



ACLC Manitoba Inc.

Branch By-Laws

GENERAL

1.01 Interpretations

In this By-law and all other By-laws of The Army Cadet League of Canada (MB) – La Ligue des cadets de l'Armée du Canada (MB) hereafter passed, unless the context otherwise requires:

"MB Branch" means an organization authorized by the National Board of the ACLC to act as the Supervisory Sponsor for Local Support Committees and Sponsors within Manitoba; includes the executive; members of Local Support Committees and general Members.

"Director" means a member of the Manitoba Branch board;

"Executive Committee" means the officers of the corporation of the MB Branch of the ACLC.

MB Board of Directors (MB BoD) means the members voted to the Board of Directors biannually.

"League" means The Army Cadet League of Canada – La Ligue des cadets de l'Armée du Canada;

"policy" means a written policy of the League/Branch as approved by the Executive Committee or the Board; and passed by the MB Branch.

"Supervisory Sponsor" means either the National BoD acting in its duty to supervise Branches of the league, or a Branch of the league acting in its duty to supervise Local Sponsors and Local Support Committees;

1.02 Organization

The MB Branch shall consist of members in a body corporate and politic without share capital, who are interested in and support the objectives of the Manitoba Branch given in its letters of Incorporation and under the Provincial Not for Profits rules and regulations, and Companies Act

1.03 Branch Office

The office of the MB Branch shall be in the City of Winnipeg in the province of Manitoba in Canada.

1.04 By-laws

The MB Branch may from time-to-time repeal, amend or re-enact any by-law of the League; but every repeal, amendment, or re-enactment, unless in the meantime confirmed by the majority of the votes cast at an annual or special general meeting of members, shall cease to have force or effect from the time of default in confirmation.

No bylaw or policy of MB Branch shall be inconsistent with the bylaws or policies of The Army Cadet League of Canada except where required by law. Any changes to these bylaws must also be approved by the National Board of the League.

1.05 Policies

The MB Branch may make such policies not inconsistent with this by-law relating to the management and operation of the Branch as well as other matters provided for in this by-law as they may deem expedient and may amend and rescind such policies from time-to-time.

MEMBERSHIP

2.01 Conditions of Membership

Ordinary membership shall be limited to persons who are registered with the MB Branch or who are approved by the National Council and who:

- 1) Are Canadian citizens or landed immigrants, or British subjects or citizens of the United States of America, or
- 2) Are interested in supporting and furthering the objects of the ACLC and the MB Branch;
- 3) Agree to pay membership dues as provided in policy
- 4) Are approved as members by the Board of a provincial / territorial Branch or the National Council.

2.02 Associate Membership

Associate membership is to individuals who are or maybe in a conflict of interest. Associate members will:

Receive notice and attend all meetings.

Will not have voting rights at meetings or elections

2.03 Corporate Membership

Corporate membership shall be granted to corporations incorporated in Canada, the United States of America or in a province or territory of Canada.

2.04 Privileges of membership

Members in good standing, shall receive notice of, and may attend and vote at an annual or special general meeting of members. Corporate Members shall be entitled to one vote at any annual or special general meeting at both the Branch and National Level.

2.05 Cessation of Rights to Membership

All rights to membership of a member shall cease:

- 1) Upon the death of the member;
- 2) Upon receipt by the MB Branch/National BoD of a letter of withdrawal from the member;
- 3) Upon non-payment of dues as provided in section 2.06; and
- 4) If so, determined at any time by resolution of the MB Branch

2.06 Membership Dues

- 1) The dues for members shall be such amount, if any, as may be; from time-to-time determined by the National Board.
- 2) The Secretary of a provincial / territorial Branch shall notify members of the dues at any time payable by them, in accordance with the Bylaws or regulations of that Branch.
- 3) When changes in dues are deemed necessary, the members shall be notified in accordance with the Branch and/or National regulations.

2.07 Member in Good Standing

A member in good standing shall be a Life Member or a member whose dues are paid for the current year. The term of membership shall be the calendar year, January 1 to December 31. No person shall hold office or be a member of the Board or a committee or cast a vote at a special or annual general meeting of members unless the person is a member in good standing.

2.08 Membership Cards

The Secretary of the National Board of Directors may issue membership cards for each current year if so, determined by the Board.

2.09 Life Membership

Upon recommendation of the MB Branch, the National Board may invite persons who have rendered distinguished service to the Army Cadet movement in Manitoba to be life members of the League. Life members shall be granted all privileges of membership without payment of dues. Life membership may be terminated by the incumbent or by resolution of the Provincial and/or National Board or on the incumbent's death.

2.10 Membership Roll

Membership Rolls shall be maintained by each Branch and by the National Office for their respective Members and updated rolls shall be submitted to the National Office upon request.

Manitoba DIRECTORS AND OFFICERS

3.01 Composition of the Provincial Board of Directors

- 1) The affairs of the ACLC(MB)Inc. shall be managed by a Board of not less than 5 and not more than 9 persons, who shall be elected in every second year by members of the League in an annual general meeting. The number of Directors to be elected at any time shall be the number of Directors then in office unless the Directors otherwise determine within the minimum and maximum number specified.

3.02 Powers

The MB Branch will exercise all powers that, are pursuant to the applicable provincial laws and regulations and the by-laws of the National League. The Board of the Manitoba Branch shall have the power and authority, among other things:

- 1) To authorize and make expenditures for the purpose of furthering the objects of the MB Branch;
- 2) To take such steps as the MB Branch deems appropriate to enable the Branch to receive donations and benefits to be used for the purpose of furthering the objects of the League;
- 3) To enter into arrangements with a trust company, bank or financial institution for the purpose of its holding or investing funds of the MB Branch;
- 4) To establish and maintain Support Committees of the League in all the communities and as well as to define their powers and responsibilities within the limits of the powers and responsibilities of the MB Branch.
- 5) To exercise general supervision over the affairs and activities of Support Committees;
- 6) To make regulations and policies in accordance with sections 1.10 and 1.11; and
- 7) To appoint committees of the Board to carry out duties as may from time-to-time be determined by the Board, to delegate any part of the powers of the Board to any such committee, subject to applicable *provincial rules, bylaws, and regulations* and to remove Directors from any such committee.

3.03 Remuneration and Expenses

- 1) A member of the MB Branch Executive or of the Support Committee, or a member of the Branch may be reimbursed in accordance with the policies of the Branch/League for all or a portion of out-of-pocket expenses incurred in attending meetings of the Branch and/or League, the Executive Committee, or any other committee.
- 2) With prior approval of the Branch Executive, a member may be reimbursed in any particular case for all, or a portion of out-of-pocket expenses incurred in relation to the affairs of the Branch.

3.04 Removal of a Director from the Board and Vacancy in the Board of Directors

- 1) A Director shall cease to hold office before the completion of the Director's term:
 - a) In accordance with provisions of the Manitoba Corporations Act, or
 - b) Upon removal from the Board by resolution of the members at a special or general meetings if the Director's actions or conduct show failure to support the objects of the League or contravene its by-laws, or
 - c) Upon receipt by the Secretary of a personal written notice of the Director's resignation, or
 - d) Upon the Director's death.
- 2) Should a vacancy occur in the Board, the remaining Directors, if constituting a quorum, may appoint a qualified person to fill the vacancy for the remainder of the term.

3.05 Branch Executive

The executive of the Branch shall be comprised of the following officers of the Branch

- a) Branch President / Chair of the Board of Directors
- b) Vice-President
- c) Immediate past President
- d) Treasurer
- e) Secretary
- f) up to 4 directors at large

3.07 Elections of Officers

- 1) The MB Board shall elect the officers of the Branch every second year for a two-year term. An individual may be elected to serve successive terms as an officer.
- 2) it shall be the duty of the MB Board to keep the membership of such committees complete.
- 3) The MB Board may remove an officer from office by resolution at any time, and such removal from office shall also constitute removal of such officer from any committee of the Board on which such officer serves.

3.08 Powers of the MB Branch

- 1) The MB Branch shall (subject to the provisions of these by-laws) fix its own rules of procedure from time-to-time, while adhering to all relevant provincial/federal laws and regulations.

3.11 Duties of the Executive

- 1) The Branch President shall:
 - a) Exercise general supervision over the affairs of the League and be accountable to the Board.
 - b) Detailed Terms of Reference shall be presented in policy as determined by the MB Board
- 2) Vice-President:
 - a) Vice-President fulfills the role of the President when required and assists in providing longer-term direction for the Branch.
 - b) Detailed Terms of Reference shall be presented in policy as determined by the MB Branch.
- 6) The Treasurer
 - a) The Treasurer is responsible for the overall financial accounting and reporting of the League.
 - b) Detailed Terms of Reference shall be presented in policy as determined by the Branch.
- 7) The Secretary
 - a) The Secretary ensures that proper records of the Branch's affairs are kept.
 - b) Detailed Terms of Reference shall be presented in policy as determined by the MB Branch.
- 10) Immediate Past President (Appointed)
 - a) Immediate Past President (Appointed) ensures continuity of governance between elections and shall supervise elections of the Board of Directors and the officers of the League.

- b) Detailed Terms of Reference shall be presented in policy as determined by the MB Board.

3.07 Other Powers and Duties

In addition to any powers and duties prescribed by the by-laws, all officers of the MB Branch shall have such powers and duties as may from time-to-time be assigned to them by the MB Branch.

3.08 Executive Director and Duties

- 1) The MB Board may appoint an Executive Director who shall hold office at the pleasure of the MB Board. The MB Board shall fix the terms of employment and remuneration of the executive director.
- 2) Detailed Terms of Reference shall be presented in policy as determined by the MB Board.

3.09 Execution of Contracts

- 1) The MB Board may appoint an officer or officers on behalf of the League either to sign contracts, documents, and instruments in writing generally, or to sign specific contracts, documents, and instruments in writing.
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MEETINGS

4.01 Annual and Special General Meetings

- 1) The MB Board shall set the time and place for the Annual General Meeting of the members. An annual meeting of the members shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual meeting.
- 2) Members constituting not less than five percent of the number of members of the Branch in good standing at such time may requisition the MB Board to call a meeting of the members for the purposes stated in the requisition.

4.02 Matters to be Placed before the Meetings

The Secretary shall request in writing from Directors matters that should be properly brought before the annual meeting of members and each meeting of the Board at least 15 days in advance of the meeting. Submissions from Directors should be in writing.

4.03 Agenda – Annual General Meeting

The agenda for the annual general meeting of members shall be fixed by the Executive Committee and shall include, but not be limited to, the following:

- a) Receipt of the report of the Board to the members.
- b) Receipt of the financial statement for the last completed financial year.
- c) Appointment of the auditors.
- d) Election of the Board every second year; and
- e) Such other matters as are properly brought before the meeting.

4.04 Notices of Annual or Special General Meetings

- 1) Notices of the annual or a special general meeting shall be by either electronic means (email) or by Canada Post and be posted to the web site of the League at least 30 days prior to the meeting. Such notices shall specify the time and place of the meeting and the business to be transacted.
- 2) A meeting of members may be held for any purpose without notice if all members are present in person at the meeting or if those not so present have waived notice, and if the auditor is present or has waived notice. Notice of any meeting or of any irregularity in any meeting or in the notice thereof may be waived by a member (or proxy for a member).
- 3) The signature on any notice to be given by the MB Branch may be lithographed, written, printed, or otherwise mechanically or electronically reproduced.
- 4) The accidental omission to give notice of any meeting to, or the non-receipt of any notice by, any member of the MB Branch shall not alone invalidate a resolution passed or proceedings taken at any meeting if the meeting has been properly called and conducted.
- 5) Where any special business is to be transacted at a meeting other than the matters referred to in clauses 4.03 a) to e), such notice shall contain enough information to allow the member to make a reasoned decision with respect to the matters stated in the notice.
- 1) Any meeting of the Board may be held by teleconference or by electronic means pursuant to Article 4.10.

4.05 Quorums

Quorums for meetings shall be as follows:

- 1) Annual or special general meeting: 10 members, present in person or by proxy;

4.06 Majority Voting

At all meetings of members or of the MB Branch, every question shall be decided by the majority of votes cast on the question, unless otherwise required by law or by the by-laws. In the event of an equal number of votes, the Chair of the meeting shall be entitled to a casting vote on any matter arising at a meeting.

4.07 Proxy to Vote

A member may appoint in writing any other member as a proxy to vote at an annual or a special general meeting. Such proxies shall be verified and registered by the Secretary prior to the commencement of the meeting. Each notice of a meeting of members shall contain a statement advising the members of the provisions of this section 4.07.

4.08 Meeting by Telephone or by Electronic Means

All members of the MB Branch consent thereto generally or in respect to a particular meeting, a member may participate in a meeting of the branch or of the Support Committee, as the case may be, by means of such conference telephone facilities as may permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Branch and of the Support Committee, as the case may be.

4.11 Rules of Order

Meetings shall be governed as to procedures by Bourinot's *Rules of Order*, 4th Edition (revised by Geoffrey H. Stanford), 1995, McLelland and Stewart.

4.12 Nominating Committee

- 1) There shall be a Nominating Committee consisting of such Directors as may be determined from time to time by the Branch Executive, chaired by the Past President where possible.
- 2) The Nominating Committee shall be appointed by the Branch Executive, at, or prior to the commencement of any annual meeting of the members of the Branch where a general election is scheduled. The Branch Executive may remove a member from the Nominating Committee by resolution
- 2) At an annual meeting where an election occurs, the Nominating Committee shall, subject to subsection (4):
 - a) Present to the members of the MB Branch at such annual meeting of members, the names of the persons nominated for election as Directors at such annual meeting to hold office for the ensuing two years; and

- b) Present to the MB Branch at its meeting held immediately following the election of the Board at such annual meeting of the members of the MB Board, the names of the persons nominated for election or appointment as officers of the MB Branch to hold office for the ensuing two years.
 - 3) The Vice-President (National) representing the MB Branch on the National ACLC Board should be the President or any other officer or member of the MB Branch, as determined by the MB Branch Executive Committee.
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5.01 Channels of Communication

- 1) MB Branch will communicate with:
 - a) The National office and/or National President of the League on any appropriate matter.
 - b) The appropriate Region or Area Headquarters of the Canadian Forces on matters within their provincial or territorial jurisdictions.
 - c) Local Sponsors, Support Committees, and corps; and
 - d) Other Branches
 - e) Provincial/Territorial and Municipal officials and offices within their jurisdiction
 - f) The provincial/territorial or regional offices of non-governmental agencies and corporations within their jurisdiction
- 1) Except through the National Office of the League, Mb Branch shall not communicate with.
 - a) Governor General, Prime Minister, or other federal appointments.
 - b) National Defense Headquarters
 - c) The national headquarters of non-governmental agencies and corporations

5.02 Branch General Meeting

Minutes of annual or special general meetings of the MB Branch shall be forwarded to the head office of the League.

5.09 Dissolution of a Branch

In the event of MB Branch dissolution, that remaining funds, after returned to their respective provincial / territorial government in accordance with law, be transferred to the national body of the League to be held in trust.

FINANCIAL

6.01 Financial Year

The financial year of the League shall commence the 1st day of January and end on the 31st day of December, or such other period as may be determined by the MB Branch BoD.

6.02 Auditor

At each annual meeting of members of the Branch, an auditor/reviewer shall be appointed to audit/review the accounts of the Branch and to hold office until the next annual general meeting. The MB Branch shall approve remuneration of the auditor if applicable.

6.03 Indemnification

Every Director and officer as well as their heirs, executors, and administrators, estate, and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the League from and against:

- 1) All costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them, in or about the execution of the duties of their office; and
- 2) All other costs, charges and expenses that they sustain or incur in or about in relation to the affairs of the MB Branch, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

Enacted by the Board of Directors on this 3th day of June
2023

Confirmed by the members of The Army Cadet League of
Canada Manitoba Branch at the meeting of the members of
the League held on June 3, 2023

President_____

Secretary_____

SCHEDULE 1

League Heraldic Coat of Arms

(Out of use)

ANNEXE A

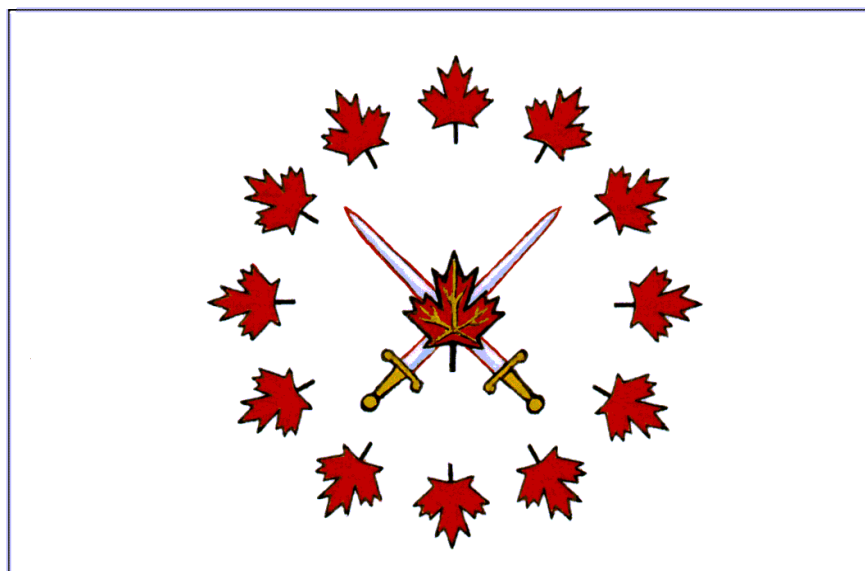
Armoiries de la Ligue

(n'est plus utilisé)



SCHEDULE 2

League Flag



ANNEXE B

Drapeau officiel de la Ligue

SCHEDULE 3

League Badge



ANNEXE C

Insigne officiel de la Ligue