



Canadian Power Squadrons Foundation

By-laws

2014 June 24th

Revised October 21, 2018

Revised May 21, 2020

Revised May 25, 2023

SECTION 1 – GENERAL

1.01 - Definitions

- a) “Act” means the Canada Not-for profit Act S.C. 2009, c.23, as well as the regulations made pursuant to the Act, as either may be amended from time to time, and any statute or regulations that may be substituted;**
- b) “Articles” means the original or restated articles of continuance, amendment, amalgamation, reorganization, arrangement or revival of the Corporation;**
- c) “Board” means the Corporation’s Board of Directors from time to time constituted;**
- d) “By-laws” means these By-laws and any other By-laws of the Corporation, as amended, and which are, from time to time, in force and effect;**
- e) “Corporation” means Canadian Power Squadrons Foundation, a body corporate continued under the Act;**
- f) “Director” means an individual occupying the position of director of the Corporation;**
- g) “Meeting of Members” includes an Annual Meeting of Members and a special meeting of members;**
- h) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;**
- i) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;**
- j) “Regulations” means the regulations made under the ACT, as amended, restated or in effect from time to time.**

1.02 – Interpretation

In the interpretation of the By-laws, words in the singular include the plural and vice-versa and the words in one gender include all genders. Other than as specified in Section 1.01 above, words and expressions defined in the Act shall have the same meanings when used in the By-laws.

1.03 – Corporate Seal and Flag

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 – Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the Chairman or a Vice-Chairman, together with the Secretary or the Treasurer, and all contracts, documents or instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Foundation either to sign contracts or documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The Corporate seal of the Foundation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid by resolution of the board of directors.

The terms “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

1.05 – Financial Year End

The financial year end of the Corporation shall be 31st day of December in each year. Or on such a date as the Directors may from time to time by resolution determine.

1.06 – Banking arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 – Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents.

SECTION 2 - MEMBERSHIP

2.01 – Members

The membership of the Foundation shall be composed of persons who are current members in good standing of Canadian Power and Sail Squadrons and have been appointed by the Board of Directors of the Foundation with consideration of the recommendations of the current or a Past Chief Commander of Canadian Power and Sail Squadrons. Each member will be entitled to one vote at the annual general meeting.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect member rights and/or conditions described in 197(1)(e), (h), (l), (m).

SECTION 3 MEMBERSHIP DUES AND TERMINATION

3.01 – Dues

There shall be no dues payable by members for membership in the corporation.

3.02 – Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the corporation, automatically cease to exist.

- a) Upon termination of membership in Canadian Power and Sail Squadrons.
- b) The member dies.
- c) Any member may resign from membership upon notice in writing to the Secretary of the Foundation
- d) If he becomes bankrupt or suspends payment or compounds with his creditors or makes authorized assignment or is declared insolvent.
- e) If he is convicted of any criminal offence.
- f) If he is found to be mentally incompetent or becomes of unsound mind

3.03 Removal of Members

The Members of the Foundation, by resolution passed by at least two-thirds (2/3) of the votes cast at a general or special meeting of which notice specifying the intention to pass such resolution has been given, may remove any Member.

SECTION 4 MEETINGS OF MEMBERS

4.01 – Annual Meetings

Subject to compliance with Section 159 (Place of Members Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or if all the members entitled to vote at such meeting so agree, outside Canada. At the annual meetings there shall be presented a report of the Directors of the affairs of the Foundation for the previous year, a financial statement of the Foundation, the Auditors report and such other information or reports relating to the Foundations affairs as the Directors may determine; and an Auditor will be appointed who will audit the books of the corporation.

Notice of the time and place of a Meeting of Members shall be given to each member in good standing entitled to vote at the meeting by the following means:

- a) By mail, courier or personal delivery
- b) By telephonic, electronic or other communication facility
- c) 10 days notice required for the meeting
- d) Provided always that meetings of the Board of Directors may be held at anytime without formal notice if all directors are present or those absent have waived notice or signified directly their consent to the meeting being held in their absence.

4.02 Persons Entitled to be Present

The only individuals entitled to be present at a Meeting of Members shall be the members in good standing and the Public Accountant of the corporation. Any other person may be admitted only on the invitation of the chair of that meeting or by resolution of the Members.

4.03 Chair of Members Meeting

In the event that the chair of the board and the vice-chair of the board are absent or did not call the meeting, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

4.04 Quorum at Member's Meetings

A quorum at any meeting of members and Directors shall be a majority of the members entitled to vote at the meeting. In case of an equality of votes, the chairman of the meeting in addition to his original vote shall have a second or casting vote.

4.05 Participation by Electronic Means at Member's Meetings

The Board may permit electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members. Any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in a manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the corporation has made available for that purpose.

4.06 Members' Meeting Held Entirely by Electronic Means

If the Directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 5 DIRECTORS

5.01 Number of Directors

The board shall consist of the number of directors specified in the articles.

5.02 Duties

Subject to the Act, the Articles and the By-laws, the Directors shall manage or supervise the management of the activities and affairs of the Foundation. The Directors may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Foundation and other matters provided for in these By-laws as may be deemed expedient.

5.03 Qualifications

A Director must:

- a) be a Member;
- b) not have been declared incapable by a court in Canada or in another country;
- c) be an individual;
- d) not have the status of bankrupt;
- e) not be an ineligible individual as defined in the Income Tax Act (Canada);
and
- f) not be a Director of Canadian Power and Sail Squadrons.

5.04 Election and Term

1) Subject to the Articles, the Members shall elect the Directors at each annual Meeting of Members at which an election of Directors is required, and the Directors shall be elected to hold office for a term expiring not later than the close of the fifth annual Meeting of Members following the election.

2) A Director shall only be eligible to serve two terms.

5.05 Vacancies

A Director ceases to hold office:

- a) If the Director ceases to meet the qualifications for being a Member as set out in Section 2.01 of these By-laws;**
- b) If the Director dies;**
- c) If the Director resigns (such resignation to be effective at the time a written resignation is sent to the Foundation Secretary-Treasurer or at the time specified in the resignation, whichever is later); or**
- d) If, at a general or special meeting of Members of which notice specifying the intention to pass such resolution has been given and passed by two-thirds (2/3) of the votes cast, Members remove any Director before the expiration of his term of office.**

5.06 Filling Vacancies

- 1) A vacancy among the Directors shall be filled as follows:**
 - a) If the vacancy occurs as a result of the removal of any Director by the Members in accordance with Section 5.05 d) of these By-laws, the Members may fill such vacancy at such general or special meeting by a majority of votes cast at such meeting.**
 - b) Any other vacancy among the Directors may be filled by ordinary resolution of the Directors then in office**
- 2) A Director elected or appointed to fill a vacancy among the Directors pursuant to section 5.06 1) of these By-laws shall hold office for the remainder of his predecessor's term.**

5.07 Remuneration of Directors

The Directors of the Foundation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such, provided that a Director may be employed as a officer of the Foundation at a salary to be determined by the Board of Directors and provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties.

SECTION 6 OFFICERS

6.01 Description of Officers

- 1) The Board will elect from amongst the Directors, a Chair, a Vice Chair, a Secretary and a Treasurer who will serve for a term not longer than the close of the next Annual Meeting.**
 - a) There will be a Chair, Vice Chair, Secretary and Treasurer**
 - b) The Chair shall preside at all Board meetings and Members' meetings.**
 - c) The Vice-Chair shall, if the Chair absent or is unable to act, and when present, preside at all Board meetings, Members' meetings and any Special meetings.**
 - d) The Secretary shall attend and act as Secretary at all Board meetings and Members' meetings.**
 - e) The Treasurer will have control of all financial assets of the Foundation.**

6.02 Vacancy in Office

- 1) If the office of any elected Officer of the Corporation shall be or become vacant, a majority of the Directors may appoint a Director to fill such vacancy.**

SECTION 7 INDEMNITIES TO DIRECTORS AND OTHERS

7.01 – Indemnities

Every director or officer of the Foundation or other person who has undertaken or is about to undertake any liability on behalf of the Foundation and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Foundation, from and against

- a) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed matter or thing whatsoever made,**

done or permitted by him in or about the execution of the duties of his office;

- b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

SECTION 8 FOR THE PROTECTION OF DIRECTORS AND OTHERS

8.01 – Protection of Directors

No director or officer for the time being of the Foundation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by the Foundation for or on behalf of the Foundation or for the insufficiency of any security in or upon which any of the moneys of or belonging to the Foundation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own wrongful and wilful neglect or default.

The directors for the time being of the Foundation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Foundation, except such as shall have been admitted to and authorized or approved by the Board of Directors. If any director or officer of the Foundation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Foundation, the fact of his being a director or officer of the Foundation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

The Board of Directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting; unless any different or additional requirement is imposed by the Act, or by the Foundations Articles of Continuance or any supplementary changes of the Act, shall be as valid and as binding upon the Foundation and upon all the members as though it has been approved and-or confirmed by every member of the Foundation.

SECTION 9 EFFECTIVE DATE

9.01 – Effective Date

These By-laws shall come into force and effect on the date that the Certificate of Continuance under the Act is issued to the Corporation.

Certified to be the By-laws of the Corporation, as enacted by the Directors of the Corporation by resolution on the 27th day of October, 2013 and confirmed by the Members of the Corporation by special resolution on the 26th day of October, 2014, and effective the 24th day of June, 2014.

Revisions to these By-laws were enacted by the Members of the Corporation by resolution on:

- a) the 21st day of October, 2018 and effective the 21st day of October, 2018.
- b) the 21st day of May, 2020 and effective the 21st day of May, 2020.
- c) the 25th day of May, 2023 and effective the 25th day of May, 2023

(Signed by)

"Malcolm Blann"

"Larry A Hicks"

Malcolm Blann (Secretary)

Larry A Hicks (Chair)