

ADMINISTRATION MANUAL

ADMINISTRATIVE GUIDANCE FOR MEMBERS AND BRANCHES



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NAC Organization

NAC shall comprise:

1. A membership of individuals who have paid National dues for the current and/or future years. While members shall normally belong to a Branch, the National Board of Directors may make provision for “National Membership” of certain individuals outside of Branches, with a dues structure as determined by the National Board of Directors and approved by members at the Annual General Meeting. The Membership is the supreme authority for NAC affairs.
2. Where the demand exists across Canada members of NAC may form a Branch of NAC. Branches may be independently registered in their own right either federally or provincially. The Branch is the focal point for the local members for all NAC affairs. All Branches shall work with appropriate local government, military and sea cadet leadership in their community and where appropriate also in adjacent regions and communities on behalf of NAC. Each Branch shall comply with NAC membership conditions and approved dues structure and is responsible for the collection of National dues from NAC members and the timely remittance of those collected dues to National in accordance with the Guidance to Branch Treasurers issued by the National Treasurer. As independent organizations, Branches shall be self-supporting. The NAC National Board of Directors and the National NAC office shall, normally conduct business through the Branch Executive for all matters relating to conduct of NAC administration, financial accounting and member accountability. While any Branch may identify a Branch member to handle specific national-related affairs, the National Board of Directors shall normally be the Branch President unless otherwise advised by the Branch.
3. A Slate of National Officers, to include the National President, the National Vice-President, the National Immediate Past-President, the National Treasurer, and the National Secretary. The National Officers may or may not be elected Directors of NAC.
4. Certain Honorary Positions may include but not be limited to the positions of Honorary National President and Honorary Counsel. Such positions shall be indefinite at the Board’s pleasure and shall not have a vote in Board affairs.
5. A National Board of Directors (“the Board”) is comprised of individual Directors nominated from each Branch, normally the Branch President unless otherwise advised by the Branch, and elected by the membership. Terms for elected Directors comprise of one year only although repeated terms are recommended where possible. The Directors will be responsible for liaison with the Branches they represent on all matters of national importance.
6. National Appointments to include but not be limited to the Editor of NAC’s weekly newsletter NAC News, and the Editor of the NAC magazine STARSHELL. Such appointments shall be indefinite at the Board’s pleasure.
7. A National Head Office, staffed by necessary contractors that may from time to time be assigned, and potentially virtual shall normally be situated in the National Capital Region.

8. A Naval Association of Canada (NAC) Endowment Fund, supervised by a NAC Endowment Fund Committee composed of trustees appointed by the Board. The Chair of the Committee shall report to the Board. The Declaration of Trust shall be approved periodically by the Board.
9. A number of Standing Committees, to include but not be limited to a Naval Affairs Committee, Membership Committee, NAC Endowment Fund Committee, National Awards Committee, and Finance and Investment Committee. The Committees shall report to the Board through the Committee Chair.

Duties and Powers

Officers

The officers of the NAC shall have the following duties and powers associated with their positions unless otherwise specified by the board which may, subject to the Act, modify, restrict or supplement such duties and powers:

1. PRESIDENT: TERMS OF REFERENCE (approved 5 February 2025) Draft below removes reference to the Executive Director and includes responsibilities previously assigned to the Executive Director. Needs to be reapproved by the Board.

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. The President oversees the operational budget and ensures financial sustainability for the organization as well as oversees the legal, governance and regulatory requirements.

In performing this role, the President works with the Executive Director the support of the NAC Coordinator, and others, to manage the activities of the NAC, develop and implement the operational and strategic plans and policies of the NAC, act as an ambassador for the organization and foster effective relations with the NAC members and stakeholders. The President will help the organization continually build relationships with members, the community and key 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-others

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.

a. Manage the Coordinator, and work with volunteers (Board members, Branch Presidents and Executive, committees and working groups etc.) to create an effective and collaborative working environment.

b.e. Collaborate with the Board to oversee and implement the strategic plan, and drive the achievement of annual operational goals. Ensure strategic plans, the annual operational plan and budget, capital budgets, and quarterly/year end reports are considered by the Board.

c. d. Ensure the Executive Director reports on senior management development and succession plans, at least annually.

d. e. With the Executive Director other Board members and the Coordinator, 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.

e. 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 Coordinator Executive Director.
- m. Chair Board meetings, as needed. 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 but may delegate this responsibility.
- d. In coordination with the Executive Director, Ensure management and, where applicable the Board, are appropriately represented at official functions and meetings.

e. Communicate with members regularly, and work with the Director of Naval Affairs (volunteer) to create content to promote the NAC in the quarterly publication STARHELL, newsletters and the website(s).

5. Succession planning

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

2. VICE PRESIDENT: TERMS OF REFERENCE (approved 5 February 2025) Draft below removes reference to the Executive Director and needs to be reapproved by the Board.

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.

3. NATIONAL SECRETARY (Note: This position was normally be held by the National Executive Director.)

The National Secretary shall attend and be the secretary of all meetings of the Board, the Executive Committee and meetings of the members. The National Secretary may also be appointed as secretary to committees of the Board as required.

The Secretary shall enter or cause to be entered in the NAC's minute book, minutes of all proceedings at such meetings.

By means of the distribution of meeting agendas as required by the Act, the National Secretary shall give, or cause to be given, as and when instructed, notices of meetings to members, directors, and members of committees.

The National Secretary and the President shall be custodian of the Letters of Continuance, the Articles, the seal of

the NAC and the relevant books, papers, records, documents and other instruments belonging to the NAC.

The National Secretary shall oversee the transfer of past records to the NAC Archives.

The National Secretary shall perform such other duties as may from time to time be determined by the Board.

4. NATIONAL TREASURER: TERMS OF REFERENCE (approved 5 February 2025) Draft below removes reference to the Executive Director and needs to be reapproved by the Board.

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 President** 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
- i. **Manage the Bookkeeper.**

Directors

1. Directors are elected by the members or appointed, in special circumstances, by the Board to govern the NAC on behalf of members. Directors have two basic types of duties:
 - a. a duty of care – namely to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - b. a fiduciary duty – namely to act honestly and in good faith taking into account the best interests of the NAC.
2. Directors have the following responsibilities:
 - a. Stewardship of monies donated to ensure that funds raised are spent in a way that is consistent with the intent of those making the donations;
 - b. Determining the strategic direction of the NAC;
 - c. Risk management of the activities of the NAC;
 - d. Assurance of effective internal controls; and
 - e. Basic duties of Directors including attendance at meetings and the diligent review of materials provided in the course of their work.

3. As a general rule, Directors have a duty first to the association they are governing (the NAC) and second to any other organization, including NAC branches, they are otherwise members of. Directors must remain vigilant in ensuring no conflict of interest.

Nomination and Election Process for Directors of the Board

1. Subject to the articles, the members will elect the Directors at each annual general meeting or special general meeting at which an election of Directors is required. The Directors shall be elected to hold office for a term normally expiring at the close of the next annual meeting of members following the election. Directors may also be re-elected for additional terms as appropriate.
2. Director responsibilities and obligations to the Association, in addition to the above, have been detailed in the Canada Not-for profit Corporations Act (The Act). Directors have legal responsibilities and rights defined in the Act. Those making a nomination are encouraged to read the Act so that they understand what they are asking of their nominee. The Act can be found on the Industry Canada website <https://laws-lois.justice.gc.ca/eng/acts/c-7.75/> and the relevant sections are Parts 9 and 10.
2. Nominations are accepted by the President; all nominations received by members of the Board of Directors or NAC staff are to be passed to the President.

Powers of the Board

1. Subject to the Act, the articles and any unanimous member agreement, the Board shall manage, or supervise the management of, the activities and affairs of the NAC and are detailed in Bylaw 1.

Meetings of the Board

Meeting of the Board are governed by Bylaw 1.

Appointees

Appointees are not members of the Board of Directors and have no voting privileges directly related to their appointments. The powers and duties of all appointees of the NAC shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any appointee.

The standing appointments of the NAC are:

1. The Editor of STARSHELL shall report to the Director of Naval Affairs (volunteer) and is responsible for the production of the magazine at periodic intervals as determined by the Board from time to time.

Standing Committees of the Board

Naval Association of Canada Endowment Fund Committee

1. The Endowment Fund Committee shall manage the collection, banking arrangements, investment and disbursement of the Fund in accordance with Canada Revenue Agency regulations and generally accepted accounting principles.
2. The Committee shall be comprised of five (5) NAC members in good standing who are not Directors, all of whom shall have extensive experience in financial and investment matters. Members of the EF committee are expected to serve for a 5-year term with an option to serve an additional five years. They will hold the following positions on the Committee:
 - a. a Chair and Trustee;
 - b. a Treasurer and Trustee (experienced in investment management and preferably, professionally qualified in an appropriate field of investments and financial management); and,
 - c. three (3) Trustees, at least one of whom shall be from a different Branch than the other members of the Committee.
3. The Committee shall decide upon the maximum amount that may be allocated from current income, seek from the Board and from individual Branches those fully-justified and documented causes deemed worthy of allocation, and propose to the Board the allocation recipients and amounts. The allocation process shall take place in sufficient time for the Membership to be informed of the allocations for the current fiscal year at the Annual General Meeting.

Awards Committee TERMS OF REFERENCE (approved 11 September 2024) **Draft below needs to be reapproved by the Board.**

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 chaired by a Director plus two Directors (therefore Directors only). To oversee National Awards, Admirals' Medal, and Endowment Fund requests. 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 **President 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 **President 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			
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Naval Affairs Committee TERMS OF REFERENCE (approved 11 September 2024) **Draft below needs to be reapproved by the Board.**

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 it’s national publication, STARHELL.

2. COMPOSITION AND QUORUM

The Director Naval Affairs is the Chairperson of the Naval Affairs Committee **plus Branch participation (Open to non-Directors)**. 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

The mandate is to include STARHELL (editorial board), NAC News, website and social media (English and French), and community outreach, plus other items noted in the Terms of Reference.

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 STARHELL;
- 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 STARHELL;
- e) reviews selected papers from Canadian Forces Staff College for suitability for publication on the NAC Website or in STARHELL;
- f) oversees and makes recommendations on the 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), 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 **President Chair** provides staff support to the Committee. The Committee Chair will delegate one of its members as Secretary to the Committee, A.

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 STARHELL publications			Aug		

5. Develop annual plan for NAC Speaker's Evenings and Naval Affairs Conferences			Aug		
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Membership Committee TERMS OF REFERENCE (approved 11 September 2024) **Draft below needs to be reapproved by the Board.**

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.

Membership Committee: The mandate should be developed referring to the existing Terms of Reference.

2. COMPOSITION AND QUORUM

The Membership Committee is chaired by a Director plus one Director plus Branch participation (Open to non-Directors). ~~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			

Finance and Investment Committee TERMS OF REFERENCE (approved 11 September 2024) **Draft below needs to be reapproved by the Board.**

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 chaired by either the National Treasurer or a Branch Treasurer. The National Treasurer is a committee member, plus other Branch Treasurers (Open to non-Directors). ~~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 **President 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			

Governance, Plans and Priorities Committee TERMS OF REFERENCE (approved 5 February 2025) Previously called the Governance Committee and updated June 2026. Draft below needs to be reapproved by the Board.

1. PURPOSE

The purpose of the Governance, Plans and Priorities 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, Plans and Priorities Committee is chaired by the Vice-President plus three Directors (therefore Directors only) composed of up to four Directors of the Board and is Chaired by the Vice President. If the Vice President position is open, or another Director is better suited to the role, 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 Governance, Plans and Priorities 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, Plans and Priorities 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 President 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 President 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, Plans and Priorities 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 **President 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, Plans and Priorities Committee activities is reflected in the calendar as set out in Appendix A.

Appendix A: Governance, Plans and Priorities 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				

General Meetings of NAC

Meetings of the NAC shall be governed by the processes described in Bylaw 1.

Financial Protocols

General

1. Overall, these protocols are written at a strategic level. Branches and NAC National as a whole do not have a financial management group. Financial management at all levels is exercised by volunteers who may or may not be highly qualified to conduct financial governance beyond the necessity to be compliant with the statutes and regulations imposed by government in the Act and through CRA. Therefore, it is important at the procedural level to keep things simple.

Introduction

1. This section outlines a series of financial principles and protocols to guide the NAC and its affiliate Branches in their continued financial disclosure and accountability to members.
2. This section addresses issues at the highest levels only and does not delve into the procedures and processes needed to implement such principles. For more detailed guidance see The Instructions for Branch Treasurers, which, as a companion manual to this document, can be found on the NAC website or is available from the NAC National Treasurer.

2. These Financial Protocols set out the direction that NAC wishes to pursue at the higher purpose of national interest. However, within the context of the working level relationship between National and affiliated Branches it also considers the appropriateness of the provisions that are being proposed.

Fundamental Premise

1. The NAC is a not-for-profit organization constituted in accordance with the Canada Not-for-Profit Corporations Act (2009) and is a charitable association approved under Canada Revenue Agency auspices. It is a national organization of individual members, which conducts its business through a National Board of Directors and a national Branch structure.
2. Branches may select other recognized governing constructs (e.g. at a provincial level and/or at a federal level) that provide a comparable construct to meet the fiscal probity and accountability requirements, oversight and governance consistent with those provided at the federal level for the National Association.
3. Governance is exercised through Boards of Directors (BODs) established at both the National and Branch levels respectively and where Branches operate independently of other Branches and the National Board. Central authority is exercised at the National level through guidance to Branches and individual members issued through direction from the NAC Officers and Board of Directors.
4. All authority ultimately derives from individual members in good standing. Members in good standing are those who have paid National dues as approved by members at the Annual General Meeting. All members are considered REGULAR members, for all NAC Branches and affiliates, with approved harmonized fee categories. Please note that any exceptions to the harmonized fee categories will be considered annually by the Membership Committee of the NAC National Board. National membership is the cumulative total of all members of Branches who are in good standing.

Financial Principles

1. At all levels the NAC and Branches of NAC are sustained by financial resources deriving from donations, membership dues and revenue generating activities.
2. At the National level, for any activity that is consistent with the strategic objectives and that has been agreed between the NAC Board of Directors and the host Branch to be a National activity, all net revenues accrue to the National organization. Some limited examples of National activities are Annual General Meetings and NAC Conferences.
3. At the Branch level, all net revenues accrued in direct support of National purposes, through Branches acting as local organizers or hosts for National activities, will be credited to the National organization. Net revenues may be defined as those in excess of standard operating requirements for specific activities. With prior agreement, a portion of those net revenues could be retained by the Branch but must be used by the Branch for national purposes that identified to and then agreed by the National Board.
4. At the Branch level, all net revenues accrued over and above revenues accrued for National purposes, generally through Branch dues and other Branch activities and which are clearly particular to the Branch, remain with the Branch to be used by the Branch for Branch purposes as determined by the Branch.
5. Regardless of whether a National activity, a Branch activity identified as in support of National purposes, or a Branch specific activity operation will be undertaken in accordance with the appropriately agreed plans-of-

activity, in a spirit of financial conservatism and oversight with due regard for financial risk and exposure.

Financial Planning, Protocols and Controls

1. At the national level, the plan-of-activity and financial expectations for any National activity will be developed in consultation between the host Branch, the National Treasurer and the National President. This plan-of-activity will be provided to the membership by the Branch as soon as possible and appropriate, but no later than twelve (12) months in advance of the activity, to ensure transparency and effective coordination with the activities of all Branches.
2. At the Branch level, the plan-of-activity and financial expectations for any National event will be supported by a budget developed with National endorsement to ensure coordination with other Branch or National activities.
3. Where Branch activities endorsed by National as National activities are conducted and result in loss not attributable to malfeasance, the National organization undertakes to indemnify the Branch in accordance with nationally approved agreements, unless specifically excluded.
4. Where Branch activities are conducted without a nationally endorsed budget and result in a loss, the National organization will not normally indemnify the Branch for any of the loss.
5. At both the National and Branch levels, the membership will be briefed annually during an AGM of plan-of-activity financial performance against expectations, results of any pertinent audit or review activities, and future plan-of-activity and financial expectations.

Financial Practices

1. These are the routine accounting, transactional and control activities, which are expected from National and Branches and are to be conducted in accordance with generally accepted accounting principles (GAAP).

Dues

1. The Board shall, no later than May 31 each year, with the guidance and consultation from the Membership Committee, establish the best estimate of membership dues for the ensuing year. It is emphasized that this would be a preliminary estimate, and may differ from the finally-approved amount to reflect decisions made at the meetings of the National Board of Directors prior to the National AGM.
2. Levels of dues are circumstance based for members as follows:
 - a. Regular – non-military and retired military and represents the majority of the membership;
 - b. Serving – on full time service in the CAF or other military or on Active Reserve Service; and
 - c. Introductory – the first year for new members, and may be extended by the Branch based on individual circumstances (i.e. students, and those under training).
3. Branches are asked to use Wild Apricot (the cloud-based membership software chosen by the NAC) to manage their membership campaigns on line. For those members who pay their dues directly to the Branch, the National levy must be remitted to the National Treasurer as they are received from members, and at least quarterly (by the end March, end of June, end of September, and end of December) in order to ensure the National Membership Register in Wild Apricot can be maintained up to date in accordance with the Act. If such fees are not paid on or before 31 December of the year for which they are applicable, the Branch in

default may, by Board decree, cease to be an associate of NAC, but any such Branch may on payment of all unpaid dues or fees be reinstated as a Branch of the NAC by the Board.

Spending Authorities

1. Spending authorities for discretionary spending (not specified in the approved Budget) in the NAC are as follows:
 - a. \$5,000 for the National President; and
 - b. For sums above \$5,000 the expenditure authority lies with the Board of Directors.

Fiscal Year

1. The fiscal year of NAC shall be from 1 January until 31 December, unless determined otherwise by the Board of Directors.

Travel Assistance

1. In recognition of the expense incurred by Directors, Branch Presidents or Branch Representatives who are distant from Board / AGM meeting locations, to attend said meetings, compensation for transportation up to the amount of the least expensive airfare to and from the location of the meetings is authorized.
2. Should another form of transportation be used the compensation shall be in the amount of the lowest cost airfare or actual cost of transportation whichever is less.
3. Only Directors, not Branch Representatives, attend Board of Director meetings; however, Branch Representatives and members may attend Board meetings in an observer capacity. Compensation for transportation requires pre-approval.

Financial Auditors or Reviewers

1. One or more financial auditors or reviewers may be appointed by NAC at each Annual General Meeting to conduct an audit or review (as deemed appropriate by the Board) of the annual financial statements of the Association. Provision to pay the professional fees associated with this role will be included in the annual budget.

Banking and Investment Accounts

1. NAC's bank account or accounts shall be kept in such recognized financial institution as the Board by resolution from time to time determines. All payments issued from such accounts beyond limits specified in [Spending Authorities](#) above shall be approved by two (2) signing officers of the Association. The Board shall appoint a minimum of two (2) signing officers, in addition to the contracted Bookkeeper, which will be the National President and the National Treasurer.
2. Upon the approval of the Board of Directors, reserve funds may be invested through a reputable financial institution. Funds held in the account will be invested in instruments approved in the Investment Policy. Signing authorities shall normally be the same as for the bank account(s).

Contracts

1. Deeds, transfers, contracts and engagements on behalf of the Board shall be signed by the National President (or National Vice-President if needed).

Branches and Associate Organizations

1. Subject to the provisions hereof, each Branch shall be autonomous and independent and shall have power to elect such officers and to pass or adopt a constitution, by-laws, rules or regulations for the conduct of its affairs and to carry on such activities, not being inconsistent with the objectives, constitution or by-laws of NAC.
2. Any Branch Association may, if it so desires, be or become incorporated as a social or benevolent corporation under the laws of Canada or any Province thereof.

Records

1. In accordance with Section 23 of the Act, NAC shall prepare and maintain, at its registered office or at any other place in Canada designated by the directors, records containing:
 - a. the articles and the by-laws, and amendments to them, and a copy of any unanimous member agreement;
 - b. the minutes of meetings of members and any committee of members;
 - c. the resolutions of members and any committee of members;
 - d. if any debt obligation is issued by the corporation, a debt obligations register that complies with section 44 of the Act;
 - e. a register of Directors;
 - f. a register of Officers;
 - g. a register of members; and,
 - h. minutes of meetings of the directors and any committee of Directors as well as resolutions adopted by the Directors or any committee of Directors.
2. The National Treasurer shall prepare, maintain and retain adequate accounting records.
3. Subject to any other Act of Parliament or of the legislature of a province that provides for a longer retention period, a corporation shall retain the accounting records for the purpose of the Act, for six (6) years after the end of the financial year to which the accounting records relate.
4. The prescribed information for the register of Directors is:
 - a. the name of each Director;
 - b. the current residential address of each Director;
 - c. an email address for each Director
 - d. the occupation and employer for each Director
 - e. the date of birth for each Director, and
 - f. for each person named in the register, the date on which that person became a Director and, if applicable, the date on which that person ceased to be a Director.
5. The prescribed information for the register of Officers is:
 - a. the name of each Officer;

- b. the current residential address of each Officer;
- c. an email address for each Officer
- d. the occupation and employer for each Director
- e. the date of birth for each Director, and
- f. for each person named in the register, the date on which that person became an Officer and, if applicable, the date on which that person ceased to be an Officer.

6. The prescribed information for the register of members is:

- a. the name of each member;
- b. the current residential or business address of each member;
- c. an email address if the member has consented to receiving information or documents by electronic means;
- d. for each person named in the register, the date on which that person became a member and, if applicable, the date on which that person ceased to be a member; and
- e. the fee class or group of membership of each member, if any (Note: NAC has one category of members, with different fee classes).

7. The prescribed information for the debt obligations register is:

- a. the name of each debt obligation holder;
- b. the residential or business address of each debt obligation holder;
- c. an email address for the debt obligation holder ;
- d. for each person named in the register, the date on which that person became a debt obligation holder and, if applicable, the date on which that person ceased to be a debt obligation holder; and
- e. the principal amount of each of the outstanding debt obligations of each debt obligation holder.

ANNEX A - NAC ANNUAL GENERAL MEETING & CONFERENCE

Location

1. The location of the Annual General Meeting (AGM) may be held on-line to allow as many members as possible to attend; when held in person, an on-line option should also be available.

ANNEX B – NAC AWARDS

AWARD CRITERIA

Gold Award Medallion

The Gold Award recognizes exceptional and outstanding service to NAC, of a Nationally-recognized nature that brings credit to the NAC as a whole.

Silver Award Medallion

The Silver Award recognizes significant and exceptional service over and above normal activities at the Branch level, or outstanding service to the NAC at the regional or National level; long-time service is not applicable to this Award.

Bronze Award Medallion

The Bronze Award recognizes outstanding service to the NAC at the Branch level, for either a particular initiative or long-time productive service.

Medallion Awards Disqualifier

Nominations for NAC Awards are not appropriate for recognizing achievements or involvement in other organizations.

Certificate of Appreciation

The intent of the Certificate of Appreciation is to express gratitude to individuals or groups who are not NAC members for strongly supporting the furthering of NAC goals, either through a particular initiative or over a period of time.

Presidential Letter of Recognition

The President may, independently, at any time, recognize the service of any member by means of a Presidential Letter of Recognition, and also at the request of a member, if so approved.

NOMINATION PROCESS

1. Any NAC member may nominate an individual for any of the awards including Medallion Awards, Certificate of Appreciation or Presidential Letter of Recognition using the Nomination Form included in this Annex.
2. The Nomination Form then goes to the respective Branch President for consideration and recommendation by

the Branch Board, thereby ensuring a quality control mechanism in each Branch.

3. Upon solicitation from Branches by the President, the completed Nomination Forms are submitted to the National Office.
4. Electronic copies of all Nomination Forms are then sent to the members of the National Awards Committee for review and recommendations.
5. Once completed, the Committee's recommendations are sent by the Committee Chair to the President who, in turn, sends to the National Board for approval.
6. Each relevant Branch President is then informed confidentially of their approved Award recipients.

GENERAL

Medallions

1. The Gold, Silver and Bronze awards shall comprise:
 - a. a medallion engraved with the recipient's name on the reverse;
 - b. a neck ribbon;
 - c. a lapel pin; and
 - d. a certificate signed by the National President.
2. The Gold, Silver and Bronze Awards are to be considered as "decorations", in the sense that they are only awarded once.
3. The cost of original Gold and Silver awards and all certificates shall be borne by NAC National, except in those cases where the Silver Award is for service at the Branch level.
4. The cost of the Bronze award shall be borne by the nominating Branch in the amount advertised in the latest STARSHELL.
5. The cost of medallions and lapel pins to replace those lost are to be borne by the recipients and shall be determined by the amounts advertised in the latest STARSHELL or as specified by the President.

Certificates

1. The cost of all certificates signed by the President shall be borne by NAC National.
2. Given their nature, Certificates will be awarded to an individual non-members only once for any specific achievement.
3. The framing, if desired, of all Branch initiated certificates shall be the responsibility of the nominating Branch. For Certificates of Appreciation initiated by NAC National, the framing, if desired, shall be undertaken by NAC National.

4. Medallion Awards will normally be presented by the Branch President most local to the recipient.
5. However, Branch Presidents or the National President may choose to present such awards at any time if deemed appropriate, especially in cases when recipients are known not to be attending the upcoming AGM or the wait time for an AGM presentation would lose the impact of the presentation recognizing a special service.
6. Most Branches will wish to keep their nominations confidential, and every effort is to be made in this regard. But this may not always be possible where Branch Presidents or National Directors are being nominated.

TIMELINE FOR PROCESSING OF AWARDS

1. The ordering of medallions from the supplier takes normally two (2) to six (6) months. Therefore the normal process for medallion awards and certificates to be presented will include:
 - a. In January, the President issues the call for nominations, to be sent to them directly;
 - b. Nominations are due by 31 May each year, unless otherwise specified. The President then compiles the nominations and seeks the Awards Committee review and recommendations;
 - c. The Awards Committee completes their review of the nominations. The President compiles the recommended nominations and distribute them to the Awards Committee of the National Board of Directors for consideration, then to the National Board for approval;
 - d. The Coordinator then orders the medallions from the supplier and prepares Certificates for the National President's signature;
 - e. The Coordinator assembles award packages that, where applicable, comprise the medallions, attached neck ribbons, lapel pins and signed, unframed certificates, ready for presentation; and mails them to the applicable Branches.
 - f. at the AGM it will be at the National President's discretion whether to make the award announcements during the AGM, and typically a listing is included for recognition.
 - g. This process can be compressed for medallion awards under special circumstances, but the two (2) to six (6) month period for ordering from the supplier will remain.
2. If any nomination is rejected or amended during this process, the President shall inform the nominating Branch of the decision.
3. Certificates of Appreciation and Presidential Letters of Recognition can be ordered from President or Coordinator at any time, considering appropriate lead times required and any approvals, if necessary.

NOMINATION FORM NARRATIVE REQUIREMENT

1. The "Substantiation" section of the form requires a clear narrative of the rationale for the Award, i.e. what has been done specifically to make the recipient worthy of the Award. It must therefore be written in such a way that it is suitable for reading as is, at the presentation of the Award.

ANNEX C - NAC ENDOWMENT FUND

1. The NAC is dedicated to increasing the awareness of Canada as a maritime nation and the critical role that our Navy plays in the protection and development of our maritime interests. This objective requires not only the dedication of our membership but also funds to sustain this effort over the years. To ensure that sufficient funds are available to support the many tasks that this mission calls for an Endowment Fund has been established.
2. The Declaration of Trust of the Endowment Fund in summary, states that the object of the Fund is to:
 - a. to receive moneys and property donated to the Naval Association of Canada allocated by the donor to the Endowment Fund, and to receive other moneys and property allocated to it by The Naval Association of Canada, and to hold and invest such moneys and to expend the same in furtherance of the objects of The Naval Association of Canada;
 - b. to promote and maintain interest in Maritime affairs generally, and particularly in the Maritime affairs of Canada, and without limiting the generality of the foregoing:
 - (i) to sponsor either alone or in conjunction with others the conduct, preparation, publication and promotion of research in to matters of Maritime interest;
 - (ii) to provide scholarships, awards, bursaries and prizes to Canadians pursuing studies of benefit to the national security of Canada, Maritime affairs or the operation of Canadian vessels in Canadian waters or upon the high seas; and
 - (iii) to support the publication by the Naval Association of Canada of periodicals dealing with Naval, Maritime or historical interest; and
 - c. to co-operate with other organizations having objects similar to the objects of the Endowment Fund.
3. The Board of Directors of the NAC has endorsed the following:

Statement of Purpose

1. The income from the NAC Endowment Fund will be used to:
 - a. **Remember The Past.** Support to the Canadian Naval Memorial Trust (Sackville), HMCS Haida, Naval and Military Museums, naval history projects, and naval monuments and other projects in keeping with the intention of remembering our Naval legacy;
 - b. **Support Today's Navy.** Promoting an awareness of and interest in the requirement for Canada's Naval Forces today through education such as supporting publication of NAC periodicals and other research material of an educational nature; and
 - c. **Build The Future** Investing in our youth through the Navy League and Sea Cadets.

Building the Fund

1. Raising money for any cause is difficult. Individuals and corporations are besieged with requests for donations for worthy causes and while corporate donations will hopefully come our way in the future, we need to look to ourselves to build the Fund to a credible level.
2. Cash donations from the membership will always be gratefully received. Perhaps more promising over the longer term will be planned or legacy giving by means of On-Going Commitments, Bequests by Will, Gifts In Kind, Life Insurance, Gift Annuity, and Memorial Gifts.
 - a. On-Going Commitments. One time gifts will be gratefully received, but we also hope that Donors will consider making an on-going pledge to the fund. (Of course if your circumstances change, you are free to modify your pledge).
 - b. Bequests by Will. You can also contribute by making a bequest to the NAC Endowment Fund in your will. Our Planned Giving Officer can suggest appropriate wording for you bequest.
 - c. Gifts In Kind. Money is not the only contribution that benefits the Endowment Fund. You can help by donating property, stocks and bonds, works of art, and other tangible items of personal property. Gifts in kind are independently appraised to establish their fair market value for tax deduction.
 - d. Life Insurance. Contributors may donate existing policies or purchase a new policy designating the Funds owner and beneficiary. Under Canadian tax law, the premiums or cash surrender value are deductible up to 75 per cent of your net taxable income.
 - e. Gift Annuity. A financial gift can be used to purchase an annuity which will provide the Donor with a guaranteed income for life. The amount of income received from a gift annuity depends upon the prevailing interest rates and the age of the donor at the time the gift is made. The balance of the financial gift not required for the purchase of the annuity-usually 25 to 35 per cent of the capital amount can be used to support the Fund. Because of this, most or all of the income from the annuity will be tax free.
 - f. Memorial Gifts. Gifts in memory of a loved one are especially meaningful and appreciated. Gifts can be directed to one of the three objects of the Fund, Remember The Past, Support Today's Navy, Build the Future or can be unrestricted.
3. Recognition. Your gift will be recognized in STARSHELL.
4. How to Give. Since gifts can have considerable tax advantages it will be advantageous to discuss your contributions with a planned giving expert. Your lawyer or tax adviser will be able to help.

Requesting Grants from the Fund

Applications for grants from the Endowment Fund are normally made through, and sponsored by, the local NAC Branch. Applications submitted through the local NAC Branch President to NAC President by 31 May. These applications are to be signed by the local Branch President.

1. Where a Branch is not an appropriate sponsor, applications can be made directly through the National Executive.

2. The normal process is to for the Branches to make application on behalf of a local cause they wish to support, or to forward an outside request that they have received and which they support, to the Endowment Fund Allocation Committee through the National President.
3. The applications will be reviewed by the Endowment Fund Committee to ensure they are in accordance with the Statement of Purpose for the Endowment Fund, and will be selected for consideration ensuring that a regional balance of allocations is maintained given the amount of funding available, and that funding is available.
4. The sample Grant Application Form can be found on the Endowment Fund Forms web page.
5. All applications are to be received by the National President by 31 May unless otherwise directed. Successful applications will receive final approval of the Board before the Annual General Meeting and usually in the August timeframe.

Our Legacy

1. Membership in the NAC is recognition that Canada needs a capable and effective navy and that the navy has a significant meaning in the security of Canada. Past, present, future - the naval service of Canada needs our continued support - the NAC Endowment Fund offers that opportunity.

ANNEX D - Reports

Annual Membership Report

1. Annually, effective 1 January, a complete listing of current members (who have paid their dues), is to be submitted electronically to the Coordinator by 15 March.
2. When and as changes occur at the Branch during the year, the Branch membership list is to be updated by email notification to the Coordinator.
3. The annual membership list may be submitted as a Word document (preferably in table format) or as an Excel spreadsheet and must contain, as a minimum, the information required for members under the Act and detailed in the RECORDS requirements section of this manual.
4. Updates to the list can be in text format if only some items are changed – for example a change of address update will only require notification of the old and new address for that specific member for purposes of updating the National records.

Reports from Committees and Appointees

1. Annual reports are required from all Standing Committee Chairs for tabling at the AGM. The period of the report should cover the full period from the last AGM and include all activities significant activity, lessons learned from that activity and recommendations for changes to the activity as appropriate to the report.
2. Reports should be submitted electronically to the President by no later than six (6) weeks before the AGM.
3. Individual report formats are to be determined by author.

Branch Report

1. Annual Branch reports should be submitted by electronic means annually for period 1 January to 31 December.
2. Reports are to be submitted to the President by 15 March of the following calendar year. The President may table the Branch Annual Reports at the next AGM.
3. While a suggested content and format is provided below, the ultimate authority lies with the Branch President for format and content submitted by the Branch.

NAC Annual Branch Report

Date of Report:

Period of Report:

Branch Name:

Branch Mailing Address:

Branch Executive: Attach List:

Total Membership At 1 January 20xx – see Note 1:

Membership – Regular/Life:

Membership – Serving:

Membership – Introductory:

Number of Members Lost Since Last Report:

Number of New Members Gained Since Last Report:

Number of Organized Events (Branch Meetings, Social Events) Since Last Report:

Charitable Works Undertaken Since Last Report:

Additional Items of National Interest as appropriate to Branch Activities

Number of Commemorations (BOA, Remembrance Day, etc...) in which the Branch participated since last report:

Names of Museums/Trusts with which the Branch has a working relationship:

Names of Naval Reserve Divisions with which the Branch has a working relationship:

Names of Naval HQs with which the Branch has a working relationship:

Names of Sea Cadet Corps with which the Branch has a working relationship:

Names of Other Organizations (i.e. Navy League/RCNA) with which the Branch has a working Relationship:

Major Projects undertaken since last report:

Number of Outreach Presentations conducted since last report:

Number of Media or Other Requests for Comment/Opinion on Maritime Issues since last report:

Number of Navy/DND Requests for Assistance with Events since last report:

Number of MPs and Senators Contacted since last report:

Number of Pro-Navy or Historical Articles, OpEds, etc... submitted by members since last report:
Other Items of Interest:

General Comments or Expansion of above items.

Note 1 - Attaching the Annual Membership Report. Amendments to this list should be submitted to the National President as they occur during the year (new members, members who have resigned, moved or are deceased must all be recorded as soon as possible in the NAC Master Membership Record (Wild Apricot, the cloud-based membership software chosen by the NAC) maintained in accordance with the Act). This list with amendments will be used for voter validation at the AGM.

ANNEX E – Reports removed from Admin Manual

1. NATIONAL EXECUTIVE DIRECTOR – removed after resignation of K Goheen effective 30 June 2025

The National Executive Director is accountable to the National President for the efficient administration of the day-to-day operations of the NAC on behalf of the President and the National Board of Directors, and is responsible for leading and enhancing all strategic initiatives for the NAC. The Executive Director will manage and develop operational and strategic plans, oversee the organization's budget, act as an ambassador for the organization, and help the organization continually build relationships with members, the community and key stakeholders.

The National Executive Director is hired by the Board and as they receive compensation for their services, they shall not be entitled to vote at any meeting.

The National Executive Director will:

Collaborate with the Board to oversee and implement the strategic plan, and drive the achievement of annual operational goals.

Manage staff and work with volunteers (Board members, Branch Presidents and Executive, committees and working groups etc.) to create an effective and collaborative working environment.

Ensure positive and effective relationships with members, volunteers and community stakeholders, including but not limited to RCN and government officials, other defence, veteran and naval organizations, private sector members and sponsors etc...

Develop and deliver services and programming, and provide support to our members.

Assist the Director of Membership (volunteer) with the annual membership drive, including marketing, dues collection, and reporting.

Communicate with members regularly, and work with the Director of Naval Affairs (volunteer) to create content to promote the NAC in the quarterly publication STARSHELL, newsletters and the website(s).

Manage the operational budget and ensure financial sustainability for the organization as well as oversee the legal, governance and regulatory requirements.

Oversee all fundraising initiatives for NAC and help identify new funding models for the organization.

Responsible for coordinating the National Conference and Annual General Meeting.

Act as a trusted leader to further innovation, trust and collaboration across the NAC.

[Nominating Committee TERMS OF REFERENCE](#) (approved 11 September 2024) – removed after 21 June 2025 AGM as new Board structure requires representation from each Branch and this committee is no longer required

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: Nominating 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		

Council of Presidents removed after 21 June 2025 AGM as new Board structure requires representation from each Branch and this committee is no longer required.

1. The Council of Presidents, comprised of the Branch Presidents of all NAC Branches is an advisory committee to the National Board.
2. The Council shall explore common issues and create solutions to the challenges common to Branches; provide a conduit to take issues of a common concern forward to the National Board for its consideration and resolution; and provide support to the Board, giving feedback on issues the Board is addressing where local input would be valued.