

**CONSTITUTION OF THE  
ROYAL MILITARY COLLEGES CLUB OF CANADA**

**ARTICLE 1.0 - NAME**

- 1.1 The name of the Club shall be the Royal Military Colleges Club of Canada / le Club des Collèges Militaires Royaux du Canada.

**ARTICLE 2.0 - OBJECTS**

- 2.1 The objects of the Club are: the bringing together of its members for mutual benefit and support; the encouragement and maintenance of that camaraderie which has always existed at the Canadian Military Colleges; and the advancement of the welfare of its members, the Cadets and the Canadian Military Colleges generally.

**ARTICLE 3.0 - ORGANIZATION**

- 3.1 The Club shall be directed by a General Council, which shall consist of:
- .1 the Officers of the Club who have been elected by the general membership as hereinafter set out;
  - .2 the last five Past Presidents of the Club prior to the Immediate Past President, this group of five Past Presidents to be known as the "Group of Five";
  - .3 the President and one Vice-President of each recognized Branch Club or their representatives;
  - .4 the chair of each Standing Committee properly appointed by the General Council;
  - .5 the members of the Executive Committee; and
  - .6 the President of the Royal Military College Club of Canada Foundation Inc.
- 3.2 The General Council shall in each year establish an Executive Committee for the ensuing year which Executive Committee shall consist of the Officers of the Club, the Adjutant of the Old Brigade, the Canadian Forces Liaison Officer (CFLO), and up to twelve members of the Club appointed by the General Council. In accordance with the Terms of Reference agreed by the Chief of Defence Staff (CDS) and the President of the RMC Club, the CFLO shall be appointed by the CDS, normally in consultation with the President of the Club. Appointed members of the Executive Committee shall serve a three year term with up to four of such appointments to be made each year. Any vacancy may be filled by the Executive Committee until the next meeting of General Council when the General Council shall appoint a member for the balance of the term of the vacant position. The term of appointed members may be adjusted depending on the number of appointed members.
- 3.3 The Executive Committee shall carry out such duties and shall have such responsibilities as are specifically conferred upon it herein or are delegated to it by the General Council and, in general, shall supervise the transaction of all of the day-to-day affairs of the Club subject to the direction of the General Council.

- 3.4 Standing Committees may be formed by the General Council who shall appoint the chair and members of such committees and who shall also establish the purposes and functions of such committees. The Group of Five shall also be constituted as a standing committee and shall appoint its own chair and establish its own procedures. Such committees shall report to the Executive Committee and shall, when called upon to do so, report to the General Council.
- 3.5 Until changed by a resolution of General Council the financial year of the Club shall end on December 31 in each year.

#### **ARTICLE 4.0 - OFFICERS**

- 4.1 The Officers of the Club shall be elected each year by the members of the Club at the Annual General Meeting of the Club. They shall consist of a President, an Immediate Past President, a First Vice-President, a Second Vice-President, and an Executive Director.
- 4.2 The members may as well in each year at the Annual General Meeting of the Club elect a Patron, a Vice-Patron; and an Honorary President, an Honorary Solicitor and an Honorary Chaplain.
- 4.3 Nominations for the positions of Officer or Honorary Officer shall be submitted by the General Council and may be submitted in writing by a member of the Club to the Executive Director not later than fourteen days prior to the time set for the commencement of the Annual General Meeting of members.

#### **ARTICLE 5.0 - DUTIES OF OFFICERS**

- 5.1 President. The President shall, if present, preside at all Annual General and all Special General Meetings of the members of the Club, all meetings of the General Council and all meetings of the Executive Committee. The President shall be the chief officer of the Club and shall have responsibility for the general supervision of the operation and affairs of the Club.
- 5.2 First Vice-President. During the absence or disability of the President, the First Vice-President shall perform the duties and exercise the powers of the President including presiding at meetings. The First Vice-President shall also have such powers and carry out such duties as the President, General Council or Executive Committee may prescribe.
- 5.3 Second Vice-President. During the absence or disability of either or both of the President and the First Vice-President, the Second Vice-President shall perform the duties and exercise the powers of such absent or disabled officer. The Second Vice-President shall also have such powers and carry out such duties as the President, General Council or Executive Committee may prescribe.
- 5.4 Executive Director. The Executive Director shall be responsible for the administration of the regular operations of the Club in accordance with the directions of the Constitution, the Club Officers, the Executive Committee and the General Council and, in particular but without limiting the generality of the foregoing, shall:
- .1 keep, maintain and as required, distribute minutes or records of all proceedings of the Club, General Council and the Executive Committee;
  - .2 maintain records of the members of the Club and persons qualified for membership in the Club and where authorized by guidelines established by the Executive Committee or where directed by the President make information from such records available;

- .3 supervise the collection of dues and the general administration of the financial affairs of the Club and account for the receipts and expenditures of the Club;
  - .4 ensure the giving of all notices of meetings and all reports as may be required in connection with the operation of the Club;
  - .5 supervise the day-to-day operation of the Club's functions including the arranging for all meetings, production and distribution of newsletters and other communication, organization of the Reunion Weekend and other functions and the supervision of Club staff and office;
  - .6 maintain communications with Branch Club organizations and with class or year representatives;
  - .7 maintain communications and relations between the Club and applicable components of the Department of National Defence; and
  - .8 administer the balloting process required under Article 17.4.
- 5.5 Remuneration of Officers. With the exception of the Executive Director, none of the Officers shall be entitled to any remuneration for carrying out the duties of office. With the approval of the Executive Committee, Officers may be reimbursed for expenses, including travelling expenses actually incurred by them in carrying out their duties, and the Executive Committee may authorize an expense budget in advance for such purposes. The Executive Director shall receive compensation in an amount and upon terms to be determined annually by the General Council.

#### **ARTICLE 6.0 - SUSPENSION OF OFFICERS OR EXECUTIVE COMMITTEE MEMBERS**

- 6.1 Any Officer of the Club or member of the Executive Committee may be suspended from office by the General Council for continued neglect of duty or violation of the rules of the Club.
- 6.2 When circumstances prevent a meeting of the General Council for this purpose, the Executive Committee may suspend such Officer or member of the Executive Committee upon receiving the written consent of three-fourths of the members of the General Council.

#### **ARTICLE 7.0 - GENERAL COUNCIL**

- 7.1 Meetings of General Council. The General Council shall meet at least once a year, such meeting to be held prior to the Annual General Meeting of the Club, for the purpose of considering the operation of the Club, including the actions taken by the Executive Committee, and receiving and considering reports thereon, and for the purposes of preparing a recommended slate of Officers and Honorary Officers for the ensuing year; appointing the appointed members of the Executive Committee for the ensuing year; determining the amount of annual dues for the ensuing year; establishing the compensation of the Executive Director; and for the transaction of such other business as may properly be brought before such meeting. A meeting or meetings of the General Council shall be held at such other time or times during the year as may be deemed advisable upon the call of the President or of the Executive Committee.
- 7.2 Notice of the Calling of Meetings. Notice of the calling of any meeting of the General Council shall be mailed or delivered or delivered by electronic means to each member of the General Council at least ten (10) days prior to the date fixed for the holding of such meeting.

- 7.3 Chair. The President, or failing the President, the First Vice-President, or failing the First Vice-President, the Second Vice-President, or failing the Second Vice-President, such other member of the General Council as may be agreed upon by the persons present shall act as chair of the meeting. The chair shall be allowed to vote on any question that comes before the meeting but shall have no second or casting vote.
- 7.4 Quorum. A quorum for the transaction of business by the General Council shall be fifteen or more members present in person or by telephone conference call or other electronic means.
- 7.5 Voting. Action by the General Council shall be authorized by a vote of the majority of the members of the General Council present in person or by telephone conference call or other electronic means at the time of the vote and entitled to vote on the question as long as there is a quorum present at the time of such vote.
- 7.6 Remuneration of General Council Members. No member of the General Council shall be entitled to any remuneration for carrying out duties as a member of the General Council, provided that, where approved by General Council, a member may be reimbursed for expenses incurred on behalf of the Club, or for the whole or any part of expenses incurred in traveling to any meeting of General Council.

#### **ARTICLE 8.0 - EXECUTIVE COMMITTEE**

- 8.1 Meetings of the Executive Committee. The Executive Committee shall meet at least twice a year but more frequently if deemed advisable at such time or times during the year as may be determined by the President or the Executive Director.
- 8.2 Notice of Calling of the Meeting. Notice of calling of any meeting of the Executive Committee shall be mailed or delivered or delivered by electronic means to each member of the Executive Committee at least ten (10) days prior to the date fixed for the holding of such meeting, and such notice shall specify the time and place for the holding of such meeting.
- 8.3 Chair. The President, or failing the President, the First Vice-President, or failing the First Vice-President, the Second Vice-President, or failing the Second Vice-President, such other member of the Executive Committee as may be agreed upon by the persons present, shall act as chair of the meeting. The chair shall be allowed to vote on any question that comes before the meeting but shall have no second or casting vote.
- 8.4 Quorum. A quorum for the transaction of business by the Executive Committee shall be fifty per cent (50%) or more of the members of the Executive Committee who must be present in person or by telephone conference call or other electronic means.
- 8.5 Voting. Action by the Executive Committee shall be authorized by a vote of the majority of the members of the Executive Committee present in person or by telephone conference call at the time of the vote and entitled to vote on the question as long as there is a quorum present at the time of such vote. Action by the Executive Committee may also be authorized by vote communicated by telephone or other electronic means where such vote is approved by a majority of the members of the Executive Committee.
- 8.6 Remuneration of Executive Committee Members. No member of the Executive Committee shall be entitled to any remuneration for carrying out duties as a member of the Executive Committee, provided that, where approved by the Executive Committee, a member may be reimbursed for expenses incurred on behalf of the Club, or for the whole or any part of expenses incurred in traveling to any meeting of the Executive Committee.

8.7 Powers and Duties of the Executive Committee. The Executive Committee shall have in addition to such powers and duties as are conferred upon it by the General Council, the following powers and duties:

- .1 the authorization of operating expenditures;
- .2 the authorization of the execution of specific contracts or of banking documents;
- .3 the employment of persons for specific tasks;
- .4 the authorization of the representation of the Club by certain individuals for specific purposes;
- .5 the authorization of the carrying out of specific or general activities by the Executive Director; and
- .6 the consideration of and authorization of the carrying out of such other acts as may be reasonably required to permit the day-to-day operation of the Club.

#### **ARTICLE 9.0 - MEMBERSHIP**

9.1 Ordinary Members. The following shall be Ordinary Members of the Club upon payment of dues:

- .1 Ex-Cadets, that is, Gentlemen and Ladies who have served as Cadets or Officer Cadets at the Royal Military College of Canada, Royal Roads Military College, le Collège militaire royal de Saint-Jean, the Royal Naval College of Canada, Royal Canadian Navy Special Entry, HMCS Royal Roads, Royal Canadian Naval College, the R.C.N.-R.C.A.F. Joint College, Canadian Services College Royal Roads, or ex-officers who were eligible to be members of the Royal Roads Club, and who have received their honourable discharge or have been commissioned in the Forces or honourably released;
- .2 Persons who have attended the Canadian Military Colleges in a capacity other than as Cadets or Officer Cadets, who have graduated from a recognized degree course at one of the Colleges or from the Land Forces Technical Staff Program administered by the College; and
- .3 This category of membership does not include Gentlemen or Ladies granted an honorary degree by one of the Canadian Military Colleges who may be admitted to membership in accordance with Article 9.4.3 Honorary Members.

9.2 Life Members.

- .1 Any Ordinary Member or any Associate Member may, upon application, be made a Life Member upon payment of a fee to be determined from time to time by the Executive Committee.
- .2 All funds currently held and all funds subsequently received derived from subscriptions for life membership shall be held in a segregated fund and shall be managed and remitted in accordance with the directions of a three person Standing Committee for the Life Membership Fund established by General Council with the members appointed by the Executive Committee which Standing Committee is to act in accordance with practices and procedures established by General Council from time to time.

### 9.3 Honorary Life Members.

- .1 Gentlemen and Ladies who have at any time rendered outstanding and long term service or brought great honour to the Canadian Military Colleges, the Club or the Foundation may be elected to Honorary Life Membership.
- .2 A proposal for election to Honorary Life Membership must be submitted to and receive the unanimous approval of those present at a meeting of the Executive Committee and a meeting of the General Council, following which the proposal will be submitted to the next Annual General Meeting. The appointment of such person to this special class will take place if approved by a majority of the members present at such Annual General Meeting.
- .3 Honorary Life Members shall be accorded all privileges of membership and shall be exempt from the payment of annual dues. They shall be granted an honorary college number with the prefix "H".

### 9.4 Honorary Members.

- .1 Gentlemen and Ladies who have rendered special service to the Canadian Military Colleges, the Club or the Foundation may be offered Honorary Membership in the Club.
- .2 The Commandants and the former Commandants (when not eligible for other categories of membership) of the Royal Military College of Canada, of Royal Roads Military College and of le Collège militaire royal de Saint-Jean shall be offered Honorary Membership in the Club.
- .3 Gentlemen and Ladies who have been granted honorary degrees by one of the Canadian Military Colleges and who are not eligible for other categories of membership may be offered Honorary Membership in the Club on the recommendation of the Club Executive Committee.
- .4 Classes that have honorary class members may nominate any of such members to Honorary Membership in the Club. Such nomination shall not be made until at least four years have elapsed since graduation.
- .5 Election to Honorary Membership for candidates described, in Section 9.4 paragraphs .1, .3 and .4 shall involve the same process as described in Section 9.3.2.
- .6 Honorary Members shall be accorded all privileges of membership and shall be exempted from the payment of annual dues. They shall be granted a special Club number greater than 100 with the prefix "S"

9.5 Associate Members. Members or former members of the Board of Governors, members or former members of the senior staff of the College, of the Club or of the Foundation, particularly those in close contact with Cadets, and with the unanimous consent of the Executive Committee persons who have made a significant contribution towards the objects of the Club, particularly that of advancing the welfare of the Cadets, who are not eligible for other classes of membership, may be offered Associate Membership in the Club. Associate Members shall pay dues, may not vote at meetings of members and may not hold office. They shall be granted a special Club number greater than 100 with the prefix "A".

- 9.6 Student Members. Students in a course leading to a Royal Military College of Canada degree, or the Land Forces Technical Staff Program administered by the College, shall be Student Members upon payment of dues, and on ceasing to be a student in such course, shall cease to be Student Members, but may continue to be members if otherwise qualified under this Article, upon payment of dues. Student Members may not vote at meetings of members and may not hold office.

#### **ARTICLE 10.0 - REMOVAL OF MEMBERS**

- 10.1 Any member whose conduct has been such as to bring discredit or dishonour upon the Club shall be liable to be struck off the roll of members.
- 10.2 Any member may complain to an Officer of the Club concerning the conduct of any member and in such event it shall be the duty of such Officer to bring the matter to the attention of the next meeting of the Executive Committee of the Club who shall investigate the conduct of the member complained of and shall make a written recommendation as to whether or not the member complained of should be struck off the roll of members. If the Executive Committee, by a two-third majority vote of those present at a regularly constituted meeting of such Committee, recommends that the member complained of should be struck off the roll of members, a copy of such written recommendation shall be forwarded to the complaining member and the member complained of at least two weeks prior to the next Annual General Meeting together with notice that such member is entitled to appear in person or be represented by another member for the purpose of appealing the recommendation at such convention. If the Club at such meeting by a simple majority vote of those present at such meeting decides that the member complained of shall be struck off the roll, then that person shall cease to be a member. If the Club decides that the member complained of shall not be struck off the roll, then the recommendation of the Executive Committee shall be considered withdrawn and deleted from the record.

#### **ARTICLE 11.0 - RESIGNATIONS**

- 11.1 Any member wishing to withdraw from the Club shall give notice in writing to the Executive Director and shall be allowed to withdraw upon payment of all unpaid accounts.

#### **ARTICLE 12.0 - MEETINGS OF MEMBERS**

- 12.1 Annual General Meeting. An Annual General Meeting of the members of the Club shall be held at such time and place as shall be determined by the Executive Committee, such meeting to be no more than ten months after the conclusion of each fiscal year of the Club.
- 12.2 Special General Meeting. A Special General Meeting of the members of the Club may be held at any time upon the request of the President or the Executive Committee, or upon the written request of twenty-five (25) members of the Club, such meeting to be held within sixty (60) days of the receipt of such request by the Executive Director, and to be at such time and place as the President may direct.
- 12.3 Notice.
- .1 Notice of the calling of any meeting of the members of the Club shall be mailed or delivered to each of the members at least twenty-five (25) days before such meeting in the case of the Annual General Meeting, and at least fifteen (15) days before such meeting in the case of a Special General Meeting. Such notice shall specify the time and place of the meeting and the business to come before such meeting;

- .2 Failure to give notice to any member or members through inadvertence shall not invalidate the calling of the meeting.
- 12.4 Quorum. At any meeting of members, twenty (20) members in good standing present in person shall constitute a quorum for the transaction of business.
- 12.5 Chair. The President, or failing the President, the First Vice-President, or failing the First Vice-President, the Second Vice-President, or failing the Second Vice-President, such other member of the Executive Committee as may be present and agreed upon shall act as chair of the meeting.
- 12.6 Voting. Except as otherwise specifically provided, questions shall be decided by an affirmative vote of a majority of the votes cast. The chair shall not vote on any question as long as occupying the chair except in the event of a tie vote, when he or she may vote to decide the issue. Voting on any question may be by hand unless a written ballot is directed by the chair.

### **ARTICLE 13.0 - BRANCH CLUBS AND OTHER ASSOCIATIONS**

- 13.1 General Council may, upon application from a group of members of the Club substantially all of whom reside in one locality, grant recognition of a Branch Club in such location. Branch Clubs that have been recognized as such prior to the 4 October 1991 shall be deemed to be granted such recognition.
- 13.2 In order to obtain and maintain such recognition such Branch Clubs must:
  - .1 abide by the provisions of this Constitution;
  - .2 require that each of their ordinary members be a member of the Club;
  - .3 admit to ordinary Branch membership all members of the Club as defined in Article 9 normally residing in the Branch locality;
  - .4 maintain an organization which shall include at least a President, a Vice-President and a Secretary or Secretary-Treasurer, who shall be elected by a vote of ordinary members to serve for a reasonable fixed term; and
  - .5 at the request of the Executive Director, submit reports as to organization, activities and membership of such Branch Club within a reasonable time of such request and covering the period specified in such request.
- 13.3 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 Club in any of their operations, unless pursuant to and only to the extent specified in a written agreement approved by the Executive Committee.
- 13.4 The Club may actively promote co-operation and joint programs of activity with any other club or association whose objectives are substantially in harmony with those of the Club.

### **ARTICLE 14.0 - OLD BRIGADE**

- 14.1 The Old Brigade is an entity within the Club and shall have an Adjutant.

- 14.2 If fifty (50) or more years have elapsed from the year of entry into a Canadian Military College, a person eligible for ordinary membership shall become a member of the Old Brigade.
- 14.3 Classes may opt for an early welcome into the Old Brigade up to four months prior to some members of these classes meeting the entry criteria of Section 14.2. Those members or classes opting for an early entry into the Old Brigade who do not meet the entry criteria of Section 14.2 would, nonetheless, during this four-month period, be entitled to adopt the customs normally accorded to members of the Old Brigade, as decreed by the Adjutant. (Classes include anyone with a college number who was a member of that class at any time from their entry to a Canadian Military College and who is eligible to become a member of the club)
- 14.4 Honorary Life Members, Honorary Members and Associate Members are eligible to become members of the Old Brigade upon attaining the age of 67 years except that Honorary Members who become so pursuant to paragraph 9.4.4, such as a honorary class member nominated for Honorary Membership in the Club, shall become members of the Old Brigade with that Class.

#### **ARTICLE 15.0 - NON-PROFIT ORGANIZATION**

- 15.1 The Club shall be carried on without pecuniary gain to its members.
- 15.2 All property and funds of the Club and all profits of or other accretions to the Club shall be used in promoting the objects of the Club, and no member shall have any right or claim to any such property, funds, profits or other accretions.
- 15.3 In the event that the Club is wound up or amalgamated with some other organization, no part of the assets of the Club shall be distributed to any of the members, but shall be transferred to some other organization with similar objectives as those of the Club and of a non-profit nature.

#### **ARTICLE 16.0 - INDEMNIFICATION OF OFFICERS AND OTHERS**

- 16.1 Indemnification . The Club shall indemnify an Officer, member of the Executive Committee, member of the General Council, member of a standing committee or a former Officer or member of any of the said bodies or a person who acts or acted at the Club's request, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been an Officer or member of the Executive Committee, member of the General Council, member of a standing committee of the Club or person acting at the Club's request, if:
- .1 such person acted honestly and in good faith with a view to the best interests of the Club; and
  - .2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that his or her conduct was lawful.
- 16.2 Indemnification in Derivative Actions. The Club shall, with the approval of a Court, indemnify a person referred to in Section 16.1 in respect of an action by or on behalf of the Club to procure a judgment in its favour, to which such person is made a party by reason of being or having held such office or position in the Club or so acted, against all costs, charges and expenses reasonably incurred in connection with such action if such person fulfils the conditions set out in Section 16.1.1 and 16.1.2.

- 16.3 Right to Indemnity. A person referred to in Section 16.1 is entitled to indemnity from the Club in respect of all costs, charges and expenses reasonably incurred by such person in connection with the defense of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been an officer or member of the Executive Committee, member of the General Council or member of a standing committee of the Club or having so acted, if the person seeking indemnity:
- .1 was substantially successful on the merits in the defense of the action or proceeding; and
  - .2 fulfils the conditions set out in Section 16.1.1 and 16.1.2.
- 16.4 Insurance. Subject to the provisions of any applicable legislation, the Club may purchase and maintain insurance for the benefit of the Officers, members of the Executive Committee, members of the General Council, members of a standing committee or other persons acting at the Club's request.

#### **ARTICLE 17.0 - AMENDMENTS**

- 17.1 This Constitution may be amended only by an affirmative vote of two-thirds or more of the votes cast by ballot open to all members in accordance with procedures hereinafter set out.
- 17.2 A proposal to amend this Constitution may be submitted by any member in good standing by forwarding such proposed amendment to the Executive Director in writing together with full particulars. The Executive Director shall put such proposed amendment before the next meeting of the Executive Committee and if the Executive Committee by an affirmative vote of two-thirds or more of the votes cast at a duly constituted meeting thereof approves the proposed amendment, it shall be submitted to the next meeting of the General Council for consideration. If General Council by an affirmative vote of two-thirds or more of the votes cast approves the proposed amendment, notice of the proposed amendment shall be given in writing to the members of the Club together with notice of the intent to submit the proposed amendment to a ballot of members, and notice of the manner of administering the ballot of members.
- 17.3 In the event that the approval required for a proposed amendment is not obtained from either the Executive Committee or General Council the proposer shall be so advised in writing and shall be provided reasons. Notwithstanding the failure of any proposed amendment to obtain such approval, it shall be submitted to a Special General Meeting of members to which the required notice may be given where a request for such proposed amendment signed by at least fifty (50) members in good standing is delivered to the Executive Director. If the Special General Meeting by an affirmative vote of two-thirds or more of the votes cast approves the proposed amendment, notice of the proposed amendment shall be given in writing by appropriate means to the members of the Club together with notice of the intent to submit the proposed amendment to a ballot of members, and with notice of the manner of administering the ballot of members.
- 17.4 In the event of the requirement for a ballot under Articles 17.2 or 17.3, such ballot will be administered by the Executive Director in a manner that reasonably provides for:
- .1 sufficient notice of the amendment and of the balloting procedures;
  - .2 timeliness;
  - .3 enfranchisement of members; and
  - .4 security of ballot and accuracy of the count of the ballot.

- 17.5 The Executive Director shall report to the President and to the members in an appropriate manner the results of the ballot.

**ARTICLE 18.0 - REGALIA**

- 18.1 The General Council shall have authority to approve the design of and manufacture of all items identifying the Club and its members. It shall have authority to take such actions as it deems necessary to protect such designs and it may, on such terms as it deems proper, designate any party as an authorized manufacturer and/or distributor of items using such designs.