

Army Cadet Foundation - Fondation des Cadets de l'Armée

(hereinafter referred to as the "Foundation")

BY-LAW 6

January, 2013

This By-Law 6 cancels and supersedes By-Law 1 enacted October 31st, 1986 and all its subsequent amendments Nos. 1 to 5.

CORPORATE SEAL

1. The seal of the Foundation shall be in such form as shall be prescribed by the Directors of the Foundation, and shall have the words "ARMY CADET FOUNDATION -FONDATION DES CADETS DE L'ARMEE."

MEMBERSHIP

2. There shall be the following two classes of membership:

- a. individual members, and
- b. corporate members.

3. Individual members shall be persons interested in furthering the objects of the Foundation whose application for admission as an individual member has received the approval of the Board of Directors of the Foundation.

4. Corporate members shall be *The Army Cadet League of Canada -La Ligue des Cadets de l'Armée du Canada* and other corporations which have expressed an interest in furthering the objects of the Foundation whose application for admission as a corporate member has received the approval of the Board of Directors of the Foundation.

5. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.

6. Any member may withdraw from the Foundation by delivering to the Foundation a written resignation and lodging a copy of the same with the Secretary of the Foundation.

7. Any member may be required to resign by a vote of three-quarters of the members at an annual meeting.

HEAD OFFICE

8. The head office of the Foundation shall be located in the City of Ottawa, in the Province of Ontario, Canada.

BOARD OF DIRECTORS

9. The property and business of the Foundation shall be managed by a Board of not less than six and not more than twenty Directors of whom four shall constitute a quorum. Prior to each annual meeting of the members at which Directors are to be elected, the Board of Directors by resolution shall determine the number of Directors to be elected for the ensuing year. At any time when there are less than twenty Directors holding office, if the Directors so determine, such number of additional Directors as the Directors may fix may be elected by the members at a general meeting of the members

10. Directors shall be elected by the members from the individual members for a term expiring at the time of the next following annual meeting of members. It shall not be necessary that a Director shall be a member of the Foundation

11. The office of Director shall be automatically vacated:

a. if a Director shall resign his office by delivering a written resignation to the Secretary of the Foundation,

b. if he is found to be a lunatic or becomes of unsound mind,

c. if he becomes bankrupt or suspends payment or compounds with his creditors,

d. if at a special meeting of members a resolution is passed by three-quarters of the members present at the meeting that he be removed from office, or

e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Directors may by resolution fill the vacancy with a person who shall hold office until the next annual meeting of the Foundation.

12. The first meeting of the Board of Directors held following the election of members of the Board of Directors at the annual or any other meeting of the members may be held without notice for the purpose of organization and the election and appointment of officers immediately following the meeting of members at which such Board was elected, provided a quorum of Directors be present.

13. A resolution in writing, including a resolution signed in one or more counterparts, signed by all Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors is as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

14. Directors as such shall not receive any remuneration for their services, but, by resolution by the Board of Directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board of Directors. No Director shall directly or indirectly receive any profit from his position as such, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties and provided further that any Director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Foundation.

15. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected. A Director shall hold office until the next annual meeting of members following his election or appointment.

16. The Directors may exercise all such powers of the corporation as are not by the *Canada Not-for-Profit Corporations Act* required to be exercised by the members at general meetings.

17. The Directors shall have power to authorize expenditures on behalf of the Foundation from time to time and may delegate by resolution to an officer or officers of the Foundation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Foundation.

18. 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 interests of the Foundation in accordance with such terms and conditions as the Board of Directors may prescribe.

19. The Board of Directors shall take such steps as they may deem requisite to enable the Foundation to receive donations and benefits for the purpose of furthering the objects of the Foundation.

EXECUTIVE COMMITTEE

20. Whenever the Board of Directors consists of more than eight members, the Board of Directors may elect from among its members an Executive Committee consisting of not less than five Directors. A majority of the Executive Committee shall constitute a quorum for the transaction of business. The Board of Directors may delegate to the Executive Committee, subject to such restrictions as may be imposed from time to time by the Board of Directors, all or any of the powers of the Board of Directors when the Board of Directors is not in session, other than the power to enact, amend or repeal By-Laws and the power to appoint or elect Directors.

21. Each member of the Executive Committee shall serve at the pleasure of the Board of Directors and in any event only so long as he shall be a Director. The Board of Directors may fill vacancies in the executive committee by election from among its number. Notwithstanding vacancies, the remaining members may exercise all the powers of the executive committee so long as a quorum remains in office.

22. Unless otherwise determined by the Board of Directors from time to time, the President and the Secretary of the Foundation shall be respectively the Chairperson and Secretary of the Executive Committee.

23. Meetings of the Executive Committee shall be convened at a time and place determined by resolution of the Executive Committee or on order of the President or at a time and place determined by resolution of the Board. Notice of meetings of the Executive Committee shall be in writing and shall be sent to members of the Executive Committee at least five days prior to the meeting. A member of the Executive Committee may at any time waive notice of a meeting of the Executive Committee and may ratify, approve and confirm any or all proceedings taken or had thereat.

24. The Executive Committee shall keep minutes of its proceedings and shall report the same to the next meeting of the Board of Directors. The Executive Committee may establish rules of procedure for the conduct of its meetings.

OFFICERS

25. The officers of the Foundation shall be a President, a Vice-President, a Secretary, and a Treasurer and such additional Vice-Presidents and other officers as the Board of Directors may from time to time determine by resolution. Any two offices may be held by the same person.

26. The President shall be elected and the other officers of the Foundation shall be appointed at the first meeting of the Board of Directors following each annual meeting of members and, subject to the provision of any written employment agreement, the Board may remove at its pleasure any such officer.

27. The Board of Directors may appoint from time to time one or more patrons, an Honorary President and one or more Honorary Vice-Presidents.

28. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

29. The remuneration of all officers, agents and employees shall be fixed by the Board of Directors by resolution.

30. Subject to paragraph 21, the officers of the corporation shall hold office for one year and until their successors are elected or appointed in their stead.

DUTIES OF OFFICERS

31. The President shall be the Chief Executive Officer of the Foundation. He shall preside at all meetings of the Foundation and of the Board of Directors. He shall see that all orders and resolutions of the Board are carried into effect.

32. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board.

33. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in books belonging to the Foundation and shall deposit all moneys, securities and other valuable effects in the name and to the credit of the Foundation and in such depositories as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Foundation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the Foundation.

34. The Secretary shall have custody of the corporate seal of the Foundation.

MEETINGS

35. The annual or any other general meeting of the members of the Foundation shall be held at the head office of the Foundation or elsewhere in Canada as the Board of Directors may designate, on such day as the Board shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the Foundation.

36. Fourteen days' prior written notice shall be given to each member of any annual or special general meeting of members. Two members present in person at the meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one vote.

37. Meetings may be held by electronic means by video conference or by teleconference so long as each member is able to hear the proceedings and to be heard by all members so present.

38. A meeting of the members, either an annual or a special meeting, may be held at any time without notice if all the members entitled to vote thereat are present in person or represented by proxy or represented by an authorized representative appointed in accordance with paragraph 40. or if those not so represented by proxy or by an authorized representative have waived notice of such meeting, and if the auditor is present or has waived such notice, and at such meeting any business may be transacted which the Foundation at an annual or special meeting of the members may transact.

39. A resolution in writing, including a resolution signed on one or more counterparts, signed by all members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members. A copy of every such resolution shall be kept with the minutes of the proceedings of the members.

40. Members who are individuals may attend a meeting of the members of the Foundation in person. In the case of a corporation, association, agency or other organization, an authorized representative may attend any meeting of the members of the institute and may exercise the same powers on behalf of the corporation, association, agency or other organization as it could exercise if it were an individual member. The authorized representative of a corporation, association, agency or other organization shall be its President or such other person as may be appointed in writing for such purpose by its President or by resolution of its Board of Directors or governing body, provided that

notice of any such appointment shall be delivered to the Secretary of the Foundation at least twenty-four hours prior to the time of the meeting or shall be delivered to the Chairperson of the meeting prior to the commencement of the meeting.

41. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of the member, Director or officer shall be his last address recorded on the books of the Foundation.

42. A member may appoint as his proxy any other member to vote at any annual or special general meeting.

43. At all meetings of members of the Foundation every question shall be determined by a majority of votes unless otherwise specifically provided by the *Canada Not-for-Profit Corporations Act* or by these By-Laws.

FINANCIAL YEAR

44. Until otherwise determined by resolution of the Board of Directors, the financial year of the corporation shall be the calendar year.

AUDITORS

45. The members shall at each annual meeting appoint an auditor to audit the accounts of the Foundation, to hold office until the next annual meeting, 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.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

46. Contracts, documents or any instruments in writing requiring the signature of the Foundation, shall be signed by any two of the President, Vice-President, Secretary and Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. The Directors shall have the power from time to time by resolution to appoint other officers on behalf of the Foundation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Foundation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution the Board of Directors.

RULES AND REGULATIONS

47. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Foundation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Foundation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

AMENDMENT OF BY-LAWS

48. By-Laws of the Foundation may be enacted, and the By-Laws repealed or amended 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 of the members at a 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 Industry Canada has been obtained.

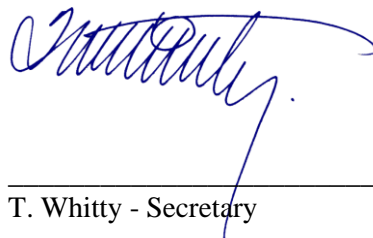
INTERPRETATION

49. In these By-Laws and in all other By-Laws of the Foundation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and Vice versa, and references to persons shall include firms and corporations.

ENACTED by the Board of Directors and confirmed by the members of the Army Cadet Foundation, this 9th DAY OF April, 2013.



H.E. Lake - President



T. Whitty - Secretary