

THE ROYAL WESTMINSTER REGIMENT ASSOCIATION

Bylaws

Here set forth, in numbered clauses, the Bylaws providing for the matters referred to in Section 11 of the *Societies Act* and any other applicable regulation.

PART 1 - DEFINITIONS and INTERPRETATION

1. (1) In these Bylaws, unless the context otherwise requires:
 - (a) “Board” means the Directors of the Society
 - (b) “Director” means an individual who has been designated, elected or appointed as a member of the board of directors of the society, regardless of the title by which the individual is called;
 - (c) "*Societies Act*" means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (d) “Ordinary resolution” means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by proxy;
 - (e) "Registered address" of a member means their address as recorded in the register of members;
 - (f) “Special resolution” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy;.
- (2) The definition of the "*Societies Act*" on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and corporation.

PART 2 - MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these Bylaws and, in either case, have not ceased to be members.
4. (1) Membership in the Society is open to anyone who is serving with or has, at any time, served with or has been attached to The Royal Westminster Regiment or its predecessor regardless of duration. This includes service with The Royal Westminster Regiment Band and Cadet Instructor Cadre Officers of the Army

Cadet Corps affiliated to The Royal Westminster Regiment. Only these general members are eligible to serve on the Board of Directors.

- (2) Associate Membership is open to anyone who has served as a Cadet with one of the affiliated Army Cadet Corps or with other Canadian and Commonwealth Armed Forces or someone who is a direct descendant of a member of the 47th Battalion, 131st Battalion, Westminster Regiment or retired member of The Royal Westminster Regiment or The Royal Westminster Regiment Band.
 - (3) Honorary Memberships may be granted on an annual basis to persons performing extraordinary service to the Association.
 - (4) Any person of good standing, covered by the conditions of the preceding subsection, wishing to become a member of the Society, shall submit their name in full, name of unit, regimental number, rank, present address and occupation in writing on the form supplied by the Society.
5. Every member shall uphold the constitution and comply with these Bylaws.
6. The dues of the Society for its various categories shall be as follows:
- | | | |
|-----|---|-----------|
| (a) | General or Associate Membership - annual rate | \$ 20.00 |
| (b) | Second War Veterans | FREE |
| (c) | Life Membership | \$ 200.00 |
7. A person ceases to be a member of the Society:
- (1) by advising the Secretary in writing;
 - (2) upon their death.
8. All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due or owing to the Society, and are not in good standing so long as the debt remains unpaid except in cases of real hardship.

PART 3 - MEETINGS

9. The annual general meeting of the Society shall be held on the Melfa Dinner weekend, each and every year at the time determined by the Directors.
10. Every general meeting other than an annual meeting is an extraordinary general meeting.
11. Extraordinary general meetings may be called at any time by the President and may be called upon request of the Board of Directors or Ten (10%) percent or more of the

members of the Society. Such request shall state the nature of the business to be transacted at such extraordinary general meeting.

12. Notice of a general meeting shall specify the place, the day and the hour of the meeting and in case of special business, the general nature of the business.
 - (1) At least fourteen (14) days notice of an extraordinary general meeting shall be given by circular letter, postcard, publication in a Society bulletin, or by notice on the Society website and by electronic mail.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

13. The following shall be the order of business at general meetings of the Society:
 - (a) One minute of silence in memory of departed comrades;
 - (b) Roll call of the officers of the Society;
 - (c) Reading of the minutes of the previous general meeting and confirmation of same by the meeting;
 - (d) Reading of the minutes of the last directors' meeting for information only. Any point of business from the latter may be brought up later under New Business or Good. and Welfare;
 - (e) Reading of correspondence and the disposal of same;
 - (f) Reports of standing and special committees;
 - (g) The proposed annual budget
 - (h) Unfinished business;
 - (i) New business;
 - (j) Good and Welfare;
 - (k) The Queen.
14. Ten (10) members shall constitute a quorum at any general meeting; special or annual meeting and no meeting shall be held unless a quorum is present.
15. (1) No debate shall be permitted except on a motion regularly moved and seconded, unless the Chair shall otherwise rule.

- (2) No members shall speak twice on the same motion except by permission or by way of explanation except the mover and the seconder of the motion by way of explanation or rebuttal.
- (3) Questions or order arising at a meeting of the Society not provided for in the Bylaws shall be decided by the Chair.
- (4) All questions shall be decided by a majority vote and the presiding officer shall have the casting vote in the event of a tie.
- (5) Every member of the Society in good standing shall have one vote at all annual and special meetings of the Society and votes may be given either in person or by proxy. Except for a special resolution, the presiding officer shall have the casting vote in the event of a tie.
- (6) The instrument appointing the proxy shall be in writing under the hand of the appointer or their attorney duly authorized in writing. Any person may act as proxy whether or not they are entitled on their own to be present and vote at the meeting at which they act as proxy for the appointer at every ordinary and special meeting of the Society that may be held in the future or within such period of time as the instrument shall designate.
- (7) A form of proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy thereof shall be deposited with the presiding officer at 530 Queens Avenue, New Westminster, British Columbia, or at such other place as is specified for that purpose in the notice convening the meeting prior to the meeting in respect of which the person named in the instrument is appointed.
- (8) A vote given in accordance with the terms of proxy is valid notwithstanding the previous death or incapacity of the member giving the proxy or the revocation of the proxy or of the authority under which the form of proxy was executed, provided that no notification in writing of such death, incapacity or revocation shall have been received by the presiding officer at the meeting or adjourned meeting for which the proxy was given before the vote was taken.
- (9) Every proxy may be revoked by an instrument in writing.
- (10) A proxy shall be for a specified meeting and shall be in the form as shown at Annex A:

PART 5 - ELECTION OF DIRECTORS AND OFFICERS

16. (1) At the annual general meeting there shall be elected a Board of Directors which shall consist of a President, a Vice-President and eight members. This Board of Directors shall remain in office for one (1) year or until their successors are

named. All members of the Board shall be elected by ballot. The past President shall be a member of the Board, ex-officio.

- (2) The President shall, each year, appoint a Treasurer and a Secretary at the first meeting of the Board after the annual general meeting from the membership at large, subject to ratification by the Board. These appointees to have voting privileges.
- (3) The Commanding Officer of the active Battalion, or the CO's representative from the Officers' Mess, a representative from the Warrant Officers' and Sergeants' Mess, and a representative from the Junior Ranks Mess shall be members of the Board of Directors.
- (4) The Board of Directors may at any time appoint members or fill vacancies created by resignation, removal or death of any member except in the following cases:
 - (a) In the case of the President, the Vice-President shall become President; and
 - (b) An election shall be held for Vice-President. This election shall be held at the next general meeting or at a time designated by the President. The elected Vice-President will hold office for the balance of the year.

PART 6 - ELECTION PROCEDURE

17. (1) Nominations for the Office of President, Vice-President and members of the Board of Directors shall be made by a member of the Society in good standing. Nominees must be present at the meeting or have given written consent and be in good standing.
- (2) Prior to the election of officers, the President shall appoint three members to act as scrutineers, the first named to act as Chair with power to add to the committee.
- (3) In the event of two or more being balloted upon to fill the office of President or Vice-President, the highest number of votes will elect. The members nominated for the Board of Directors receiving the highest number of votes will be declared as elected.

PART 7 - DUTIES OF OFFICERS AND DIRECTORS

18. (1) It shall be the duty of the President to occupy the Chair at all meetings, to receive and put motions, to inform the Society of the proceedings since the last meeting and to cause the minutes and other communications to be read; the President shall sign the former. The President shall also inform the meeting of anything be things of interest, to the members.

- (2) The President, at any meeting, shall enforce order and strict observance of all Society Bylaws. The President shall have the right to decide all questions of order, subject to an appeal to the meeting sustained by a majority of those present and in good standing. The President shall only vote in the case of a tie vote when the President shall have the right of giving the casting vote.
- (3) It shall be the duty of the President to call special meetings of the Society at any time at the request of the Board of Directors or of fifteen (15) members of the Society, giving due notice thereof and giving notice of the purpose for which it is being called, provided always that if the President or Vice-President be absent, any member of the Board of Directors shall be competent to call such meeting in the manner aforesaid.
- (4) The President shall appoint the Chair of all standing committees who will appoint their own committee members, both actions subject to the approval of the Board.
- (5) The President shall be an ex-officio member of all committees and shall be notified of all committee meetings.
- (6) The Vice-President shall, in the absence of the President, perform the functions that would otherwise be performed by the President.
- (7) The Secretary shall keep all books, conduct of all correspondent, retain copies of all official letters, present all official documents and attend and take minutes of all meetings. At any other time the Secretary is requested to do so, shall perform such other duties as properly pertain to the office. It shall be the Secretary's duty to give fourteen (14) clear notice days of all regular meetings.
- (8) The Treasurer shall have charge of all funds belonging to the Society and shall deposit same in a chartered bank approved by the Board of Directors. Out of such funds the Treasurer shall pay by cheque amounts directed by the Board of Directors and keep regular accounts of income and expenditures of the Society. The Treasurer will present a balance financial statement to the Board of Directors and the general meeting for approval. The Treasurer shall sign all cheques, papers, documents, etc. to be countersigned by the President or Secretary.
- (9) The Chair of committees shall convene meetings of their committees from time to time and shall preside at all such meetings. They shall announce their committees and bring forward for discussion all of such matters and things as may relate to the object for which such committee was created. They shall attend all meetings of the Board of Directors and submit such reports and recommendations as directed by their committees and shall be responsible for the proper functioning of their committees. Committees do not determine policy but make recommendations to the Board.

- (10) The President, at any time, may appoint additional members to serve on the Board of Directors, subject to ratification by the Board. Such appointees do not have voting privileges.
- (11) Should any member of the Board of Directors be absent from three (3) consecutive meetings of either the Board of Directors, general meetings or special general meetings without a reasonable explanation satisfactory to the other members of the Board of Directors, that Director shall, if a resolution to that effect is passed by the Board of Directors, cease to hold office.
- (12) Six (6) members shall constitute a quorum at any meeting of the Board of Directors and no meeting shall be held unless a quorum is present.
- (13) Any Director, who has;
 - a) a direct or indirect material interest in a contract or transaction or proposed contract or transaction of the society, or
 - b) if a matter, under consideration by the Directors, could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society,

shall disclose that interest and act in accordance with the provisions of the Societies Act.

PART 8 - SEAL

19. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal they have destroyed.
20. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary.

PART 9 - BORROWING

21. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by issue of debentures.
22. No debenture shall be issued without the sanction of a special resolution.
23. The members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

PART 10 - ENDOWMENT FUND

24. (1) The Directors of the Society shall be empowered to set up an endowment fund and appoint a trustee to administer such fund. The fund is to be known as The Royal Westminster Regiment Association Endowment Fund.
- (2) Donations to the fund can be made to the Royal Westminster Regiment Association or directly to the Trustee.
- (3) The annual income received from this fund may be deposited in the association's general account.

PART 11 - AUDITOR

25. An auditor may be appointed by the Directors

PART. 12 - NOTICES TO MEMBERS

26. A notice sent by mail or e-mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian Post Office receptacle.
27. A Notice may be given to a member, either personally or by mail to them at their registered address, or by e-mail.
28. Notice of a general meeting shall be given to:
 - a) every member on the register of members on the day notice is given; and
 - b) the auditor, if one has been appointed.

No other person is entitled to receive a notice of general meeting.

PART 13 - BYLAWS

29. On being admitted to membership, a member is entitled to and the Society shall give the new member, without charge, a copy of the Constitution and Bylaws of the Society.
30. These Bylaws shall not be altered or added to except by special resolution.

PART 14 - DRESS

31. (1) Dress for all members is: Dark blue blazer with the Royal Westminster Association Crest displayed in the standard breast pocket position on the left side; grey trousers; a collared white dress shirt worn with an Association pattern

necktie; the Lincoln green beret with the cloth and wire cap badge insignia with a maroon backing affixed; and footwear and socks shall be black

- (2) Additional options for female members: Association Crest of left side of blazer can be adjusted according to body type; an ascot tailored from the Association pattern tie may be worn in lieu of a necktie; and a grey skirt may be worn with appropriate legwear in lieu of trousers.
- (3) Hairstyle for all members should follow closely to military standard for length and styling.
- (4) Medals and awards shall be worn appropriate to the occasion.
- (5) Lapel pins are authorized as appropriate.

Part 15 – Dissolution

32. In the event of dissolution or winding up of the Association all its remaining assets, after payment of liabilities, shall be distributed to The Royal Westminster Regiment Museum.

THE ROYAL WESTMINSTER REGIMENT ASSOCIATION PROXY

The undersigned, being a member in good standing of the above-mentioned Society, hereby appoints _____
or failing that person _____
as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the Annual General Meeting of the Society to be held on the ___ day of _____, 20__

Signed this ___ day of _____, 20__

(Signature of Member)

Note: Forward this proxy to the member you wish to act on your behalf.