

ROYAL MILITARY COLLEGES OF CANADA ALUMNI ASSOCIATION INC.

BY-LAW NO. 1

**ARTICLE 1
INTERPRETATION**

Section 1.1 Definitions.

As used in this by-law, the following terms have the following meanings:

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

“Board” means the board of directors of the Corporation.

“Authorized Signatory” has the meaning specified in Section 2.2.

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

“Effective Date” means the date that this By-law No. 1 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.

“Person Eligible for Membership” means any person that has ever attended any Canadian Military College as a student in any degree granting program, and such other persons, or categories of persons, as approved by the Board from time to time.

“recorded address” means (i) in the case of a member, the member’s latest address as shown in the records of the Corporation, and (ii) in the case of a director, officer or public accountant, the person’s latest address as shown in the records of the Corporation 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 by-law that are defined in the Act have the meanings given to such terms in the Act.

Section 1.2 Interpretation.

The division of this by-law 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 BUSINESS OF THE CORPORATION

Section 2.1 Financial Year.

The financial year of the Corporation ends on such date of each year as the directors determine from time to time.

Section 2.2 Execution of Instruments and Voting Rights.

Contracts, documents and instruments may be signed on behalf of the Corporation, 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 Corporation may be exercised on behalf of the Corporation 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 Corporation or to sign specific contracts, documents or instruments on behalf of the Corporation and (ii) to exercise voting rights for securities held by the Corporation generally or to exercise voting rights for specific securities held by the Corporation. Any Authorized Signatory, or other person authorized to sign any contract, document or instrument on behalf of the Corporation, may affix the corporate 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 2.3 Banking Arrangements.

The banking and borrowing business of the Corporation 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 Corporation’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 2.2.

Section 2.4 Annual Financial Statements.

The Corporation may, instead of sending to the voting members copies of the annual financial statements and further information respecting the financial position of the Corporation required by the Act, give notice to its voting members stating that these documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

ARTICLE 3 DIRECTORS

Section 3.1 Number of Directors.

If the articles specify a minimum and a maximum number of directors, the number of directors is, at any time, the number within the minimum and maximum determined from time to time by ordinary resolution of the voting members or, if a special resolution empowers the directors to determine the number, by the directors. No decrease in the number of directors will shorten the term of an incumbent director. Where the number of directors has not been determined as provided in this section, the number of directors is the number of directors holding office immediately following the most recent election or appointment of directors, whether at an annual or special meeting of the voting members, or by the directors pursuant to the Act.

Section 3.2 Qualification.

No person shall be elected as a director of the Corporation unless such person is a voting member of the Corporation or unless the Board determines otherwise.

Section 3.3 Term of Office of Directors.

At the first election of directors following the approval of this by-law, one-third (1/3) of the directors shall be elected for a three-year term, one-third (1/3) of the directors shall be elected for a two-year term and one-third (1/3) of the directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

Section 3.4 Place of Meetings.

Meetings of directors may be held at any place in or outside Canada.

Section 3.5 Calling of Meetings.

The chair of the board, the president or any two or more directors may call a meeting of the directors at any time. Meetings of directors will be held at the time and place as the person(s) calling the meeting determine(s).

Section 3.6 Regular Meetings.

The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director.

Section 3.7 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. Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the annual meeting of voting members.

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 3.8 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 3.9 Quorum.

A majority of the number of directors in office or such greater or lesser number as the directors may determine from time to time, constitutes a quorum at any meeting of directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

Section 3.10 Meeting by Telephonic, Electronic or Other Communication Facility.

If all the directors of the Corporation 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 3.11 Chair.

The chair of any meeting of directors is the chair of the board, 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 president; and
- (b) a vice-president (in order of corporate seniority).

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

Section 3.12 Secretary.

The corporate secretary, if any, will act as secretary at meetings of directors. If a corporate secretary has not been appointed or the corporate 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 3.13 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 articles of the Corporation, 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.

Section 3.14 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;
- (a) no director shall be entitled to any remuneration for services as a director or in any other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

ARTICLE 4 COMMITTEES

Section 4.1 Committees of Directors.

The directors may appoint from their number one or more committees and delegate to such committees any of the powers of the directors except those powers that, under the Act, a committee of directors has no authority to exercise.

Section 4.2 Proceedings.

Meetings of committees of directors may be held at any place in or outside Canada. At all meetings of committees, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, each committee of directors may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its voting members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

Subject to a committee of directors establishing rules and procedures to regulate its meetings, Section 3.3 to Section 3.13 inclusive apply to committees of directors, with such changes as are necessary.

ARTICLE 5 OFFICERS

Section 5.1 Appointment of Officers.

The directors may appoint a chair and such officers of the Corporation as they deem appropriate from time to time. The officers may include any of a president, a chief executive officer, one or more vice-presidents, a chief financial officer, a chief operating officer, a corporate secretary and a treasurer and one or more assistants to any of the appointed officers. No person may be the chair of the board or the president unless that person is also a director.

Section 5.2 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 5.3 Chair of the Board.

If appointed, the chair of the board will preside at directors meetings and members meetings in accordance with Section 3.11 and Section 8.8, respectively. The chair of the board will have such other powers and duties as the directors determine.

Section 5.4 President.

If appointed, the president of the Corporation will have general powers and duties of supervision of the business and affairs of the Corporation. The president will have such other powers and duties as the directors determine. Subject to Section 3.12 and Section 8.8, during the absence or disability of the corporate secretary or the treasurer, or if no corporate secretary or treasurer has been appointed, the president will also have the powers and duties of the office of corporate secretary and treasurer, as the case may be.

Section 5.5 Corporate Secretary.

If appointed, the corporate secretary will have the following powers and duties: (i) the corporate 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 corporate 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 corporate secretary will be the custodian of any corporate seal of the Corporation and the books, papers, records, documents, and instruments belonging to the Corporation, except when another officer or agent has been appointed for that purpose. The corporate secretary will have such other powers and duties as the directors or the president of the Corporation determine.

Section 5.6 Treasurer.

If appointed, the treasurer of the Corporation will have the following powers and duties: (i) the treasurer will ensure that the Corporation 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 Corporation; and (iii) at the request of the directors, the treasurer will render an account of the Corporation's financial transactions and of the financial position of the Corporation. The treasurer will have such other powers and duties as the directors or the president of the Corporation determine.

Section 5.7 Removal of Officers.

The directors may remove an officer from office at any time, with or without cause. Such removal is without prejudice to the officer's rights under any employment contract with the Corporation.

**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 Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation 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 Corporation 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 Corporation will indemnify to the fullest extent permitted by the Act and any other applicable law (i) any director or officer of the Corporation, (ii) any former director or officer of the Corporation, (iii) any individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, and (iv) their respective heirs and legal representatives. The Corporation 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 Corporation 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
MEMBERS**

Section 7.1 Membership Conditions.

Subject to the articles, there shall be two classes of members in the Corporation, namely, voting members and non-voting members. The Board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

- (a) Voting Members
 - (i) Voting membership shall be available to:

(A) Any Person Eligible for Membership who has paid the applicable member dues specified in Section 7.2;

(B) The Commandants at the RMC and the RMCSJ, the Principal of the RMC and the Academic Director of RMCSJ, in each case while such persons are serving or appointed in such positions or capacities;

(C) Such other persons, or categories of persons, as approved by the Board on whatever conditions and terms (including term of membership and membership fee payable) as determined appropriate by the Board from time to time;

(ii) The term of membership for the voting members specified in Section 7.1(a)(i)(A) shall be:

(A) for the life time of a member who has paid life membership dues;

(B) annually for a member that has paid an annual membership dues, subject to renewal in accordance with the policies of the Corporation;

(iii) Each voting member shall also be entitled to such additional rights and privileges determined by the Board from time to time;

(iv) The Board shall be entitled to create, establish and set sub-categories of voting memberships on whatever conditions and terms, and having such additional rights and privileges, as determined by the Board from time to time; and

(v) As set out in the articles, each voting member is entitled to receive notice of, attend and vote at all meetings of members and each such voting member shall be entitled to one (1) vote at such meetings.

(b) Non-Voting Members

(i) Non-voting membership shall be available to:

(A) Any Persons Eligible for Membership who has not paid the applicable membership dues;

(B) Any family member of any student enrolled in any degree granting program of any Canadian Military College, so long as such student continues to be enrolled in such degree granting program and provided such family member has paid the fee specified by the Board from time to time as payable by such family member in connection therewith, if any;

(C) Faculty of any Canadian Military College, so long as such person continues to be appointed or employed as a faculty member of any Canadian Military College and provided such person has paid the fee specified by the Board from time to time as payable by such person in connection therewith, if any; and

(D) Such other persons, or categories of persons, as approved by the Board on whatever terms (including term of membership and fee payable, if any) as determined appropriate by the Board from time to time.

(ii) Subject to the Act and the articles, a non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

(c) Notwithstanding any other term or provision of this By-law No. 1, a member of the RMC Club who as at the Effective Date:

(i) has paid the lifetime membership fee of the RMC Club, shall be a voting member of the Corporation for their lifetime and shall have deemed to have paid the life membership dues specified in Section 7.2; and

(ii) has paid the annual membership fee of the RMC Club for the current year shall be a voting member of the Corporation until the expiry of their annual membership term of their membership of the RMC Club and shall have deemed to have paid the annual membership dues specified in Section 7.2 for the current year.

Section 7.2 Membership Dues.

In order to be a voting member, a Person Eligible for Membership must pay either the one-time life membership dues or annual membership dues; provided that the Board shall have the authority to permanently or temporarily waive all or any portion of any member dues owing by any member for any reason as determined appropriate by the Board. Life and annual membership dues shall be in amounts specified by the Corporation from time to time. Annual members shall be notified in writing of the renewal annual membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be voting members of the Corporation.

Section 7.3 Discipline of Members.

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

(a) violating any provision of the articles, by-laws, or written policies of the Corporation;

(b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;

(c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president or such other officer as may be designated by the Board, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

The Board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE 8 MEETINGS OF MEMBERS

Section 8.1 Calling Annual and Special Meetings.

The directors have the power to call annual meetings of members and special meetings of members. Annual meetings of members and special meetings of members will be held on the date and at the time and place in Canada as the person(s) calling the meeting determine(s).

Section 8.2 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 8.3 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, during a period of 21 to 35 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.

Section 8.4 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 Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or this by-law 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.

Pursuant to the Act, 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 Corporation 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 Corporation without it being possible for the Corporation 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 Corporation 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 chair of the board, or if he or she is not present, the first mentioned of the following officers that is present at the meeting:

- (a) the president; or
- (b) a vice-president (in order of corporate seniority).

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 corporate secretary, if any, will act as secretary at meetings of members. If a corporate secretary has not been appointed or the corporate 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
BRANCH CLUBS AND OTHER ASSOCIATIONS**

Section 9.1 Branch Clubs and Other Associations.

The Board may, upon application from a group of members substantially all of whom reside in one locality, grant recognition as a Branch Club of the Corporation in such location. Branch Clubs of the RMC Club in good standing that have been recognized as such prior immediately prior to the Effective Date shall be recognized as Branch Clubs of the Corporation.

The rights, privileges, terms and conditions of recognition as a Branch Club of the Corporation shall be as determined by the Board from time to time. The Board may at any time and from time to time revoke the recognition of any Branch Club for any reason the Board determines.

Branch Clubs, whether or not legally incorporated, shall constitute separate legal entities with their own liabilities and assets, and shall not in any way hold themselves out as agents,

partners, or joint venturers with the Corporation in any of their operations, unless pursuant to and only to the extent specified in a written agreement approved by the Board.

ARTICLE 10 OLD BRIGADE

Section 10.1 Old Brigade.

- (1) The Old Brigade is a separate recognized group of members within the Corporation and shall appoint an Old Brigade Adjutant.
- (2) The Board, in consultation with the Old Brigade Adjutant and with the Fort Saint-Jean Branch, shall appoint an Associate Old Brigade Adjutant for the primary purpose of coordinating activities of the Old Brigade at RMCSJ.
- (3) There shall be an Old Brigade Advisory Council consisting of the Associate Old Brigade Adjutant and one representative from at least ten Old Brigade classes. The Old Brigade Advisory Council shall advise and assist the Board and the Old Brigade Adjutant, including regarding the selection of new Old Brigade Adjutants.
- (4) If fifty (50) or more years have elapsed from the year of entry into a Canadian Military College, a Person Eligible for Membership shall become a member of the Old Brigade.
- (5) Notwithstanding Section 10.1(4), by convention, members who entered a Canadian Military College in a four-year plan, including RMC, RRCM and First Year at RMCSJ are automatically welcomed into the Old Brigade four months early and shall be entitled to adopt the customs normally accorded to members of the Old Brigade, as decreed by the Adjutant.
- (6) Members and those persons who participated in the University Training Plan for Non-Commissioned Members (UTPNM), University Training Plan for Officers (UTPO) and the Post Graduate Programme (PGP) shall become members of the Old Brigade fifty (50) years from year of entry into a Canadian Military College or upon attaining the age of 67 years, whichever first occurs.
- (7) For greater certainty, any member of the Old Brigade of the RMC Club as at the Effective Time shall automatically be a member of the Old Brigade of the Corporation.
- (8) Notwithstanding any other provision of this Article 10, the Board may from time to time approve such other terms, conditions, procedures, requirements and governance matters of the Old Brigade, including the period of time that must have elapsed from the year of entry into a Canadian Military College for a Person Eligible for Membership to become a member of the Old Brigade.

ARTICLE 11 MISCELLANEOUS

Section 11.1 Notices.

Any notice, communication or document required to be given, delivered or sent by the Corporation 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 Corporation in the form of an electronic document.

Section 11.2 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 11.3 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 12
EFFECTIVE DATE**

Section 12.1 Effective Date.

This by-law comes into force when made by the directors in accordance with the Act.

Section 12.2 Repeal.

By-law No 1 of the Corporation, and all prior by-laws of the Corporation, are repealed on the date this by-law comes 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.

This by-law was confirmed by ordinary resolution of the members on October 7, 2021.

Donald G. Belovich

Secretary

This by-law was made by resolution of the directors on October 27, 2021.

Donald G. Belovich

Secretary