origination, issuance or assumption.

3. Restricted cash, investments and accounts receivable - Endowment fund

The association records its restricted cash and investments at market value. Changes in market value are recognized in net income in the period incurred. The restricted cash and investments are summarized as follows:

	2024		2023	
	Cost	Market Value	Cost	Market Value
Cash	\$ 106,981	\$ 106,981	\$ 44,668	\$ 44,668
Investments				
Money market	109	109	-	-
Common shares	462,505	814,873	437,435	785,534
Fixed income	489,319	493,307	381,745	373,821
Trust units	-	-	14,061	14,009
	951,933	1,308,289	833,241	1,173,364
	\$ 1,058,914	\$ 1,415,270	\$ 877,909	\$ 1,218,032

The association records its restricted accounts receivable at amortized cost. Included in restricted accounts receivable are \$nil (2023 - \$1,992) in donations receivable and \$337 (2023- \$567) in GST/HST recoverable.

THE NAVAL ASSOCIATION OF CANADA L'ASSOCIATION NAVALE DU CANADA

NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2024
(Unaudited)

4. Tangible capital assets

	Cost	Accumulated Amortization	Net Book Value		Amortization Rate		
			2024			2023	
Furniture and fixtures	\$ 718	\$ 717	\$ 1	\$ 1	100%		

5. Endowment fund - externally restricted

In 1983, the association established a trust known as the NAC Endowment Fund (formerly the NOAC Endowment Fund, name changed June 2013). The objective of the fund is to promote and maintain interest in maritime affairs generally, and particularly in the maritime affairs of Canada. Amounts contributed for this purpose have been set aside in an externally restricted endowment fund after deducting related costs.

THE NAVAL ASSOCIATION OF CANADA L'ASSOCIATION NAVALE DU CANADA

NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2024
(Unaudited)

6. Grants paid

The following organizations were the beneficiaries of funding grants from the association:

	<u>2024</u>	<u>2023</u>
NAC London - Battle of the Atlantic	\$ 10,000	\$ -
NAC Ottawa - RCSCEF Scholarships	8,000	5,000
NAC Montreal - various	7,000	5,000
NAC British Columbia - Shipbuilding monument	5,000	-
NAC Vancouver Island - Broadmead Care Society	5,000	-
NAC Vancouver Island - BC Maritime Museum	4,500	-
NAC Ottawa - Carswell Veteran's House	3,600	5,000
NAC Winnipeg - Naval Museum of Manitoba	3,000	-
NAC National - NAC French translation program	3,000	-
NAC Ottawa - Canadian War Museum	2,500	2,000
NAO British Columbia - Book publishing	-	4,000
NAC Victoria - Broadmead Care Society	-	5,000
NAC Nova Scotia - HMCS Sackville	-	5,000
NAC National - Hunter and Hunted	-	15,000
NAC Edmonton - Quadra Education Foundation	-	1,500
	<u>\$ 48,600</u>	<u>\$ 47,500</u>

During the year, an additional contribution in the amount of \$17,029 was paid to NAC London for the Battle of the Atlantic Wall of Honour.

THE NAVAL ASSOCIATION OF CANADA L'ASSOCIATION NAVALE DU CANADA

NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2024
(Unaudited)

7. Financial instruments and risk management

The association's financial instruments, restricted and unrestricted, consist of cash, investments, accounts receivable, and accounts payable and accrued liabilities. Transactions in financial instruments may result in financial risks being assumed by the association. The risks identified by the association are as follows:

Credit risk is the risk that one party to a financial instrument will cause a financial loss to the other party by failing to discharge an obligation.

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Liquidity risk is the risk that the association will encounter difficulty in meeting obligations associated with financial liabilities.

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

It is management's opinion that the association is not exposed to significant credit, interest, liquidity or market risk arising from these financial instruments.



Naval Association of Canada Association navale du Canada

NOMINATION COMMITTEE REPORT

2025 NATIONAL AGM

GENERAL

The Terms of Reference for the Nominating were revised and incorporated into the NAC Administration Manual in Sept 2024. Its role remains to provide recommendations on vacant positions on the Board for approval at each NAC Annual General Meeting.

During the course of the 2024/2025 term, a number of departures reduced the size of the National Board to four of the nine Board positions expected in addition to the ex-officio members. That has included the key positions of Vice President, Treasurer and the Director Naval Affairs. This added to the workload of the remaining Directors covering a number of portfolios with support from Branches (such as with Naval Affairs) and others. Efforts to fill the positions were not proving effective. Adding to that pressure will be the departure of Catherine Flemming, whose term as a Director ends at this AGM.

After a number of discussions on the issue and options considered to improve NAC Board functionality for all NAC members and Branches, the remaining Board directors and the Presidents Council members convened in Ottawa over the weekend of 5/6 April to decide on a way ahead. It was determined that:

- The National Board of Directors would be comprised mainly of Branch Presidents, or their designated alternates, mandated to review and decide on NAC matters brought to the Board for National NAC attention and action.
 - This will enhance the National Board's effectiveness in its responsibility for liaison with all Branches on matters of national importance.
- The resulting slate of director nominations from the Branches, and select others that the might be recommended by a Nomination Committee formed annually would be presented for approval at each AGM.

The results of that retreat are reflected in the reports to this AGM – in particular the proposed revision to NAC By-Law #1 – and the motions proposed in the agenda. Further review of the By-Law, and the Administration Manual that supports it, will be undertaken by the new Board.

Branch Nominations were provided at the retreat on 5/6 April and/or emails from them to the National Office since. At this stage, other than the intentions of the current Board who will continue with their current terms, no additional nominations were considered.

MOTIONS PROPOSED (motion #5 in the agenda)

- That the previous restriction of the Board size to nine (9) persons be eliminated with a variable size as required by the current structure with representation by each Branch President (or Branch designated alternate) plus other candidates recommended by the Nomination Committee for approval at each AGM.
- That the following slate of nominations for National Board be approved

Directors nominated by each Branch

NAC-VI: Steve White Branch President

NABC: King Wan alternate to the president

NAC Calgary: Scott Hausberg Branch President

NAC London: Dustin Hare alternate to the president

NAC Toronto: Maggie Birtch alternate to the president

NAC Ottawa: Tim Addison Branch President

Note: Tim is the former Board Director of Naval Affairs, and is maintaining its functionality pending the outcome of this AGM

NAC Montreal: Anthony Colucci Branch President

NAC NS: Bruce Belliveau Branch President

Note: Bruce is the current NAC President and Chair of the Board, but moving to this position as the Director representing his Branch

NAC NFLD & Labrador: Don Peckham Branch president

Current Directors

Current Director Gerry Powell NAC Ottawa for current term ending 2027

Current Director Bob Boutillier NAC Montreal for current term ending 2027

Respectfully submitted by Gerry Powell, Chair Nominations Committee

15 June 2025



Naval Association of Canada Association navale du Canada

Membership Committee Report

This past year has been one with severe challenges. In 2024 we lost 2 branches with several others on the brink. This has been due to pressures at many levels. Individual membership has stabilized, and many thanks to Gerry for his work with Wild Apricot (WA). But WA is just a tool for our use, not a solution to our problems.

The President, recognizing a serious perception gap between the branches and national, brought together the branches and national in April to evaluate our strategies. This resulted in an agreement on restructuring the Board which should result in a change in culture to more support the regional areas.

Attached are tables that Gerry prepared from WA. Once the new structure is approved at the AGM, the Committee can go forward. Our biggest challenge is to bring onboard new members from our own family, ex all our ships, stations, and stone frigates. As well, we can address our "cousins" in organisations such as the Coast Guard, auxiliary Coast Guard, Navy League, Cadet Corps, etc. as well as civilian suppliers.

We will need to determine the "how" as early as possible. Communications were identified as a large part of retention, as well as attracting new members. We are blessed, thanks to Rod Hughes and others with 2 great tools - NAC news, and STARSHELL. These should be shot gunned out to the widest possible networks and individuals.

In keeping with the NAC Strategic Vision approved in 2022, members at the 2023 AGM approved a single category of NAC membership to be used by all members, namely "REGULAR Member", for all NAC branches.

Within this Regular membership, there are to be three fee classes:

- Regular members at \$70 per annum (national allocation is \$40)
- Serving members at \$50 per annum (national allocation is \$25)
- Introductory members - \$0 in the first year for new members (national allocation is \$0). An Introductory package is also available to Naval Cadets and Students in advanced maritime studies while they are under training.

The above rates were applied in the 2024 and 2025 financial years and will continue for 2026.

Any exceptions to these harmonized fee categories can be requested by 15 September 2025, and will be considered by the Membership Committee and the NAC National Board.

Branding, retention, individual membership and group membership will be high on the priority for the new year, 2025-2026. We will need all of your help to get us back on a path to continued relevance and growth.

I cannot emphasize enough how the efforts of Tim Addison and his team have led to the branding and retention within NAC. I sincerely hope we can live up to his accomplishments in the new year.

And to all that worked tirelessly on behalf of NAC, BZ.

Bob Boutilier, Chair, Membership Committee

June 16, 2025

NAC Membership Numbers

Attached is an analysis of the NAC membership as captured from the NAC Online Membership Registry on 9 June 2025. The total membership in the registry includes a number that have been “long overdue” for several years – prior to 2024. As they are not likely to return, they will be archived (removed from our membership count). As such, our current membership roster has **820** current members (some with their renewals for 2025 still outstanding). That is a slight increase in our current complement from the start of the year.

The analysis is presented in two parts. The first being an overall summary broken down by the levels (categories) used in the registry to provide the National picture. The second is same membership data broken down by Branch use of the different levels (for comparison). Also provided in a final table is a snapshot of the renewal status by branch.

Membership overall

<i>Overall</i>							<i>By Membership Year (if paying dues)</i>										
MEMBERSHIP LEVEL		Breakdown by level - all members					Dues			Long Overdue - should be archived			Outstanding	Current		ROW TOTAL	LESS Long Overdue
		Total (summary)	"Lapsed"	NET	NET (less Long Overdue)	Pending (action req'd)	Owed	Paid	% paid	< 2022	2022	2023	2024	2025	2026		
NAC Regular		572	0	572	536	1	189	381	66.8%	1	4	31	153	369	12	570	534
NAC Serving CAF		58	0	58	57	0	23	35	60.3%	0	0	1	22	34	1	58	57
NAC Introductory		55	0	55	55	1	8	45		0	0	0	8	44	1	53	53
Naval Cadet & Maritime Studies		49	0	49	49	0	2	n/a					2	n/a	n/a	2	2
CALGARY Regular	Exception	18	0	18	18	0	6	12	66.7%	0	0	0	6	12	0	18	18
MONTREAL Regular	Exception	24	0	24	23	0	5	19	79.2%	0	0	1	4	19	0	24	23
NEWFOUNDLAND + LABR	Exception	35	0	35	30	0	11	24	68.6%	0	3	2	6	24	0	35	30
NAC Regular - Exception Appr	expired?	27	0	27	13	2	17	10	37.0%	5	6	3	3	10	0	27	13
Lifetime	Legacy	19	0	19	19	0	n/a	n/a		n/a	n/a	n/a	n/a	n/a	n/a	0	
Honorary	Legacy	19	0	19	19	0	n/a	n/a		n/a	n/a	n/a	n/a	n/a	n/a	0	
Regular - Spouse	Legacy	1	0	1	1	0	0	1	100.0%	0	0	0	0	1	0	1	1
Basic Member	Legacy	1	0	1	0	0	1	0	0.0%	0	0	1	0	0	0	1	0
													* will vary with intro due dates				
TOTALS		878	0	878	820	4	262	527	66.79%	6	13	39	204	513	14	789	731
											58			731			
											7%			93%			
													28%		72%		

Membership by Branch

NAC BRANCH	Membership Breakdown by NAC Branch											Spouse	Basic Member	ROW TOTAL	LESS "LAPSED"	LESS Long Overdue
	Regular	CAF	Introductory	NCdt & Maritime Studies	Lifetime	Honorary	NAC Reg Exception	CALGARY Exception	NFLD & LBRDR Exception	MONTREAL Exception						
Vancouver Island Branch	106	6	5	3	2	1	0	0	0	0	0	0	0	123	123	123
BC Mainland Branch	67	2	1	0	3	1	0	0	0	0	0	0	0	74	74	73
Calgary Branch	7	2	18	1	6	0	0	18	0	0	0	0	0	52	52	52
London Branch	14	13	0	0	1	0	0	0	0	0	0	0	0	28	28	28
Toronto Branch	53	7	1	0	0	2	0	0	0	0	0	0	0	63	63	54
Ottawa Branch	228	23	19	43	6	13	0	0	0	0	0	1	0	333	333	333
Montreal Branch	0	1	2	1	1	0	0	0	0	24	0	0	0	29	29	28
Nova Scotia Branch	79	3	1	0	0	0	0	0	0	0	0	0	0	83	83	58
NFLD & Labrador Branch	2	1	0	0	0	0	0	0	35	0	0	0	0	38	38	32
National	4	0	7	1	0	2	13	0	0	0	0	0	1	28	28	23
No Affiliaion/None	12	0	1	0	0	0	14	0	0	0	0	0	0	27	27	16
Column TOTALS	572	58	55	49	19	19	27	18	35	24	1	1	878	878	820	

Renewal state by Branch

- Members paying dues (total of all years) as seen in the online registry on 9 June 2025.

RENEWAL BREAKDOWN BY BRANCH	Branch Membership Year						ROW TOTAL (all years)	dues owed (all years)	Renewal completed	% paid
	< 2022	2022	2023	2024	2025	2026				
Vancouver Island Branch	0	0	0	0	110	7	117	0	117	100.0%
BC Mainland Branch	0	0	1	14	55	0	70	15	55	79.7%
Calgary Branch	0	0	0	12	34	0	46	12	34	73.9%
London Branch	0	0	0	17	10	0	27	17	10	37.0%
Toronto Branch	1	2	6	15	35	2	61	24	37	71.2%
Ottawa Branch	0	0	0	92	173	5	270	92	178	65.9%
Montreal Branch	0	0	1	4	22	0	27	5	22	84.6%
Nova Scotia Branch	0	1	24	28	30	0	83	53	30	51.7%
NFLD & Labrador Branch	0	3	3	7	25	0	38	13	25	78.1%
National	3	0	2	4	14	0	23	9	14	77.8%
No Affiliaion/None	2	7	2	11	5	0	27	22	2	12.5%
				* wil vary with intro due dates			* wil vary with intro due dates			
TOTALS	6	13	39	204	513	14	789	262	524	



Naval Association of Canada Association navale du Canada

2024 – 2025 REPORT OF NAC NAVAL AFFAIRS PROGRAM ACTIVITIES

1 June 2025

This report summarizes Naval Affairs (NA) activities since the last National AGM in June 2024.

National Outreach Program

In support of National, the Ottawa Branch organized five online Guest Speaker Evenings and luncheons with a guest speaker over the course of 2024-2025. The online events were open to all branches and guests and continued to achieve good levels of attendance. As in 2023, the calendar year culminated with having Commander RCN, Vice-Admiral Topshee as the guest speaker on 21 November 2024. Below is a summary table of the Guest Speaker events from June 2024 to June 2025.

Month	Speaker	Topic	Registered/ Attended
June	No Meeting.	No Meeting due to Branch and Annual AGMs.	0/0
July	No Meeting.	Summer Break.	0/0
August	No Meeting.	Summer Break.	0/0
September	Rear-Admiral (Ret'd) Simon Page, Assoc ADM, PSPC.	Our 25 September Fall Luncheon guest speaker, Rear-Admiral (Ret'd) Simon Page, had a few words for those present about the progress of the National Shipbuilding Strategy and spoke of some important delivery milestones coming up in 2025. The presence of the Deputy Commander RCN, RAdm Steve Waddell was also much appreciated as the Admiral took the time to give some of his perspectives on recapitalization of the RCN Fleets.	53/48
October	Capt(N) Christopher Chalmers, RCN	On 15 Oct our online Guest Speaker Capt(N) Chris Chalmers provided a very strategic level and most interesting talk on	?/30

	Director Naval Logistics	naval logistics in the fluid 21st century maritime environment.	
November	Vice-Admiral Angus Topshee, CRCN	Our guest speaker on 21 November was CRCN, Vice-Admiral Angus Topshee, who provided his annual update to the NAC through an interview by Branch President Tim Addison, which later appeared in STARSHELL. The Admiral stated that he expects to remain at the helm for another year.	148/89
December	No Meeting	No meeting due to the holiday season break.	0/0
January	No Meeting	No meeting as no speaker available.	0/0
February	Linas Pilypaitis, BMO Financial Advisor	Our 19 February Branch Member and BMO Nesbitt Burns Financial Advisor Linas Pilypaitis provided a talk on “Investment Strategies in Tumultuous Times”. Linas’ comments were very informative and well received. A recording of his presentation is available at https://www.youtube.com/watch?v=ibkmHrfH_8w .	31/17
March	Mr Peter Croal, Naval Historian	On 27 March the Ottawa Branch held a luncheon which included a presentation by naval historian, Mr. Peter Croal, whose father served in HMCS Labrador and chronicled her operations in the Arctic in the 1950s. Given the recent focus on Arctic security this was quite topical.	?/40
April	No Meeting	No meeting was held due to BOA Reception preparations by the branch.	0/0
May	No Meeting	No meeting as no speaker was available.	0/0
June	No Meeting	No meeting planned do to National and Branch AGMs.	0/0

Outreach Pamphlet

A pamphlet based on one created by Calgary Branch and shared with Ottawa, was updated, printed and distributed at the Ottawa Branch BOA Reception on 29 April. It was also distributed at CANSEC using the RCN’s booth, which gave it exposure to serving members who dropped by during the trade show.

Canadian Maritime Security Network (CMSN)

Most of 2024 was spent finding research assistants and establishing the CMSN, which is a collaborative effort lead by Dr. Adam Lajeunesse of St Francis Xavier University, Dr Rob Huebert of the University of Calgary, and several Canadian and international organizations. Work is now progressing under Adam's leadership with many of the initiatives described below being executed by Adam and his team. A Seapower Conference is being planned for 26-28 September 2025, which will bring together noteworthy participants to discuss global maritime security challenges with emphasis on the Canadian situation. The CMSN and the MINDS grant is also supporting additional print runs of the NAC NA "In Extremis" paper and issues of STARSHELL which were distributed at events like the Ottawa Branch BOA Reception, and CANSEC. This summer these publications will also be mailed to members of the new government and parliamentary/senate committees that focus on defence and security and distributed at the fall Seapower Conference.

NAC Strategic Naval Affairs Paper

The Naval Affairs paper, "In Extremis", which had its origins in a workshop in Calgary in November 2023, was finalized in May 2024 and posted on the NAC Website. Social media and email were used to draw attention to it, over the summer and fall of 2024 with positive results. VAdm (Ret'd) Dusty Miller wrote a highly supportive comment which appeared online on the National Newswatch Website. Over the course of 2024, the paper was distributed to politicians and government officials prior to the publication of the Government's defence policy statement "Our North Strong and Free" and referenced in other NAC publications.

STARSHELL

Three editions of STARSHELL (Summer 2024, Winter 2025 and Spring of 2025) have been published over the past year. The editions have evolved into a mix of commentary on RCN activities, crown projects and follow ups on issues raised in "In Extremis", historical articles and updates on individual branch activities. The most recent issue was printed and distributed at CANSEC.

Briefing Notes and Encyclopedia

NAC Briefing Notes have undergone a further review by the CMSN team and update and have been consolidated into a "Canadian Naval Encyclopedia" which is now available on the National website.

Niobe Papers

The Canadian Forces Command and Staff Course continues to generate papers written by naval officers that have a maritime theme. Adam reviews the papers, picks the most relevant and then works with the authors to update and republished the papers on the CMSN and NAC websites. Several new papers were published using this modus operandi in 2024-2025.

Social Media and NAC Websites

NAC has a Facebook account, a LinkedIn account and a Twitter/X account, all of which are used to promote the organization, and its values and to indirectly educate Canadians on the importance of naval forces to defence and security, by drawing attention to RCN activities, naval affairs related writings and events. After social media was discussed at the 5/6 April retreat in Ottawa the Director Naval Affairs initiated a “Tiger Team” to take responsibility for these accounts and look at how to best utilize them to achieve objectives. Thus far with contributions from Ottawa Branch members Roger Litwiller, Barry Walter, Kate Todd and Scott Hausberg from Calgary, and Adam Lajeunesse, progress is being made and traffic on these social media sites is increasing. A similar “Tiger Team” approach to updating and maintaining the Wild Apricot and National websites will be looked at later this year.

Interview with Vice-Admiral (Ret'd) Nigel Brodeur

In January 2025 the Director Naval Affairs travelled to Victoria and interviewed Vice-Admiral Brodeur to chronicle his family's relationship with the Navy from the time it was established in 1910; his numerous contributions to the development of the RCN; and capture his thoughts on the current state of the Navy. The Admiral's service encompassed a great period of change, experimentation, and modernization in the Fleet. He was very involved in the development of the operational requirement for what would become the Canadian Patrol Frigate and was involved in the assessment of a number of more unconventional ship types, such as hovercraft, in the 1970s. Retiring from the CAF in the mid-1980s, he has remained involved in various organizations to ensure the Government of Canada is reminded of the need for a navy. The results of the interview will be included in serial form in STARSHELL and in Volume 12 of “Salty Dips”, discussed below.

NAC- RCN Mentorship Program

Over 2023-24 the RCN Project had progressed to a point where purchase of a software application by DND to support the program was imminent. However, the project stalled again in late 2024 due to internal procurement issues. The most recent information from the RCN is that a larger CAF wide mentorship program is under consideration and the RCN project, which was to start with a pilot project or proof of concept, has been put in abeyance. The RCN has indicated that it values NAC participation and will look to us to provide mentors once a project gets underway. NAC Ottawa is maintaining a listening watch, thanks to branch member Phil Dana.

Relationship with the Navy League of Canada

The Director Naval Affairs attended several NLOC social events over the past 12 months and the Director of NLOC's Maritime Affairs Alliance Ms Louise Mercier continues to mention the NAC's Naval Affairs program in some of her messaging. Ms Mercier also assisted NAC Ottawa by sponsoring the BOA Reception on 29 April 2025 at the Rideau Club, where she is a member. NAC Ottawa members participated in the NLOC Navy and Coast Guard Day on the Hill in November 2024. The President of the NLOC RAdm (Ret'd) Jennifer Bennett has been visible in

Ottawa over the past 12 months, although there has been no action on updating the NAC – NLOC MOU.

Relationship with Canadian Defence Association (CDA) Institute

The Director Naval Affairs attended the CDA Annual General Meeting and the CDA Institute Conference 4-6 March 2025. This was facilitated by paying annual dues to CDA Institute this year which allowed the Director to attend the conference at no cost, and other members to attend at a reduced rate. The conference was an excellent networking opportunity and a chance to promote the NAC to RCN members and others present over the two days. Additionally, the NAC now appears to be getting better traction with CDA Institute with several invitations to Naval Affairs to participate in online “podcasts” in 2024-25 and more in the offing. As explained in last year’s report, many CDA member associations benefit financially from a relationship with the TD Bank and RBC regarding personal insurance. In 2024 an attempt to establish a relationship with TD Bank did not achieve any results. In early 2025 based on a reference from CDA Institute staff, RBC was contacted with the same intent. Although a local business development manager attended and spoke briefly at an Ottawa Branch luncheon in March, again there was no follow-up on this relationship, despite several attempts including invitations to the BOA Reception.

Children’s Books

There have been no recent sales to report.

Salty Dips

The Salty Dips (SD) Committee continued to meet over the past 12 months and progress content for a new volume. Volume 11 produced three years ago was somewhat of a return to themes from previous publication, in terms of highlighting social change in the RCN since the 1950’s. Similarly, the next publication, Volume 12 will provide those unfamiliar with service life a broad overview of the opportunities and challenges that accompany life in the RCN and the Canadian Armed Forces over the period from the early 1950s through to the early 2000’s. It is scheduled to go to print in the Fall of this year. The SD committee has submitted a request for a grant from the Endowment Fund to support publication of this edition.

The Admirals’ Medal

The Admirals’ Medal for 2024 was awarded to Mr Robert G. “Rob” Allan for his outstanding leadership, both nationally and internationally, in the design of commercial working vessels of all types but with a particular focus on the specialized tugboat market. Three generations of “Robert Allans” have developed the business to the point where the company can credibly claim to have designed a significant portion of the world market of this unique and important sector of naval architecture and maritime engineering. The oldest privately-owned consulting naval architectural firm in Canada, Robert Allan Limited recently contributed directly to enhancing the Royal Canadian Navy’s capabilities by designing the four large new tugboats that were built in Quebec under the National Shipbuilding Strategy and recently delivered to the Dockyards on both coasts. Commodore Dave Mazur, Commander Canadian Fleet Pacific, made the

presentation on behalf of NAC and the RCN. Vice-Admiral (Ret'd) Nigel Brodeur, one of the founders of the award, was also present.

Fundraising in support of Naval Affairs – 2025 BOA Reception

The 2024 BOA Gala Dinner, organized and executed by the Ottawa Branch was a huge success and contributed significant excess revenue towards supporting the Naval Affairs program. In 2025 instead of a formal dinner Ottawa Branch decided to celebrate and commemorate the 80th Anniversary of the end of the Battle of the Atlantic with a reception, which was held on 29 April 2025. Held at the Rideau Club as mentioned above, the event proved to be a huge success with some refreshments, excellent h'ors d'oeuvres and outstanding camaraderie. There were 166 members and guests present, including some senior RCN folks, serving and retired and sixteen RMC Naval Cadets who were hosted by our sponsors. The sponsors were well represented, and the evening was a huge social/networking event. The event generated approximately \$50,000 in excess revenue which will be used to offset expenses for Branch events that support Naval affairs, with a portion (to be determined once all payments are received and bills are paid) which will be transferred to National to support other aspects of Naval Affairs and NAC operations. The Ottawa Branch has already decided to hold a reception again next year.

Conclusion

Although online monthly guest speaker events proved popular during and after COVID, they are becoming more challenging to plan and execute. Additionally, some of the more senior RCN, Coast Guard and government officials have expressed a preference to doing presentations with an in-person audience at a luncheon event. As such, Naval Affairs will move in that direction with a hybrid approach to the guest speaker program. The CMSN experienced somewhat of a slow start; however, thanks to the tireless efforts of Adam Lajeunesse, it is now delivering on a number of fronts and the fall Seapower Conference is expected to be a seminal event. MINDS funding through the CMSN for some naval affairs activities is also helping defray expenses. Ottawa Branch has been very supportive of naval affairs activities over the year, and the contributions of the branch are very much appreciated. This approach to planning and executing the naval affairs program will continue going forward.

(O.S.B.)

Tim Addison
(former) Director - Naval Affairs
Naval Association of Canada

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,

TABLE OF CONTENTS

Section 1 - General
Section 2 - Membership - Matters Requiring Special Resolution
Section 3 - Membership Dues, Termination and Discipline
Section 4 - Meetings of Members
Section 5 - Directors
Section 6 - Meetings of Directors
Section 7 - Officers
Section 8 - Notices
Section 9 - Dispute Resolution
Section 10 - Effective Date

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~~ 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

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,

TABLE OF CONTENTS

Section 1 - General
Section 2 - Membership - Matters Requiring Special Resolution
Section 3 - Membership Dues, Termination and Discipline
Section 4 - Meetings of Members
Section 5 - Directors
Section 6 - Meetings of Directors
Section 7 - Officers
Section 8 - Notices
Section 9 - Dispute Resolution
Section 10 - Effective Date

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~~ 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



Naval Association of Canada Endowment Fund
Annual Report to the Membership for 2024

It is our duty and pleasure to make this annual report of the NAC Endowment Fund activities for the year 2024.

Trustees and Support

During the year, several changes of trustees occurred:

- After nine years as a Trustee, Richard Lewis retired, and Gary Hatton was appointed a Trustee to replace Richard.
- In the late fall Michael Zwicker, NACEF Treasurer, completed his appointment as a Trustee and Wes Golden was appointed a Trustee and assumed the duties of NACEF Treasurer.
- Mid-year, Jean-Yves Forcier was appointed a Trustee.
- At the end of the year John R. Anderson completed his appointment as a Trustee and passed the Chair duties to Jean-Yves Forcier effective January 1st, 2025.

We would like to acknowledge the excellent support provided to the Endowment Fund activities by the NAC Executive Director, Kevin Goheen, the NAC Coordinator, Nora Kennedy, and NAC Vancouver Island member Yves Trottier for his translation services.

Financial Report

In 2024, the NAC Endowment Fund (known as the Fund) received donations totaling \$32.7K, which included almost \$5.2K in funding from the dissolution of the NAC's Winnipeg Branch that ceased operations during the year. At the end of the year, the Fund assisted the NAC's London Branch in the donation of 220 Apple shares whose proceeds, worth over \$76K, which were donated by a generous donor to the Branch's Battle of Atlantic Memorial Fund in support of the Branch's fundraising efforts to build The Battle of Atlantic Memorial in London, ON. This was one of the many fund-raising high points in the year.

With a reduction in the transfer of The Battle of Atlantic sponsorship contributions to the Fund this year that totalled approximately \$15.2K in sponsorship donations in 2023, the Fund experienced a 33% reduction in donation earnings when compared to 2023. This reduction was partially offset by the activity that took place in the Fund's investment account with Odlum Brown, which saw the value of the portfolio increase by \$142K, from \$1.17M to \$1.31M, by year's end. The Fund's trustees received and reviewed \$63.8K in application requests and distributed \$48.6K in funding to grant applicants in support of initiatives and activities that were in line with the NAC's strategic goals.

Building on the success of 2023's donation effort, the donation mail-out to all NAC members in the Fall of 2024 again included a bilingual covering letter, bilingual donation forms, and pictures of the Fund's grant presentations made in 2024. Two weeks later, an electronic mail out, or "email blast" was done that included a hyperlink to the CanadaHelps website, and this was followed up with a second email that leveraged the larger national day long charitable effort in November known as "Giving Tuesday". Excluding the contributions that were received from The Battle of Atlantic sponsorship activities in 2023 and focusing on direct donations and contributions through the CanadaHelps website, the average donation per donor increased from \$220 per donor to \$244 per donor in 2024. This metric also excludes the \$5.2K contribution from the wind up of the NAC's Winnipeg operations, which was seen as an outlier amount in the analysis of donor activity.

In terms of the number of donations, the Fund saw almost a 30% reduction in the number of donations made with 2024 donor data showing 106 donations compared to 151 donations in 2023. It is difficult to directly attribute this reduction in the number of donations to the impact of the Canada Post strike and the labour stoppage that took place between November and December 2024; however, this pattern of reduced donor participation is consistent with what other charities and not-for-profit organizations reported as donors were unable to send their contributions through the mail and were also reluctant to avail themselves to the services of donation coordination organizations, like CanadaHelps.

Grants

In 2024, the Fund received grant requests totalling \$63.85K. In response the NAC Board of Directors approved NAC Endowment Fund Trustees recommendation of grants totalling \$48.6K as follows:

Remembering the Past

- \$3.6K towards completion of the installation of the ship anchor at Carswell Veteran's House in Ottawa.
- \$2.5K to the Canadian War Museum with continuing support for the Supply Line Travelling Education Program.
- \$10K to support the Battle of the Atlantic Wall of Honour project being readied at HMCS PREVOST.
- \$5K final support for the Ship Building monument being built in North Vancouver to honour Canada's rich shipbuilding history.
- \$4.5 to the Maritime Museum of BC for the purchase of museum quality artefact storage boxes.

Supporting Present Activity

- \$3K to the NAC National Office to support ongoing translation requirements.
- \$5K to Broadmead Care Society in Victoria BC for purchase of special equipment used in housing Veterans.

Building the Future

- \$7K to the NAC Montreal Branch to support ongoing Navy League and Sea Cadet projects as well as a project to assist development of *Our Citizen Sailor* book.
- \$8K in continuing annual support to the Royal Canadian Sea Cadet Education Fund. Note this amount was larger than the \$5K grant made in past years. The Trustees are well aware of the NAC membership's keen support for Sea Cadet development and made this grant with that in mind.

Acknowledgements

The Fund would like to acknowledge, this year, the memorial donations that were received in the names of Captain (N) J. Pickford, RCN (Ret'd), Captain G. Schober, Merchant Navy (also Lieutenant-Commander, RCN (Ret'd)), Lieutenant-Commander H.T. Addison, RCN (Ret'd), and Lieutenant (N) G. White, RCN (Ret'd).

Lastly, the Fund's Board of Trustees, on behalf of the entire NAC, would like to extend a heartfelt thank you to our shipmates Admiral John Anderson, RCN (Ret'd) and Commander Michael Zwicker, RCN (Ret'd) for their work and their many years service, dedication, and leadership to the NAC's Endowment Fund. Bravo Zulu to these fine gentlemen, and thank you again for a job well done!

The following page contains photos of some of the projects supported in 2024.

We remain positive for 2025. Thank you for your continued support.

Your Trustees,

*Jean Yves Forcier
(Chair)*

*Wes Golden
(Treasurer)*

Diana Dewar

Gary Hatton

Bryn Weadon



Support for the move of BYTOWN anchor



Support for Shipbuilding Monument in North Vancouver



Artist's impression of Battle of Atlantic Memorial at HMCS PREVOST