



TORONTO BRANCH OF THE ROYAL MILITARY COLLEGES OF CANADA ALUMNI ASSOCIATION

CONSTITUTION AND BY-LAWS (as adopted 28 April 2023)

ARTICLE 1 - INTERPRETATION

Section 1.1 Definitions.

As used in this document, the following terms have the following meanings:

“**Act**” means the Ontario *Not-for-Profit Corporations Act, 2010* and the regulations under the Act, all as amended, re-enacted or replaced from time to time.

“**Association**” means the Royal Military Colleges of Canada Alumni Association Inc.

“**Board**” means the Board of Directors of the Toronto Branch.

“**Authorized Signatory**” has the meaning specified in Section 5.1.

“**Branch**” means the Toronto Branch of the Royal Military Colleges of Canada Alumni Association Inc.

“**Effective Date**” means the date that this constitution comes into force.

“**person**” means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns have a similarly extended meaning.

“**recorded address**” means (i) in the case of a member, the member’s latest address as shown in the records of the Branch, and (ii) in the case of a director, officer or public accountant, the person’s latest address as shown in the records of the Branch or, if

applicable, the last notice filed with the Director under the Act, whichever is the most recent.

“**RMC**” means Royal Military College of Canada / Collège militaire royal du Canada, located at Kingston, Ontario.

“**RMC Club**” means the Royal Military Colleges Club of Canada.

“**RMCSJ**” means Royal Military College Saint-Jean / Collège militaire royal de Saint-Jean, located at Saint-Jean sur Richelieu, Québec.

“**RRMC**” means Royal Roads Military College.

“**show of hands**” means, in connection with a meeting, a show of hands by persons present at the meeting, the functional equivalent of a show of hands by telephonic, electronic or other means of communication and any combination of such methods.

Terms used in this constitution and by-laws document that are defined in the Act have the meanings given to such terms in the Act.

Section 1.2 Interpretation.

The division of this constitution into Articles, Sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Words importing the singular number include the plural and vice versa. Any reference in this by-law to gender includes all genders. In this by-law the words “including”, “includes” and “include” means “including (or includes or include) without limitation”.

Section 1.3 Subject to Act and Articles.

This by-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between any provision of the Act or the articles and any provision of this by-law, the provision of the Act or the articles will govern.

ARTICLE 2 - PREAMBLE

The Royal Military Colleges of Canada Alumni Association Inc. (formerly the Royal Military Colleges of Canada Club) provides a continuing point of contact for:

- i. former Gentlemen and Lady Cadets of the RMC, RMCSJ, and RRMC, including certain predecessor institutions,
- ii. for those officers of the Canadian Armed Forces who are RMC, RRMC or RMCSJ graduates under any of the undergraduate, post-graduate or technical staff academic programs conducted by these institutions, and

- iii. those persons who, for whatever good reason, have become strongly associated with the Colleges and have become a member of the Association in accordance with its by-laws.

The Association provides services for its members, support for the Cadets of the Canadian Military Colleges and general support for the Canadian Military Colleges.

The Association operates in accordance with its by-laws. The by-laws set out, among other things, the objects of the Association, its organization, the rules and classes of membership and the terms under which a Branch may develop and be recognized by the Association.

The Toronto Branch of the Royal Military Colleges of Canada Alumni Association (formerly the RMC Club) has been in continuous operation since it was founded in the early 1900s. The Branch shall govern itself as provided in the by-laws of the Association and in this Constitution and by-laws. The Branch, while legally independent of the Association, shall, in the manner it deems most suitable, support the objects of the Association.

ARTICLE 3 GOVERNANCE OF THE BRANCH

Section 3.1 Branch Organization

The Branch operates as an unincorporated association under the Act.

Section 3.2 Board of Directors

Governance of the 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 Association and Branch members in good standing.

Section 3.3 Appointment of Directors

Nominations of 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.

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.

Section 3.4 Officers of the Branch

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.

Section 3.5 Powers and Duties.

Unless the directors determine otherwise, an officer has all powers and authority that are incident to his or her office. An officer will have such other powers, authority, functions and duties that are prescribed or delegated, from time to time, by the directors. The directors may, from time to time, vary, add to or limit the powers and duties of any officer.

Section 3.6 President.

The President of the Branch will have general powers and duties of supervision of the business and affairs of the Branch. The President will have such other powers and duties as the directors determine. Subject to Section 4.8 and Section 8.8, during the absence or disability of the Secretary or the Treasurer, or if no Secretary or Treasurer has been appointed, the President will also have the powers and duties of the office of Secretary and Treasurer, as the case may be.

Section 3.7 Secretary.

The Branch Secretary will have the following powers and duties:

- (i) the Secretary will give or cause to be given, as and when instructed, notices required to be given to voting members, directors, officers, public accountants and voting members of committees of directors,
- (ii) the Secretary may attend at and be the secretary of meetings of directors, voting members, and committees of directors and will have the minutes of all proceedings at such meetings entered in the books and records kept for that purpose; and
- (iii) the Secretary will be the custodian of any seal of the Branch and the books, papers, records, documents, and instruments belonging to the Branch, except when another officer or agent has been appointed for that purpose. The Branch Secretary will have such other powers and duties as the directors, or the President of the Branch determine.

Section 3.8 Treasurer.

The Treasurer of the Branch will have the following powers and duties:

- (i) the Treasurer will ensure that the Branch prepares and maintains adequate accounting records in compliance with the Act,
- (ii) the Treasurer will also be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Branch, and
- (iii) at the request of the directors, the Treasurer will render an account of the Branch's financial transactions and of the financial position of the Branch. The Treasurer will have such other powers and duties as the directors or the president of the Branch determine.

Section 3.9 Removal of Officers.

The directors may remove an officer from office at any time, with or without cause.

Section 3.10 Executive Committee of the Branch

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.

Section 3.11 Investment Committee

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.

ARTICLE 4 - BUSINESS OF THE BRANCH

Section 4.1 Financial Year

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

Section 4.2 Meetings of the Board of Directors

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. 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.

Section 4.3 Notice of Meeting.

Subject to this section, notice of the time and place of each meeting of directors will be given to each director not less than 24 hours before the time of the meeting. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at the meeting.

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

Section 4.4 Waiver of Notice.

A director may waive notice of a meeting of directors, any irregularity in a notice of meeting of directors or any irregularity in a meeting of directors. Such waiver may be given in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of directors cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 4.5 Quorum for Meetings of the Board of Directors

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.

Section 4.6 Meeting by Telephonic, Electronic or Other Communication Facility.

If all the directors of the Branch consent, a director may participate in a meeting of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in a meeting by such means is deemed to be present at the meeting. Any consent is effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors.

Section 4.7 Chair

The Past-President shall chair the first meeting of the Board following an AGM, as the position of President is not filled prior to that meeting.

The chair of any other meeting of directors is the President of the Branch, or if he or she is not present, the first mentioned of the following officers that is a director and is present at the meeting:

- (a) the Vice-President; and
- (b) the Past-President.

If no such person is present at the meeting, the directors present shall choose one of their number to chair the meeting.

Section 4.8 Secretary.

The Branch Secretary, if any, will act as secretary at meetings of directors. If a Branch Secretary has not been appointed or the Branch Secretary is absent, the chair of the meeting will appoint a person, who need not be a director, to act as secretary of the meeting.

Section 4.9 Votes to Govern.

At all meetings of directors, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote.

Unless otherwise required by the Act or the constitution of the Branch, questions arising at any meeting of the directors shall be decided by a consensus of the directors present at the meeting. A consensus will be considered to have been reached when no director objects to the question before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the directors.

ARTICLE 5 - BRANCH FINANCES

Section 5.1 Execution of Instruments and Voting Rights.

Contracts, documents and instruments may be signed on behalf of the Branch, either manually or by facsimile or by electronic means, (i) by any one director or officer or (ii) by any other person authorized by the directors from time to time (each person referred to in (i) and (ii) is an "Authorized Signatory"). Voting rights for securities held by the Branch may be exercised on behalf of the Branch by any one Authorized Signatory. In addition, the directors may, from time to time, authorize any person or persons (i) to sign contracts, documents, and instruments generally on behalf of the Branch or to sign specific contracts, documents, or instruments on behalf of the Branch and (ii) to exercise voting rights for securities held by the Branch generally or to exercise voting rights for specific securities held by the Branch. Any Authorized Signatory, or other person authorized to sign any contract, document, or instrument on behalf of the Branch, may affix the seal, if any, to any contract, document or instrument when required.

As used in this Section, the phrase "contracts, documents and instruments" means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.

Section 5.2 Banking Arrangements.

The banking and borrowing business of the Branch or any part of it may be transacted with such banks, trust companies or other firms or corporations as the directors determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Branch's behalf under the agreements, instructions, and delegations, and by the one or more officers and other persons, that the directors authorize from time to time. This paragraph does not limit in any way the authority granted under Section 5.1.

Section 5.3 Annual Financial Statements.

The Branch may, instead of sending to the voting members copies of the annual financial statements and further information respecting the financial position of the Branch required by the Act, give notice to its voting members stating that these documents are available on the Branch website or at the Annual General Meeting. Any member may, on request, obtain a copy free of charge by contacting any Director of the Branch.

Section 5.4 Remuneration and Expenses.

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director, subject to the following:

- (a) directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties.

ARTICLE 6 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Section 6.1 Limitation of Liability.

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the Branch through the insufficiency or deficiency of title to any property acquired for or on behalf of the Branch; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Branch shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Branch shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation to his or her office.

Section 6.2 Indemnity.

The Branch will indemnify to the fullest extent permitted by the Act and any other applicable law (i) any director or officer of the Branch, (ii) any former director or officer of the Branch, (iii) any individual who acts or acted at the Branch's request as a director or officer, or in a similar capacity, of another entity, and (iv) their respective heirs and legal representatives. The Branch is authorized to execute agreements in favour of any of the foregoing persons evidencing the terms of the indemnity. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

Section 6.3 Insurance.

The Branch may purchase and maintain insurance for the benefit of any person referred to in Section 6.2 against such liabilities and in such amounts as the directors may determine and as are permitted by the Act.

ARTICLE 7 - BRANCH MEMBERSHIP

Section 7.1 Branch Membership

Any Association member may become a member of the Toronto Branch by providing his or her Association 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 Association membership status, will advise the prospective Branch member that the application is accepted or rejected and will advise the Association of the names of all accepted applications. The Toronto Branch has no class of membership different from any of those of the Association. The Branch has no class of membership unique to the Branch (e.g. Branch Life membership).

ARTICLE 8 - MEETINGS OF MEMBERS

Section 8.1 Annual General Meeting (AGM)

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.

Section 8.1 Special General Meetings (SGM)

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.

Section 8.3 Location of AGM's and SGM's

The AGM or an SGM will be held within 50 kilometres of the boundaries of the City of Toronto.

Section 8.4 Electronic Meetings.

Meetings of members may be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. The directors may establish procedures regarding the holding of meetings of members by such means.

Section 8.5 Notice of Meetings

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery. The accidental omission to give notice of any meeting of members to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

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 website.

Section 8.6 Waiver of Notice.

A member, a proxyholder, a director or the public accountant and any other person entitled to attend a meeting of members may waive notice of a meeting of members, any irregularity in a notice of meeting of members or any irregularity in a meeting of members. Such waiver may be waived in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of members cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 8.5 Persons Entitled to be Present.

The only persons entitled to be present at a meeting of members are those persons entitled to vote at the meeting, the directors, the officers, the public accountant of the Branch and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or this constitution and by-laws to be present at the meeting. Any other person may be admitted with the consent of the chair of the meeting or the persons present who are entitled to vote at the meeting.

Section 8.6 Quorum.

A quorum of members is present at a meeting of members is not less than fifteen (15) members entitled to vote at the meeting are present in person or represented by proxy.

Section 8.7 Absentee Voting at Members' Meetings.

A member entitled to vote at a meeting of members may vote:

- (a) by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Board has a system that: (i) enables the votes to be gathered in a manner that permits their subsequent verification, and (ii) permits the tallied votes to be presented to the Branch without it being possible for the Board to identify how each member voted; or
- (b) by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it. A proxy shall comply with the applicable requirements of the Act, the regulations made under the Act, and other applicable law and may be in such form as the directors may approve from time to time or such other form as may be acceptable to the chair of the meeting at which the instrument of proxy is to be used. A proxy will be acted on only if it is deposited with the Board or its agent prior to the time specified in the notice calling the meeting at which the proxy is to be used or it is deposited with the corporate secretary, a scrutineer or the chair of the meeting or any adjournment of the meeting prior to the time of voting.

Section 8.8 Chair, Secretary and Scrutineers.

The chair of any meeting of members is the President, or if he or she is not present, the first mentioned of the following officers that is present at the meeting:

- (a) the Vice-President; or
- (b) the Past-President.

If no such person is present at the meeting, the persons present who are entitled to vote shall choose a director who is present, or a member who is present, to chair the meeting.

The Branch Secretary, if any, will act as secretary at meetings of members. If a Branch Secretary has not been appointed or the Branch Secretary is absent, the chair of the meeting will appoint a person, who need not be a member, to act as secretary of the meeting.

If desired, the chair of the meeting may appoint one or more persons, who need not be members, to act as scrutineers at any meeting of members. The scrutineers will assist in determining the number of members entitled to vote who are present at the meeting and the existence of a quorum. The scrutineers will also receive, count and tabulate ballots and assist in determining the result of a vote by ballot, and do such acts as are necessary to conduct the vote in an equitable manner. The decision of a majority of the scrutineers shall be conclusive and binding upon the meeting and a declaration or certificate of the scrutineers will be conclusive evidence of the facts declared or stated in it.

Section 8.9 Procedure.

The chair of a meeting of members will conduct the meeting and determine the procedure to be followed at the meeting. The chair's decision on all matters or things, including any questions regarding the validity or invalidity of a form of proxy or other instrument appointing a proxy, shall be conclusive and binding upon the meeting of members.

Section 8.10 Manner of Voting.

Subject to the Act and other applicable law, any question at a meeting of members shall be decided by a show of hands, unless a ballot on the question is required or demanded. Subject to the Act and other applicable law, the chair of the meeting may require a ballot or any person who is present and entitled to vote may demand a ballot on any question at a meeting of members. The requirement or demand for a ballot may be made either before or after any vote on the question by a show of hands. A ballot will be taken in the manner the chair of the meeting directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of such ballot shall be the decision of the members upon the question.

In the case of a vote by a show of hands, each person present who is entitled to vote has one vote. If a ballot is taken, each person present who is entitled to vote is entitled to the number of votes in accordance with the class or group of membership which such person is entitled to vote at the meeting.

Section 8.11 Votes to Govern.

Any question at a meeting of members shall be decided by a majority of the votes cast on the question unless the articles, the by-laws, the Act or other applicable law requires otherwise. In case of an equality of votes either when the vote is by a show of hands or when the vote is by a ballot, the chair of the meeting is not entitled to a second or casting vote.

Section 8.12 Adjournment.

The chair of any meeting of members may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to such conditions as such persons may decide. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original meeting of members.

ARTICLE 9 - MISCELLANEOUS

Section 9.1 Notices.

Any notice, communication or document required to be given, delivered or sent by the Branch to any director, officer, member or public accountant is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, member or public accountant by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication, or document may be delivered by the Branch in the form of an electronic document.

Section 9.2 Computation of Time.

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

Section 9.3 Amendment.

In accordance with the Act, a special resolution of the members is required to make any amendment to Section 7.1 or Section 8.3 of this by-law.

ARTICLE 10 - AMENDMENTS TO THE BRANCH CONSTITUTION

Section 10.1 Procedure to Amend the Constitution.

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. 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.

ARTICLE 11 - PROCEDURE FOR DISSOLUTION OF THE BRANCH

Section 11.1 Procedure to Dissolve the Branch.

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. 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.

Section 11.2 Disposal of Branch Assets Upon Dissolution.

If the members of the Branch determine, in the manner prescribed at Section 11.1, 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 Association, if the Association 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 Association. If the Association were then dissolved, Branch records will be deposited with the National Archives of Canada.

ARTICLE 12 - EFFECTIVE DATE

Section 12.1 Effective Date.

This constitution and by-laws come into force when approved by the members of the Branch.

Section 12.2 Repeal.

The previous constitution of the Branch, and all prior by-laws of the Branch, are repealed on the date this constitution and by-laws come into force. Such repeal does not affect the previous operation of any by-law so repealed or affect the validity of any

act done or right, privilege, obligation or liability acquired or incurred under any such by-law prior to its repeal.