

Effective 30 October 14

CONSTITUTION OF THE ROYAL MILITARY COLLEGES CLUB OF CANADA

ARTICLE 1.0 – NAME

1. The name of the Club shall be the Royal Military Colleges Club of Canada / le Club des collèges militaires royaux du Canada. Hereinafter, it will be referred to as the “RMC Club”.

ARTICLE 2.0 – OBJECTS

2.1 The objects of the Club are: the bringing together of its members for mutual benefit and support; the encouragement and maintenance of the camaraderie which has always existed at the Canadian Military Colleges; and the advancement of the welfare of its members, the Cadets and the Canadian Military Colleges generally.

ARTICLE 3.0 – ORGANIZATION

3.1 The Club is an unincorporated Not-For-Profit Organization (NPO).

3.1.1 The Club shall be carried on without pecuniary gain to its members.

3.1.2 All property and funds of the Club and all profits of or other accretions to the Club shall be used in promoting the objects of the club, and no member shall have any right or claim to any such property, funds, profits or other accretions.

3.1.3 In the event that the Club is wound up or amalgamated with some other organization, no part of the assets of the Club shall be distributed to any of its members, but shall be transferred to some other organization with similar objectives as those of the Club and of a non-profit nature.

3.1.4 All funds currently held and all funds subsequently received derived from subscriptions for life membership shall be held in a segregated fund and shall be managed and remitted in accordance with the directions of the Investment and LMIF Committee.

3.2 The Club shall be directed by a Board of Directors, which should consist of:

.1 five (5) Directors each representing cohorts from their respective year of entry as follows;

- a. 5 – 10 years;
- b. 11 – 20 years;
- c. 21 – 30 years;
- d. 31 – 40 years; and

e. 41 – 49 years.

.2 four (4) Directors at large; and

.3 five (5) Standing Directors:

- a. Immediate Past President of the RMC Club;
- b. Immediate Past President of the RMC Foundation;
- c. Adjutant of the Old Brigade;
- d. Canadian Forces Liaison Officer (CFLO);and
- e. Cadet Liaison Officer to Club (ex-officio)

3.3 Club Directors will be elected by Club members during the Annual General Meeting (AGM). Elected members of the Board of Directors shall normally serve a three year term. Any vacancy may be filled by the Board of Directors on an interim basis until the next Annual General Meeting, when Club members shall elect a Director for the balance of the term of the vacant position. Directors may serve a maximum of three terms.

3.4 The Board of Directors will elect a President, Vice-President and Treasurer annually. The President shall also be the Chair of the Board of Directors, and the Vice-President will assume the duties and responsibilities of the President in the absence of the President.

3.5. The Executive Committee shall consist of the President, Vice-President, Treasurer, and Past President.

3.6 In accordance with the Terms of Reference agreed by the Chief of Defence Staff (CDS) and the President of the RMC Club, the CFLO shall be appointed by the CDS, normally in consultation with the President of the Club. An Assistant CFLO will also be designated who will have full voting privileges in the absence of the CFLO.

3.7 The Board of Directors shall provide strategic direction to the Executive Director and provide oversight on the business and operations of the Club.

3.8 Standing Committees may be formed by the Board of Directors who shall appoint the chair and members of such committees and who shall also establish the purposes and functions of such committees. Such committees shall report to the Board of Directors. All committees shall be chaired by a member of the Board of Directors.

3.9 The Honorary Officers of the Club are the Patron, Vice-Patron, Honorary President, Honorary Solicitor, and the Honorary Chaplain. Nominations for Honorary Officers shall be approved by the Board of Directors.

3.10 Until changed by a resolution of Board of Directors, the fiscal year of the Club shall end on December 31 in each year.

ARTICLE 4.0 – MEMBERSHIP

4.1 Classes of Membership. The following are the classes of Club membership:

- .1 Ordinary;
- .2 Life;
- .3 Associate;
- .4 Student;
- .5 Family and Friends;
- .6 Honorary Life Members; and
- .7 Honorary Members.

4.2 Ordinary Members. The following shall be Ordinary Members of the Club upon payment of dues:

- .1 Ex-Cadets who have served as Cadets or Officer Cadets at the Royal Military College of Canada, the Royal Military College Saint-Jean, Collège militaire royal de Saint-Jean, Royal Roads Military College, the Royal Naval College of Canada, HMCS Royal Roads, Royal Canadian Naval College, the R.C.N. – R.C.A.F. Joint College, Canadian Services College Royal Roads, or ex-officers who were eligible to be members of the Royal Roads Club, and who have received their honourable discharge or have been commissioned in the Forces or honourably released;
- .2 Persons who have attended the Canadian Military Colleges in a capacity other than as Cadets or Officer Cadets, who have graduated from a recognized degree course at one of the Colleges or from the Land Forces/Army Technical Staff Program administered by the College; and
- .3 This category of members does not include persons granted an honorary degree by one of the Canadian Military Colleges.

4.3 Life Members

- .1 Any Ordinary Member or any Associate member may, upon application, be made a Life Member upon payment of a fee to be determined from time to time by the Board of Directors.

4.4 Associate Members. Members or former members of the Board of Governors, members or former members of the senior staff of the College, of the Club or of the Foundation, particularly those in close contact with Cadets, and with the unanimous consent of the Board of Directors, persons who have made a significant contribution towards the objects of the Club, particularly that of advancing the welfare of the Cadets, who are not eligible for other classes of membership, may be offered Associate Membership in the Club. Associate members shall pay dues, may not vote at meetings of the members and may not hold office. They shall be granted a special club number greater than 100 with the prefix "A".

4.5 Student Members. Students in a course leading to a Royal Military College of Canada degree, or the Land Forces Technical Staff program administered by the

College, shall be student members upon payment of dues, and on ceasing to be a student in such course, shall cease to be Student Members, but may continue to be members if otherwise qualified under this article, upon payment of dues. Student Members may not vote at meetings of members and may not hold office with the exception of the Cadet LO to the Club who will be standing ex-officio Director.

4.6 Family and Friends Members. Family and Friends may become members of the Club for the duration of the time that they have a family member/friend attending the College. They will be entered into the records with an "F" preceding the College number of the student upon payment of dues. They are not entitled to vote or hold office.

4.7 Honorary Life Members

.1 Persons who have at any time rendered outstanding and long term service or brought great honour to the Canadian Military Colleges, the Club or the Foundation may be elected to Honorary Life Membership.

.2 A proposal for election to Honorary Life Membership must be submitted to and receive the unanimous approval of those present at a meeting of the Board of Directors, following which the proposal will be submitted to the next Annual General Meeting for approval by simple majority.

.3 Honorary Life Members shall be accorded all privileges of membership and shall be exempt from the payment of annual dues. They shall be granted an honorary college number with the prefix "H" either preceding their existing college number or a newly assigned number.

4.8 Honorary Members

.1 Persons who have rendered special service to the Canadian Military Colleges, the Club or the foundation may be offered Honorary Membership in the Club.

.2 If not eligible for other categories of membership, the Chancellor of the Royal Military College of Canada, the Chairpersons of the Boards of Governors of the Royal Military College of Canada and the Royal Military College Saint-Jean, and the Commandants of the Royal military College of Canada and the Royal Military College Saint-Jean, shall be offered Honorary Membership in the club.

.3 persons who have been granted honorary degrees by one of the Canadian Military colleges and who are not eligible for other categories of membership may be offered Honorary Membership in the Club on the recommendation of the Board of Directors.

.4 Classes that have honorary class members may nominate any of such members to Honorary Membership in the Club. Such nomination shall not be made until at least four years have elapsed since graduation.

.5 Election to Honorary Membership shall involve the same process as described in Section 4.7.2.

.6 Honorary Members shall be accorded all privileges of membership and shall be exempted from the payment of annual dues. They shall be granted a special Club number greater than 100 with the prefix "S".

ARTICLE 5.0 – REVOCATION OF MEMBERSHIP

5.1 Any member whose conduct has been such as to bring discredit or dishonour upon the Club shall be liable to have such membership revoked. If the Board of Directors, by a two-thirds majority, votes to revoke a membership at a regularly constituted meeting of the Board, the Club shall revoke their membership and shall strike the person off the roll of members.

ARTICLE 6.0 – TERMINATION OF MEMBERSHIP

6.1 Resignation. Any member wishing to resign from the Club shall give notice in writing to the Executive Director and shall be allowed to withdraw upon payment of all unpaid accounts. The sole exception being First Year Cadets who will be eligible for a full membership refund prior to commencement of their second year.

6.2 Death. When the Club is advised that a member is deceased the member's membership will cease. Surviving Widows and Widowers of life members will be afforded the opportunity to associate with the Club with an assigned prefix of "W".

6.3 Non-payment of dues. Annual members who do not pay their dues will not be considered to be a member in good standing and therefore will lose all membership privileges. In the case of a partially paid life memberships, the life membership will be suspended until full payment is received. There is no entitlement to refund. All suspended life members are not considered to be members in good standing therefore will lose all membership privileges. The suspended life membership may be reinstated once full payment is received.

ARTICLE 7.0 – MEETINGS OF MEMBERS

7.1 Annual General Meeting. An Annual General Meeting of members of the Club shall be held at such time and place as shall be determined by the Board of Directors, such meeting to be no more than ten months after the conclusion of each fiscal year of the Club.

7.2 Special General Meeting. A Special General Meeting of the members of the Club may be held at any time upon the request of the President or the Board of Directors, or upon the written request of twenty-five (25) members of the Club, such meeting to be held within sixty (60) days of the receipt of such request by the President, and to be at conducted at a time and in a manner as the President may direct including either by electronic means or telephone.

7.3 Notice.

.1 Notice of the calling of any meeting of the Club shall be mailed or delivered to each of the members at least twenty-five (25) days before such meeting in the case of the Annual General Meeting, and at least fifteen (15) days before such meeting in the case

of Special General Meeting. Such notice shall specify the time and manner of conduct of the meeting and the business to come before such meeting.

.2 Failure to give notice to any member or members through inadvertence shall not invalidate the calling of the meeting.

7.4 Quorum. At any meeting of members, twenty (20) members in good standing present in person shall constitute a quorum for the transaction of business.

7.5 Chair. The President, or failing the President, the Vice-President, or failing the Vice-President, such other Director of the Board of Directors as may be present and agreed upon by a majority of those present shall act as chair of the meeting.

7.6 Voting. Except as otherwise provided, questions shall be decided by an affirmative vote of a majority of the votes cast. The chair shall not vote on any question as long as occupying the chair except in the event of a tie vote, when he or she may vote to decide the issue. Voting on any question may be by hand, verbal or electronically unless a written ballot is directed by the chair.

ARTICLE 8.0 – DUTIES OF PRESIDENT, VICE-PRESIDENT, TREASURER, DIRECTORS, AND EXECUTIVE DIRECTOR

8.1 President. The President shall, if present, preside at all Annual General and all Special General Meetings of the members of the Club, all meetings of the General Advisory Council and all meetings of the Board of Directors.

8.2 Vice-President. During the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President including presiding at meetings. The Vice-President shall also have such powers and carry out such duties as the President or Board of Directors may prescribe.

8.3 Treasurer. The Treasurer shall provide oversight and shall direct the administration and management of the financial operations of the Club in consultation with the Executive Director. The Treasurer shall also have such powers and carry out such duties as the Board of Directors may prescribe.

8.4 Directors. Each member of the Board of Directors will regularly attend meetings of the Board of Directors and the General Advisory Council. Directors shall either be appointed as chair or shall serve as a member of a committee as approved by the Board of Directors.

8.5 Executive Director. The Executive Director shall be a remunerated employee responsible for the administration of the regular operations of the Club in accordance with the directions of the Constitution and the Board of Directors. The Executive Director will be an ex-officio (non-voting) member of the Board of Directors and all standing committees.

ARTICLE 9.0 – GENERAL ADVISORY COUNCIL

9.1 General. The General Advisory Council will provide advice to the Board of Directors as required. It is not empowered to make decisions. Members of the General Advisory Council will also be a source of committee members for the Club.

9.2 Composition. The General Advisory Council shall be composed of the following:

1. the President and one Branch Vice President of each recognized Branch Club;
2. the Club's Honorary Solicitor;
3. the Assistant Adjutant of the Old Brigade;
4. the Assistant Canadian Forces Liaison Officer; and
5. all members of Club standing committees.

9.3 Meetings of the General Advisory Council. The General Advisory Council shall meet at least twice annually. A meeting or meetings of the General Advisory Council shall be held times during the year as determined by the Board of Directors. Members may attend in person or participate by teleconference or electronic means.

9.4 Notice of the Calling of Meetings. Notice of the calling of any meeting of the General Advisory Council shall be mailed or delivered by electronic means to each member of the General Advisory Council at least ten (10) days prior to the date fixed for the holding of such meeting.

9.5 Chair. The President of the RMC Club, or failing the President, the Vice-President, or failing the Vice-President, such other member of the Board of Directors as may be agreed upon by the persons present shall act as chair of the meeting. The chair shall be allowed to vote on any question that comes before the meeting but shall have no second or casting vote.

ARTICLE 10.0 – BOARD OF DIRECTORS

10.1 Meetings of the Board of Directors. The Board of Directors shall meet at least quarterly but more frequently if deemed advisable at such time or times during the year as may be determined by the President, Vice President or any two board members.

10.2 Quorum. A quorum for the transaction of business by the Board of Directors shall be fifty per cent (50%) or more of the Board Directors with voting privileges who must be present in person or by telephone conference call or other electronic means.

10.3 Remuneration of Board Directors. Directors are not entitled to any remuneration for carrying out duties as a member of the Board of Directors. If approved by the Board of Directors, they may be reimbursed for expenses incurred on behalf of the Club, or for

the whole or any part of expenses incurred in traveling to any meeting of the Board of Directors.

10.4 Powers and Duties of the Board of Directors. The Board of Directors shall have the following powers and duties:

- .1 strategic direction and planning;
- .2 the authorization of operating expenditures;
- .3 the authorization of the execution of specific contracts or of banking documents;
- .4 the authorization of employment of persons for specific tasks;
- .5 the authorization of the representation of the Club by certain individuals for specific purposes, such as nominations for Club representatives for Boards of Governors of the Royal Military College of Canada and the Royal Military College Saint-Jean.
- .6 the consideration and authorization of the carrying out of such other acts as may be reasonably required to permit the day-to-day operation of the Club.

ARTICLE 11.0 – SUSPENSION OF BOARD DIRECTORS

11.1 Any member of the Board of Directors may be suspended from office by the Board of Directors at a board meeting for continued neglect of duty or violation of the rules of the Club by majority vote.

11.2 When circumstances prevent a meeting of the Board of Directors for this purpose, the Board may suspend such Director upon consent of three-fourths of the remaining Directors using electronic means.

ARTICLE 12.0 – BRANCH CLUBS AND OTHER ASSOCIATIONS

12.1 The Board of Directors may, upon application from a group of members of the Club substantially all of whom reside in one locality, grant recognition of a Branch Club in such location. Branch Clubs that have been recognized as such prior to 4 October 1991 shall be deemed to be granted such recognition.

12.2 In order to obtain and maintain such recognition such Branch Clubs must:

- .1 abide by the provisions of this Constitution;
- .2 require that each of their ordinary members be a member of the club;
- .3 admit to ordinary Branch membership all members of the Club as defined in Article 9 normally residing in the Branch locality;
- .4 maintain an organization which shall include at least a President, a Vice-President and a Secretary or Secretary-Treasurer, who shall be elected by a vote of ordinary members to serve for a reasonable fixed term; and
- .5 at the request of the Executive Director, submit reports as to organization, activities and membership of such Branch Club within a reasonable time of such request and covering the period specified in such request.

12.3 Branch Clubs, whether or not legally incorporated, shall constitute separate legal entities with their own liabilities and assets, and shall not in any way hold themselves

out as agents, partners, or joint venturers with the Club in any of their operations, unless pursuant to and only to the extent specified in a written agreement approved by the Board of Directors.

12.4 The Club may actively promote co-operation and joint programs of activity with any other club or association whose objectives are substantially in harmony with those of the Club.

ARTICLE 13.0 – OLD BRIGADE

13.1 The Old Brigade is an entity within the Club and shall appoint an Adjutant.

13.2 If fifty (50) or more years have elapsed from the year of entry into a Canadian Military College, a person eligible for ordinary membership shall become a member of the Old Brigade.

13.3 The Adjutant, in consultation with the Fort Saint-Jean Branch, shall appoint an Assistant Adjutant for the primary purpose of helping to coordinate activities involving Old Brigade members who have attended the Collège militaire royal de Saint-Jean, Campus Fort Saint-Jean or Royal Military College Saint-Jean. Although not a member of the Board of Directors, in the absence of the Adjutant, the Assistant Adjutant may replace the Adjutant at a Board of Directors meeting, with voting privileges.

13.4 There shall be an Old Brigade Advisory Council (OBAC) to advise and assist the Adjutant, including the selection of new Adjutants, consisting of the Assistant Adjutant, and one representative from at least ten Old Brigade classes.

13.5 Notwithstanding Article 13.2, by convention, members who entered a Canadian Military College in a four-year plan, including RMC, RRMC and First Year at CMR classes are automatically welcomed into the Old Brigade four months early and shall be entitled to adopt the customs normally accorded to members of the Old Brigade, as decreed by the Adjutant.

13.6 Honorary Officers, Honorary Life Members, Honorary Members, Associate Members, and those persons who participated in the University Training Plan for Non-Commissioned Members (UTPNM), University Training Plan for Officers (UTPO) and the Post Graduate Programme (PGP), and who are eligible for ordinary membership in the Club, shall become members of the Old Brigade fifty (50) years from year of entry into a Canadian Military College or upon attaining the age of 67 years, whichever first occurs, except that Honorary Members who become so pursuant to Article 4.8.4, such as an honorary class member nominated for Honorary Membership in the Club, shall become members of the old Brigade with that Class.

ARTICLE 14.0 – INDEMNIFICATION OF BOARD OF DIRECTORS AND OTHERS

14.1 Indemnification. The club shall indemnify the President, Vice-President, Treasurer and Board Directors, members of the General Advisory Council, member of a standing committee or a person who acts or acted at the Club's request, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or investigative action or proceeding to which such person is made a party by reason of being or having been a member of the Board of Directors, a member of the General Advisory Council, member of a standing committee of the Club or person acting at the Club's request if:

.1 such person acted honestly and in good faith with a view to the best interests of the Club; and

.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that his or her conduct was lawful.

14.2 Indemnification in Derivative Actions. The Club shall, with the approval of a Court, indemnify a person referred to in Section 14.1 in respect of an action by or on behalf of the Club to procure a judgment in its favour, to which such person is made a party by reason of being or having held such office or position in the Club or so acted, against all costs, charges and expenses reasonably incurred in connection with such action if such person fulfils the conditions set out in Section 14.1.1 and 14.1.2.

14.3 Right to Indemnity. A person referred to in Section 14.1 is entitled to indemnity from the Club in respect of all costs, charges and expenses reasonably incurred by such person in connection with the defence of any civil, criminal or investigative action or proceeding to which such person is made a party by reason of being or having been a member of the Board of Directors, a member of the General Advisory Council or member of a standing committee of the Club or having so acted, if the person seeking indemnity:

.1 was substantially successful on the merits in the defence of the action or proceeding; and

.2 fulfils the conditions set out in Sections 14.1.1 and 14.1.2.

14.4 Insurance. Subject to the provisions of any applicable legislation, the Club may purchase and maintain insurance for the benefit of the members of the Board of Directors, members of the General Advisory Council, members of a standing committee or other persons acting at the Club's request.

ARTICLE 15.0 – AMENDMENTS

15.1 This Constitution may be amended only by an affirmative vote of two-thirds or more of the votes cast by ballot open to all members in accordance with procedures hereinafter set out.

15.2 A proposal to amend this Constitution may be submitted by any member in good standing by forwarding such proposed amendment to the Executive Director in writing

together with full particulars. The President shall put such proposed amendment before the next meeting of the Board of Directors and if the Board of Directors, by an affirmative vote of two-thirds or more of the votes cast at a duly constituted meeting thereof approves the proposed amendment, it shall be submitted to the next meeting of the General Advisory Council for consideration. Thereafter, notice of the proposed amendment shall be given in writing to the members of the Club together with notice of the intent to submit the proposed amendment to a ballot of members, and notice of the manner of administering the ballot of members.

15.3 In the event that the approval required for a proposed amendment is not obtained from the Board of Directors, the proposer shall be so advised in writing and shall be provided reasons. Notwithstanding the failure of any proposed amendments to obtain such approval, it shall be submitted to a Special General Meeting of members to which the required notice may be given where a request for such proposed amendment signed by at least fifty (50) members in good standing is delivered to the Executive Director. If the Special General Meeting by an affirmative vote of two-thirds or more of the votes cast approves the proposed amendment, notice of the proposed amendment shall be given in writing by appropriate means to the members of the Club together with notice of the intent to submit the proposed amendment to a ballot of members, and with notice of the manner of administering the ballot of members.

15.4 In the event of the requirement for a ballot under Articles 15.2 or 15.3, such ballot will be administered by the Executive Director in a manner that reasonably provides for:

- .1 sufficient notice of the amendment and of the balloting procedures;
- .2 timeliness;
- .3 enfranchisement of members; and
- .4 security of ballot and accuracy of the count of the ballot.

15.5 The Executive director shall report to the President and to the members, in an appropriate manner, the results of the ballot.

ARTICLE 16.0 – REGALIA

16.1 The Board of Directors is vested with the authority to approve the design of and manufacture of all items identifying the Club and its members. It shall have authority to take such actions as it deems necessary to protect such designs and it may, on such terms as it deems proper, designate any party as an authorized manufacturer and/or distributor of items using such designs.