

Bylaws of the
Military Family Resource Center of the National Capital Region/ Centre de
ressources pour les familles militaires de la région
de la capitale nationale
as of June 4, 2008

NAME

Military Family Resource Centre of the National Capital Region. The name of the non-profit organization is the Military Family Resource Center of the National Capital Region/Centre de ressources pour les familles militaires de la région de la capitale nationale, also referred to as the MFRC-NCR/CRFM-RCN.

ARTICLE ONE

INTERPRETATION

1.01 Definitions. In this by-law and all other by-laws of the Corporation:

“Act” means the *Canada Corporations Act* and any act that may be substituted for it;

“Board” means the Board of Directors (BoD) of the Corporation;

“CF” means Canadian Forces;

“civilian spouse” means the spouse, whether male or female, of a CF Member, if the spouse is not a CF Member themselves;

“Corporation” means the Corporation without share capital incorporated under the Act by letters patent dated the 15th day of December 1992, and named the Military Family Resource Center of the National Capital Region/Centre de ressources pour les familles militaires de la région de la capitale nationale, hereafter referred to as the MFRC-NCR/CRFM-RCN;

“Executive Director” means the staff member with the central responsibility for the day-to-day administrative and operational functions of the MFRC-NCR/CRFM-RCN. This individual is an employee of the Board.

“Executive of the Board” means the persons who hold the offices numerated in Article VI;

“Ex-officio member” means a member of the Board of Directors without voting privileges;

“meeting of members” includes an annual general meeting (AGM) of members and a special general meeting of members;

“military community” means Canadian Forces Members, spouses and children supported by Canadian Forces Support Unit Ottawa (CFSUO) and/or living in the National Capital Region .

“military family” means a family in which one spouse, both spouses, or a single parent, is/are enrolled in the CF as a Regular Force member(s); members within two

years of their retirement; a Reserve member(s) or a member(s) of the Allied Forces assigned to duty at a CF location.

“special meeting of members” includes a meeting of any class or classes of members, as well as a special general meeting of members.

- 1.02 Extended Meanings. In these by-laws and in all other by-laws of the Corporation passed, references to the singular or the masculine gender shall include the plural number or the feminine gender, and vice versa. References to persons shall include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE TWO

TRANSACTION OF THE AFFAIRS OF THE CORPORATION

- 2.01 Head Office. The head offices of the Corporation shall be in the National Capital Region.
- 2.02 Seal. The seal of the Corporation shall be in the form impressed hereon.
- 2.03 Financial Year. Until otherwise ordered by the BoD, the financial year of the Corporation shall end on the 31st day of March of each year.
- 2.04 Execution of Instruments. “Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any one of the President, the Vice-President, or the Executive Director, together with any one of the Secretary or the Treasurer.
- 2.05 Banking Arrangements. The banking business of the Corporation shall be transacted under such agreements, instructions, and delegations of power, and with such banks, trust companies, or other firms or corporations, as designated by, or under the authority of, the BoD.

ARTICLE THREE

DIRECTORS

- 3.01 Number of Directors and Quorum. The affairs of the Corporation shall be managed by its Board of Directors. There shall be a minimum of five (5) Directors. The precise number of Directors of the Corporation in excess of that number shall be determined by the members at a meeting of members, provided that a majority of Directors at any one time shall be civilian partners of military members.

A quorum of Directors is required for the transaction of business at meetings of the BoD. This quorum shall be a majority of the Directors of the Corporation. For the purpose of determining quorum, a Director may be present either in person or by teleconference or other electronic means.

- 3.02 Qualifications. Each Director shall be at least eighteen (18) years of age. [Each Director shall have the capacity under law to enter into legal contracts.](#) Additional qualifications of Board members shall be determined by the Nominating Committee.
- 3.03 Composition of the Board. The BoD, to the best of its ability, will have the following sub-groups represented: at least 51% civilian spouses, Francophone/Anglophone members/spouses, and single parents. The Executive Director of the MFRC-NCR/CRFM-RCN represents the staff of the MFRC-NCR/CRFM-RCN and is an ex-officio member of the Board. The Commandant will be represented by an ex-officio member of the military. Other representation will be determined by resolution of the BoD.
- 3.04 Election and Term. The Nominating Committee shall present a complete slate of board members for election at each Annual General Meeting (AGM). If the complete slate recommended is rejected, then nominees will be voted on as individual members. The BoD elected at the AGM will hold office until the next AGM.
- 3.05 Vacation of office. The office of Director shall be vacated:
- a) if the Director resigns his office by delivering a written resignation to the Secretary of the Corporation;
 - b) on death; or
 - c) if he ceases to be a member of the Corporation.
- 3.06 Removal of Directors. The members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of members called for the purpose, remove any Director before the expiration of his term of office and may, by majority vote, elect any person in his stead for the remainder of his term.
- Failure of a Board member to attend more than three consecutive Board meetings, without sufficient reason as accepted by the Board, is cause for the removal of the Board member. Failure of a Board member to attend a minimum of 70% of Board meetings (e.g. 7 of 10 meetings annually) without compensatory activity on Board committees or other Board functions, is cause for the removal of the Board member. In the event such a Board member wants to be reinstated, a letter of request must be sent to the Board. The Board shall then, by resolution, make a decision regarding reinstatement, including any terms associated with a decision to reinstate, if such is the decision.
- 3.07 Vacancies. Vacancies on the Board may be filled for the remainder of the term of office by the remaining Directors, if the remaining Directors constitute a quorum, or by the members at a special meeting of members called for the purpose. Should a vacancy occur in the office of the President, the Vice-President shall assume the responsibility until a new President is elected.

- 3.08 Calling of Meetings. Meetings of the BoD shall be held at the call of the President, or any two (2) Directors. Fourteen days notice of the time and place of each BoD meeting shall be given to each Director before the time when the meeting is to be held, exclusive of the day on which the notice is delivered or sent but, inclusive of the date for which the notice is given. No notice of a meeting shall be necessary if all of the Directors are present or if those absent waive notice of such a meeting being held.
- 3.09 Participation by Means of Telephone or other Electronic Means: The Directors of the Corporation may meet by teleconference or other electronic means that permits each Director to communicate adequately with each other.
- 3.10 First Meeting of New Board. Provided a quorum of Directors is present, each newly elected BoD may without notice hold its first meeting immediately following the AGM at which such Board is elected.
- 3.11 Regular meetings. The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. Regular Board meetings are scheduled and confirmed in advance, with agendas and supporting documents distributed beforehand. Board members are expected to review distributed information prior to Board meetings.
- 3.12 Chairperson. The President or, in his absence, the Vice-President will be the Chairperson of BoD meetings. If no such officer is present, the Directors present shall choose one (1) of the Directors present to be the Chairperson.
- 3.13 Votes to Govern. At all meetings of the BoD, every matter requiring a resolution shall be decided by a majority of the votes cast on the question.
- 3.14 Voting Ballot. Where a Director is unable to participate at a meeting of the BoD, the Director may have his vote recorded by means of a voting ballot, including an email vote in response to an email resolution. The voting ballot or email must contain sufficient detail on the matter at hand to allow a Director who is unable to attend the meeting the opportunity to make a reasoned judgment on the resolution. A Director's vote by ballot or email must be identical to the resolution put forward at the BoD meeting. A voting ballot or email vote on a specific resolution will not constitute that Director present at a BoD meeting for the purposes of establishing a quorum.
- 3.15 Interest of Directors in Contracts. No Director nor spouse of any Director shall directly profit, by any contract or arrangement, from any activity of the Corporation.
- 3.16 Declaration of Interest. It shall be the duty of every Director of the Corporation who in any way, directly or indirectly, has any interest in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest and to refrain from discussion and voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

- 3.17 Remuneration. The Directors and members of the Executive Committee shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office.
- 3.18 Nominations. The Nominating Committee is responsible for
- receiving applications of interested candidates;
 - interviewing and processing interested candidates;
 - recommending a slate of nominees for the AGM; and
 - orienting new Board members.

ARTICLE FOUR

POWERS OF DIRECTORS

- 4.01 Administer Affairs. The Directors of the Corporation may administer affairs of the Corporation, in its name, including any kind of contract which the Corporation may lawfully enter into.
- 4.02 Expenditures. The Directors shall have the power to authorize expenditures on behalf of the Corporation and may, by resolution, delegate to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to authorize expenditures for the purpose of furthering the objectives of the Corporation. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation.
- 4.03 Fundraising. The Board of Directors shall take steps to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind, for the purpose of furthering the objectives of the Corporation.
- 4.04 Agents and Employees. The Board of Directors may appoint and authorize agents and engage employees to perform duties as prescribed by the Board of Directors.
- 4.05 Committees. The Board may appoint and authorize committees and committee members to perform duties. Any such committee may formulate modified rules of procedure, subject to such regulations, directions, or approval of Board. Any committee member may be removed from a committee, by resolution of the Board. Committee members shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office.

- 4.06 Borrowing Power. The Directors of the Corporation may: (a) borrow money on the credit of the Corporation; (b) issue, sell or pledge debt obligation (including bonds, debentures, debenture stock, notes, or other like liabilities whether secured or unsecured) of the Corporation, but no invitation shall be extended to the public to subscribe for any such debt obligations; (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and (d) delegate the powers conferred on the Directors under this by-law to such officer or officers of the corporation as the Directors shall determine.

ARTICLE FIVE

EXECUTIVE COMMITTEE

- 5.01 Constitution. The Board, whenever it consists of more than five (5) members, may elect, from current Directors, an Executive Committee consisting of at least three (3) members. Any Member of the Executive Committee may be removed, by resolution of the Board.
- 5.02 Powers. During the intervals between Board meetings, the Executive Committee shall possess and may exercise (subject to such regulations, directions, or approval of Board) all of the powers of the Board as may be lawfully delegated in the management and direction of the affairs and business of the Corporation, in all cases in which specific directions have been given by the Board.
- 5.03 Procedures. The Executive Committee shall have the power to fix its own rules of procedure (subject to such regulations, directions, or approval of Board). The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken by it, and a report of such actions shall be submitted to the board at least annually.
- 5.04 Quorum. No business may be transacted by the Executive Committee except at a meeting of its Members at which a quorum of the Executive Committee is present. [A quorum is a majority of those members elected to the Executive Committee.](#)
- 5.05 Meetings of the Executive Committee. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that [fourteen days written notice of the time and place of each Executive Committee meeting shall be given to each Director before the time when the meeting is to be held, exclusive of the day on which the notice is delivered or sent but, inclusive of the date for which the notice is given.](#)

- 5.06 Other Directors Present. No Director who has not been invited to a meeting of the Executive Committee shall be entitled to notice of any meeting of the Committee, and his presence shall not be included for the purpose of calculating a quorum. Each invited Director present shall be entitled to speak but not to vote at any meeting of the Executive Committee.

ARTICLE SIX

OFFICERS

- 6.01 Election of Officers. The Board shall elect a Director to act as President.
- 6.02 Appointment of Other Officers. The Board shall elect Directors to act as Vice-President, Secretary, and Treasurer. One (1) person may hold more than (1) office, except that the President may not hold the office of Secretary.
- 6.03 Terms of Employment and Remuneration. The Board may remove any Officer of the Corporation by resolution of the BoDs at any time. Otherwise, each Officer appointed by the Board shall hold office for one (1) year from the date of appointment or election or until his successor is appointed, unless an Officer ceases to be a Director during his term of office, at which point he will cease to be an Officer of the Corporation. Officers shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office.
- 6.04 Duties of the President. The President shall supervise the affairs and operations of the Corporation, sign all documents requiring his signature, and have other powers and duties as prescribed by the Board or as related to his office. The President, when present, shall preside as Chairperson at all meetings of the Board, the Executive Committee (if any), and Members.
- 6.05 Duties of the Vice-President. During the absence or disability of the President, his duties shall be performed and his powers shall be exercised by the Vice-President. A Vice-President shall have other powers and duties as the Board may prescribe.
- 6.06 Duties of the Secretary. The Secretary, when present, shall act as secretary at all Meetings of Members and Directors and shall keep and enter or cause to be entered minutes of all meeting proceedings. He shall give or cause to be given, as and when instructed, all notices to Members and Directors. He shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents, and other instruments belonging to the Corporation, unless other officer or agent has been appointed for that purpose. He shall perform such other duties as the Board may prescribe.

- 6.07 Duties of the Treasurer. The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit money, the safekeeping of securities, and the disbursement of the funds of the Corporation. He shall render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Corporation and he shall perform such other duties as the Board may prescribe.
- 6.08 Duties of the Executive Director. The Board of Directors shall hire an Executive Director and may delegate to that person full power to manage and direct the day-to-day operations, administration, business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Directors all information they may require regarding the affairs of the Corporation. The Executive Director shall attend regular Board meetings and provide reports and updates as requested.
- 6.09 Duties of Other Officers. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the President may prescribe. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.
- 6.10 Variation of Duties. From time to time the Board may vary, add to, or limit the powers and duties of any Officer.

ARTICLE SEVEN

PROTECTION OF DIRECTORS AND OFFICERS

- 7.01 Limitation of liability. No Director or Officer is liable for the acts of any other Director, Officer, or employee of the Corporation. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Corporation. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Corporation, unless the act is committed in fraud, dishonesty or bad faith.
- 7.02 Indemnity. Each Director or Officer holds office with protection from the Corporation. The Corporation indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Corporation. The Corporation does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

ARTICLE EIGHT

MEMBERSHIP IN THE CORPORATION

- 8.01 Members. Membership in the Corporation shall be limited to members of the military community interested in furthering the objectives of the Corporation. All members of the Corporation are considered ordinary members and are entitled to notice of and attendance at all meetings of the members of the Corporation and are entitled to one (1) vote per member at all such meetings.

ARTICLE NINE

MEETING OF MEMBERS

- 9.01 Annual General Meeting. The AGM of the members shall be held at such time and on such day in each year as the Board may determine. Statements required by the Act shall be placed before the AGM, electing Directors, appointing auditors, and for the transaction of such other matters as may properly be brought before the AGM.
- 9.02 General Meetings. The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which must be specified in the notice calling the meeting. Directors shall call a special general meeting if 10 or more members requisition such a meeting.
- 9.03 Notice. Notice of any annual or special general meeting of members shall be provided to the members of the Corporation by the following means: (a) by notice published in a regular MFRC program guide or newsletter of the Corporation sent by mail to each member not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but, inclusive of the date for which the notice is given) before the meeting is to take place; and (b) by notice announced on the official MFRC-NCR website not less than 14 days (exclusive of the day on which the notice is delivered or sent, but inclusive of the date for which notice is given) before the meeting is to take place.
- Notice of any meeting where special business will be transacted must contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must clarify if the member has the right to vote by proxy.
- 9.04 Meetings Without Notice. A meeting of members may be held at any time and place without notice if all of the members entitled to vote thereat are present in person, or otherwise consent to, such a meeting being held.
- 9.05 Place of Meeting. Meetings of the members shall be held at the head office of the Corporation or elsewhere in the National Capital Region as the Board of Directors so determines.

- 9.06 Chairperson. In the absence of the President or the Vice-President, the members entitled to vote present at any meeting of members shall choose another Director as chairperson. If no Director is present or if all of the Directors present decline to act as chairperson, the members present shall choose one of their number to be chairperson.
- 9.07 Persons Entitled to be Present. The only persons entitled to attend a meeting of members shall be those entitled to vote, the auditors of the Corporation, and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting.
- 9.08 Quorum. [A minimum of ten members must be present to constitute a quorum at a meeting of members.](#) The members present in person at a meeting shall constitute a quorum.
- 9.09 Right to Vote. At any meeting of members, every person shall be entitled to vote who is at the time of the meeting an ordinary member of the Corporation.
- 9.10 Votes to Govern. At any meeting of members, every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of votes cast on the question.
- 9.11 Show of Hands. Any question at a meeting of members shall be decided by a show of hands. Upon a show of hands, every person who is present and entitled to vote shall have one (1) vote. Whenever a vote by show of hands is taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or not carried, an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number of votes recorded in favor of or against in respect of the said question.
- 9.12 Polls. After a show of hands has been taken on any question, the chairperson or any two (2) persons entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner, as the chairperson shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each person present shall be entitled to one (1) vote, and the result of the poll shall be the decision of the members upon the said question.
- 9.13 No Casting Vote. In case of an equal number of votes at any meeting of members, either upon a show of hands or upon a poll, the chairperson of the meeting shall not be entitled to an additional or casting vote.

- 9.14 Adjournment. The chairperson at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting.
- 9.15 Written Resolutions. A resolution in writing, signed by all of the members entitled to vote on that resolution at a meeting of the members, is as valid as if it had been passed by a meeting of the members, unless the Act requires a meeting to approve that type of matter.
- 9.16 Requisition of Members Meeting. The Board of Directors shall call a special general meeting of the members for the purpose of the removal of any Director before the expiration of his term of office on written requisition of members carrying not less than thirty-four (34%) voting rights.

ARTICLE TEN

NOTICES

- 10.01 Method of Giving Notice. Subject to paragraph 9.03 regarding notices to members of any annual or special general meetings of members, any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or Director or to the auditor shall be: (a) published in a regular MFRC program guide or newsletter of the Corporation sent by mail to each member not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but, inclusive of the date for which the notice is given) before the meeting is to take place; and (b) by notice announced on the official MFRC-NCR website not less than 14 days (exclusive of the day on which the notice is delivered or sent, but inclusive of the date for which notice is given).
- 10.02 Computation of Time. In computing the date when notice must be given under any, provision requiring a specified number of days' notice of any meeting or other event, the date of giving tie notice shall be excluded and the date of the meeting or other event shall be included.
- 10.03 Omissions and Errors. The accidental omission to give any notice to any member, Director, officer or auditor; the non-receipt of any notice by any member, Director, officer or auditor; or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held relating to such notice.
- 10.04 Waiver of Notice. Any member, Director, Officer or auditor may waive any notice required to be given to him under any provision of the Act or the letters patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE ELEVEN

AUDITORS

- 11.01 Appointment and Remuneration. The members shall at each AGM appoint an auditor to audit the accounts of the Corporation for report to the members at the next AGM. The auditor shall hold office until the next AGM provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

ARTICLE TWELVE

BY-LAWS

- 12.0 1 Repeal and Amendment. The by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the Directors at a Meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a special meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal, or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

ARTICLE THIRTEEN

GENERAL

- 13.01 Minutes of Board of Directors and Committees. The minutes of the Board of Directors Meetings or the minutes of Committee Meetings shall be available for review by the general Membership of the Corporation at the head office of the Corporation. The said minutes shall be available to all members of the Board of Directors, each of whom shall receive a copy of such minutes.
- 13.02 Books and Records. The Directors shall see that all necessary books and record of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
- 13.03 Rules and Regulations. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next AGM of the members of the Corporation when they shall be confirmed, and failing such confirmation at such AGM of Members shall at and from that time cease to have any force and effect.

ARTICLE FOURTEEN

DISSOLUTION

14.01 In order to dissolve the MFRC-NCR, the members must indicate a desire to do so by resolution. Following the passing of such a resolution by the members, an application must be submitted under the Canada Corporations Act. The Board must ensure that the submitted application include the following documents: 1) a copy of the resolution authorizing the surrender, including the date it was passed by the members; 2) a certificate or statement of an officer of the corporation attesting to the due passage of the resolution by the members of the corporation; 3) an affidavit or statutory declaration of an officer certifying that the facts mentioned in the application are true; 4) an officer's statement certifying that: a) the corporation has no assets; b) if the corporation had assets all its remaining assets after payment of its liabilities shall be distributed to one or more charitable organizations in Canada that are registered under the Income Tax Act of Canada and which carry on similar activities to the Corporation, c) the corporation has no debts, liabilities or other obligations.

PASSED by the Directors and sealed with the seal of the Corporation the _____, day of 2008

SANCTIONED by the Members the ____ day of ____ 2008

Secretary
Mary Neilans