

The Royal Military Colleges Club of Canada

Toronto Branch

CONSTITUTION AND BY-LAWS (Revised)

(Approved 29 April 2016)

PREAMBLE

The Royal Military Colleges of Canada Club (The Club), founded in 1884, provides a continuing point of contact for: former Gentlemen and Lady Cadets of the Royal Military College (RMC), Kingston, the former Royal Roads Military College (RRMC), Victoria, the Royal Military College St. Jean (CMR St. Jean), St-Jean-sur-Richelieu, certain predecessor institutions; for those officers of the Canadian Armed Forces who are RMC, RRMC or CMR graduates under any of the undergraduate, post-graduate or technical staff academic programs conducted by these institutions; and for those persons who, for whatever good reason, have become strongly associated with the Colleges and have become a member of the Club in accordance with its Constitution. The Club provides services for its members, support for the Cadets of RMC and general support for RMC itself.

The Club operates in accordance with its Constitution, as adopted 5 October 1991 and as since amended. The Constitution sets out, among other things, the objects of the Club, its organization, the rules and classes of membership and the terms under which a Branch Club may develop and be recognized by the Club itself.

The Toronto Branch of the RMC Club ("Toronto Branch", or "Branch") has been in continuous operation since it was founded in the early 1900s. The Branch shall govern itself as provided in the Constitution of the Club and in this Constitution and Bylaws. The Branch, while legally independent of the Club, shall, in the manner it deems most suitable, support the objects of the Club.

ARTICLES

1. Government of the Toronto Branch, direction of activities and control of all Branch property, investments and other assets is vested in a Board of Directors ("the Board"). The Board shall comprise not less than six and not more than twelve elected Directors, plus one ex-officio Director - the immediate Past President of the Branch. All Directors shall be Club and Branch members in good standing.

2. Directors, unless ex-officio, shall be elected for terms of one year commencing on their election at a Branch Annual General Meeting (AGM). The Board may, by majority vote at any Board meeting, elect a Branch member to be a Director to fill a Board vacancy until the next AGM. An elected Director, other than the President, who has completed a term on the Board, may continue to serve as a Director, if so elected. The President shall automatically become an ex-officio Director on becoming the Past President, shall continue in this role until replaced by the new Past President and thereafter may continue to serve as a Director, if so elected.

3. Nominations as Directors shall be made by a Nominating Committee consisting of the immediate Past President (Chair), another member of the Board, and another member of the Branch (who may or may not be a Director), as selected by the Past President. The Nominating Committee shall, not less than fifteen days prior to the AGM, develop a list of recommended nominees and, for information purposes, shall provide a copy of the list to the Branch President and to the Secretary of the Board. The Past President will place the recommendations of the Nominating Committee before the AGM for consideration. At that time, the meeting will be open to further nominations from the floor. The Meeting will then deal with the nominations in the order directed by the Chairperson of the AGM.

4. Within 30 days following the AGM, the Board shall meet and, from among the elected Directors, shall elect the officers of the Branch - the President, the Vice-President, the Secretary and the Treasurer.

To the extent possible, the offices of President and Vice-President shall be filled by Directors with prior service on the Board. Directors who are not officers of the Branch and who are not ex-officio will assume one of the other Director tasks as assigned or required.

5. The officers of the Branch, together with the Past President, shall constitute the Executive Committee of the Board. The Executive Committee will meet at the call of the President, may transact business of a nature not requiring the attention and consideration of the Board and may have such other powers as the Board may determine from time to time.

6. The financial year for the Branch shall be 1 January to 31 December.

7. The Board will meet not less than six times in the period between consecutive AGMs. Regular meetings of the Board are held each month, except July and August when meetings are not normally held, at the time and place agreed at the previous meeting. Meetings may be held by telephone conference call, or other virtual means, if necessary. The President, or the Secretary on behalf of the President, may call a special meeting of the Board at any time. The notice of a special meeting will advise the date, time, place and matter(s) for discussion. At all meetings of the Board, five Directors shall constitute a quorum. All Directors, elected and ex-officio, shall each have one vote at Board meetings.

8. The President and Vice-President of the Toronto Branch, or their nominees from among the Branch members, shall be members of the General Advisory Council of the Club and shall represent the Branch at meetings of the General Advisory Council.

9. The Toronto Branch Investment Committee shall have the Treasurer as Chair and shall include two other Branch members, who may or may not be Directors, as appointed by the Board. The Committee will maintain continuous oversight and management of the Branch investment portfolio and will make recommendations to the Board with respect to the performance of the investments relative to the objectives set by the Board.

10. Any Club member may become a member of the Toronto Branch by providing his or her RMC Club membership data to the Branch Membership Director or to the Secretary, on behalf of the Membership Director. The Membership Director will verify the data and the prospective Branch member's Club membership status, will advise the prospective Branch member that the application is accepted or rejected and will advise the Club of the names of all accepted applications. The Club will remit to the Branch, for each member of the Branch, in accordance with Club procedures and the membership class of the individual member (e.g. - Life, Ordinary, Honorary, among others), that portion of the member's annual Club assessment that is deemed to be the Branch annual membership dues. The Toronto Branch has no class of membership different from any of those of the Club - the Branch has no class of membership unique to the Branch (e.g. - Branch Life membership).

11. The President shall convene the AGM of all members of the Branch not more than six months following the end of the Branch financial year and shall provide a minimum of 30 days prior notice of the meeting. The President shall convene a special general meeting ("SGM") of all members of the Branch within 30 days of receipt of a request to do so signed by twenty (20) members of the Branch. The AGM or an SGM will be held within 50 kilometres of the boundaries of the City of Toronto. The notice of meeting for an AGM or an SGM will be issued by postal mail, or by electronic means, to each member at his/her last known address and will be posted on the Branch Internet web-site.

12. At any meeting of Branch membership called to transact Branch business, each member present and who is included on the list of Branch members shall have one vote. Business meeting is defined as a gathering together of Branch members in response to a prescribed notice issued by the President, or by the Secretary on behalf of the President, at a defined time and place, with a defined agenda. At any business meeting of the Branch, twenty (20) members shall constitute a quorum. All votes at a Branch business meeting will be taken by show of hands. All matters except amendment of the Branch Constitution and Bylaws (and Branch dissolution) shall be decided by simple majority vote of members

present at the meeting. On any vote, the declaration by the Chairperson of the meeting that the motion has been carried or lost, as the case may be, will be prima facie evidence of that fact, without recording the proportion of votes cast for or against the motion. In the event of a tie vote, the vote of the Chairperson of the meeting shall be the deciding vote.

13. A proposal to amend the Branch Constitution and Bylaws may be submitted by any member in good standing by forwarding such proposed amendment to the Branch President in writing together with full particulars. The Branch President shall put such amendment before the next meeting of the Board of Directors. 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, each Branch member shall be sent written notice, by postal mail or by electronic means, to his/her last known address, of the proposed amendment, along with details of date, place and time of the meeting at which the amendment will be considered. Notice of the meeting shall be sent at least 30 days prior. The quorum for such a meeting will be twenty (20) Branch members, present in person, or ten per cent (10%) of the Branch membership, present in person, whichever is the lesser. A motion to amend the Branch Constitution and Bylaws will require approval by a majority of two-thirds of Branch members present in person at such a meeting. The declaration by the Chairperson of the meeting that the motion has been carried or lost, as the case may be, will be prima facie evidence of that fact, without recording the proportion of votes cast for or against the motion.

14. Should it become necessary to dissolve the Branch, each Branch member will be sent written notice, by postal mail or by electronic means, to his/her last known address, of the motion to dissolve, along with details of date, place and time of the meeting at which the motion will be considered. The quorum for such a meeting will be twenty (20) Branch members, present in person or by proxy, or twenty five per cent (25%) of the Branch membership, present in person or by proxy, whichever is the lesser. A motion to dissolve the Branch will require approval by a majority of 75% of Branch members present. The declaration by the Chairperson of the meeting that the motion has been carried or lost, as the case may be, will be prima facie evidence of that fact, without recording the proportion of votes cast for or against the motion.

15. If the members of the Branch determine, in the manner prescribed at Article 14, that the Branch shall be wound-up and dissolved, all Branch assets, including the capital and all accrued proceeds in the investment account, shall pass: first, to the RMC Club Foundation; second, if the Foundation be then dissolved, to the Club; and third, if the Club be then dissolved, to a charity selected and approved by Branch members by simple majority vote at the meeting at which dissolution of the Branch was approved. On dissolution of the Branch, all Branch records, less those that must pass with the assets, shall be deposited with the Club. If the Club were then dissolved, Branch records will be deposited with the National Archives of Canada.

16. This Constitution and Bylaws were approved by a two-thirds majority of members present at the Toronto Branch Annual General Meeting 29 April 2016, came into effect 29 April 2016, and superseded and replaced the Toronto Branch Constitution and Bylaws enacted 19 April 2002.