



# Constitution of The Canadian Society of Military Medals & Insignia

(Adopted June 21, 2024)

## Article I: Name and Purpose

**Section 1:** The name of this organization shall be the "Canadian Society of Military Medals & Insignia" hereafter referred to as the "Society" This name shall also be abbreviated to C.S.M.M.I. or CSMMI.

The CSMMI was founded in Milton, Ontario, Canada on March 21, 1965. The CSMMI was registered as a corporation on the Ontario Business registry on November 25, 1998.

**Section 2:** The purpose of the Canadian Society of Military Medals & Insignia shall be to promote the collection, preservation, and study of military medals and insignia related to the Canadian and international armed forces. The Society aims to provide a platform for collectors, enthusiasts, and historians to share knowledge, collaborate on research, and engage in activities that advance the understanding and significance of military medals and insignia. The Society's primary goals include fostering a sense of community among members, organizing educational events and exhibitions, and supporting initiatives that contribute to the cultural and historical heritage of Canada's and international military history. Specifically:

- a. To promote and foster a general interest in the study of military orders, decorations, medals, insignia and all related military artifacts and ephemera.
- b. To assist collectors and students of military history in their research by organizing regular meetings.
- c. To publish a journal that engages the membership with research, news and knowledge of the fellowship of the Canadian and international militaria.

## Article II: Membership

**Section 1:** Membership in The Canadian Society of Military Medals & Insignia is open to all individuals who share an interest in the collection, preservation, study, and appreciation of military medals and insignia. Members must adhere to the principles, regulations and guidelines outlined in this Constitution and the Society's Bylaws. These serve as the foundation

for the Society's aims and goals to advance the understanding and significance of Canadian and international military medals and insignia.

**Section 2:** Members shall complete an application form and agree to abide by the rules and regulations set forth by the Society. The Society reserves the right to accept, deny or terminate the membership of applicants or existing members.

**Section 3:** Members are required to conduct themselves in a manner that will bring credit to the Canadian Society of Military Medals and Insignia. This includes upholding the CSMMI's core principles of ethical behaviour, respect for other members, accountability, and professional practices. Upholding these principles ensures that the Society maintains its credibility and contributes to the preservation and appreciation of military history and insignia in Canada.

**Section 4:** A breach of the Society's Code of Conduct, regulations or rules may result in sanctions. The Executive Committee shall be empowered to act on complaints involving member behaviour. The Executive Committee reserves the right to sanction, revoke and/or remove said membership. The Executive Committee shall give reasons for such a resolution consistent with the steps outlined in the Society's By-laws.

### **Article III: Officers and Leadership Structure**

**Section 1:** The officers of the Canadian Society of Military Medals and Insignia (CSMMI) shall consist of the following elected positions:

**President:** The President is the face of the Society and is responsible for promoting the CSMMI mission and values. The President is the chief executive officer of the Society and is responsible for the management and operations of the CSMMI.

Responsibilities include providing overall leadership and direction to the society, managing the affairs of the society, calling and presiding over Society meetings, and representing the CSMMI in external matters. The President is responsible for ensuring the Society's activities comply with the constitution, by-laws and regulations of the Society. Responsibilities include media relations, marketing, social media, and public relations efforts to promote the society's mission and events.

**1<sup>st</sup> Vice President:** The 1<sup>st</sup> Vice-President is the second-in-command and assists the President in their duties. He/she will assist in managing the affairs of the Society, complete tasks assigned by the President and act in the place of the President in the event of their absence or incapacity. Responsibilities include media relations, marketing, social media, and public relations efforts to promote the society's mission and events.

**2<sup>nd</sup> Vice President:** The 2<sup>nd</sup> Vice President will assist the President and Vice President in conducting their duties, managing the affairs of the Society, completing tasks assigned by the president and act in the place of the President or 1<sup>st</sup> Vice President in the event of their

absence or incapacity. Responsibilities include media relations, marketing, social media, and public relations efforts to promote the society's mission and events.

**Secretary of the CSMMI:** The Secretary is responsible for maintaining accurate records of the CSMMI's activities, meetings, and official documents. Responsibilities include recording minutes of meetings, managing correspondence, and ensuring the Society complies with record-keeping requirements.

**Treasurer:** The Treasurer is responsible for the financial management and accountability of the Society. Responsibilities include budgeting, financial reporting, fundraising, and ensuring proper financial stewardship. The Treasurer is responsible for the preparation and filing of tax returns and any other financial documents as may be required. Annual statements will be presented at the Annual General Meeting.

**Membership Secretary:** The Membership Secretary is responsible for managing membership-related activities include recruitment, retention, and communication of membership matters with CSMMI membership. The Membership Secretary maintains membership records and collects membership fees.

**Journal Editor:** The Editor is responsible for the publication of the CSMMI Journal and associated materials by ensuring a steady flow of high-quality manuscripts to maintain the journal's publishing schedule. They will collect, review and edit material for publication of Society journals. The Editor will coordinate publication with the editorial team. The editor will select the membership of the team and delegate production tasks. The Journal Editor will provide strategic input for the journal's development, and work with the publishing staff to ensure alignment with audience evolution and explore growth strategies.

**Section 2:** The Society shall be administered by an Executive Committee comprised of the elected officers and up to four (4) members appointed by the elected officers. These appointments may include the following positions:

**Past President:** The position of past president is an ex-officio advisory role, to provide their input on CSMMI activities and policies. Responsibilities include media relations, marketing, social media, and public relations efforts to promote the society's mission and events.

**CSMMI Webmaster:** The Webmaster establishes, maintains and manages the Society webpage. They focus on promoting the CSMMI's public and community outreach initiatives via the internet. He is also responsible for running and maintaining the organizations website. Responsibilities include planning and implementing website specific changes and managing the day-to-day activities related to maintaining a website.

**CSMMI Social Media Manager:** The Social Media manager will create and manage CSMMI pages on social media platforms. Included in the responsibilities are ensuring the platform is consistent with and enhances the Society's aims and goals.

### **Member at Large:**

- 1.1. Members at Large may be appointed by the Executive Committee. The Member at Large tenure in office shall be two years or less at the approval of the Executive Committee. Members at Large may be terminated by the Executive at any time during their tenure. Members at Large may be re-appointed for successive terms as determined by the guidelines outlined in this constitution under Article III.
- 1.2 There shall be no more than four (4) Members at Large. The roles and responsibilities of the Member at Large will be defined by the elected executive. Members at Large have no voting rights, and only act in an advisory matter.
- 1.3 These leadership roles collectively form the core of the CSMMI's governance structure, each contributing their expertise and efforts to further the society's mission, uphold its values, and ensure its successful operation. Specific responsibilities may vary based on the Society's needs and any additional roles or committees that may be established.

### **Section 3: -Elections:**

- 1.1 Officers of the CSMMI shall be elected by the membership at the AGM through elections. The members of the Executive Committee shall hold office for two years. Incumbents are eligible for re-election. Nominations for positions can be made before the AGM or from the floor at the AGM. Each office is open to all CSMMI members in good standing over 16 years of age are eligible to vote in person or by proxy. Youth members under 16 are non-voting.
- 1.2 The election of officers will be alternated, with President and 1<sup>st</sup> Vice-President, Membership Secretary elected in alternating terms with the 2<sup>nd</sup> Vice-President, Treasurer and Secretary, and Journal Editor. In the event of a resignation or vacancy the position of president will be filled by succession. Other positions will be filled by appointment by the Executive Committee. The order of precedence is as listed in the slate of officers
- 1.3 Elections shall take place at the Annual General Meeting (AGM). Nominations will be accepted from the membership preceding the AGM or from the floor at the time of the AGM. In the event of a contested position, an election by the membership present at the AGM will be held. Elections will be conducted through a fair and transparent vote. A simple majority of the votes cast will decide the winner. Immediately after the elections the executive is sworn in and begins their term.
- 1.4. Elected positions shall take effect immediately upon declaration of election of the executive at the Annual General Meeting the new officers begin their terms. The transfer of corporate records, treasurer's documents and spreadsheets, and corporate seal shall be made within 14 calendar days of the election.

1.5. Signing authority of persons no longer holding the position of President, Treasurer and Membership Secretary shall be transitioned to the newly elected officers within 14 calendar days.

#### **Article IV: Meetings and Committees**

**Section 1:** The Society shall hold regular executive meetings, at least once every quarter, or at the call of the President. The meetings may be in person or by electronic means.

**Section 2:** Special meetings may be called by the President or by any officer of the Executive Committee upon request. Notice of special meetings shall be given at least one week in advance, by electronic, mail or phone notification.

#### **Section 3: Committees**

The Executive may establish committees for CSMMI purposes. The Executive may appoint from their number or the membership at large a Chair and committee of a set number of CSMMI members or the public to study or implement specific CSMMI programs, purposes, responsibilities or goals. The committee chair will report to the Executive either on a regular basis or at set times determined by the Executive. Committee funding and or expenses must be accounted for by the Chair and approved by the Executive. Said committees exist at the will of the Executive and may be dissolved by the Executive at any time.

#### **Article V: Decision-Making**

**Section 1:** Decisions shall be made through majority votes of the Executive Officers present at a meeting. A quorum of the Executive will be 4 of 7. Any motion resulting in a tie vote will be considered defeated. The decisions will be recorded by the Secretary.

#### **Article VI: Finances**

**Section 1:** The Society shall maintain accurate financial records and operate on a transparent financial basis. An annual budget will be prepared for Society activities.

**Section 2:** The Treasurer shall be responsible for managing the Society's funds, reporting on financial status, and ensuring responsible financial practices.

**Section 3:** An annual budget will be approved by the Executive by January 1<sup>st</sup> of each year. The financial year for the CSMMI runs from January 1<sup>st</sup> to December 31<sup>st</sup> of the calendar year.

**Section 4:** An independent external audit will be performed once every two years.

**Section 5:** Signing authority shall include the President, Treasurer, Membership Secretary and any other Executive member as designated by the Executive officers.

**Section 6:** All CSMMI expenditures shall be approved and countersigned by a minimum of two authorized signatories.

**Section 7:** Elected and appointed officers of the CSMMI shall serve without remuneration. No officer shall directly or indirectly receive benefit from their position, subject to the following:

- a. Officers may be reimbursed for reasonable expenses they incur in the performance of their officer's CSMMI duties.
- b. Officers may be remunerated and / or reimbursed for services provided to the CSMMI in their capacity other than that of their office, subject to approval by the Executive officers.

#### **Article VII: Bylaws.**

**Section 1:** All members shall adhere to a code of conduct that promotes respect, inclusivity, and professionalism in all interactions related to the Society's activities.

**Section 2:** The governing body of this organization shall have the authority to create, amend, and enforce bylaws in accordance with the provisions set forth in this constitution.

- a. Bylaws shall address matters related to the internal functioning, procedures, and regulations of the organization, including but not limited to membership, elections, meetings, committees, and financial management.
- b. Bylaws shall be consistent with the principles and objectives outlined in this constitution and shall not contravene any applicable laws or regulations.
- c. The process for adopting, amending, or repealing bylaws shall be specified in a separate section of this constitution.
- d. All members and officers of the organization shall be bound by the bylaws, and non-compliance may result in appropriate disciplinary actions as outlined therein.

#### **Article VIII: Amendments**

**Section 1:** Amendments to this Constitution shall require two thirds (2/3rds) vote of the CSMMI members present at the Annual General Meeting or at a special meeting called for the purpose by the Executive, provided that the proposed amendment has been circulated to the membership prior to the vote.

## **Article IX: Conflict of Interest**

An Officer who is a party to a material contract or transaction or proposed material contract or transaction with the Society or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Society shall make the required disclosure. Except as provided, no such Officer shall attend any part of a meeting of the Executive during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

## **Article X: Vacancies. (Process for filling vacancies)**

### **Section 1: Vacancies**

The office of an Executive Officer shall be vacated immediately:

1. if the Officer resigns office by written notice to the Society, said resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later;
2. if the Officer dies;
3. if the Officer is found to be incapable by a court under Ontario law;
4. if, at a meeting of the Executive, the Executive may by ordinary resolution remove an officer before the expiration of the officer's term of office. Removal requires a 2/3 vote of the Executive committee.

### **Section 2: Filling Vacancies**

A vacancy on the Executive shall be filled as follows, and the Officer appointed or elected to fill the vacancy will hold office for the remainder of the unexpired term of the Officer's predecessor:

1. if the vacancy occurs as a result of the Society removing an Officer, the Executive committee may fill the vacancy by an ordinary resolution;
2. a quorum of Officers may fill a vacancy among the Officers.

## **Article XII: Ratification**

**Section 1:** This Constitution shall be ratified by a 2/3 majority vote of the CSMMI members present or voting by proxy at the Annual General Meeting or at a special ratification meeting called for the purpose of ratification.

**Section 2:** This Constitution shall take effect immediately upon ratification.

**Signatures:**

We, the undersigned members of The Canadian Society of Military Medals and Insignia hereby adopt and enact this Constitution on this day: June 21, 2024

President (Interim) & Chair: Mike McLean \_\_\_\_\_

Vice President & Treasurer: Dave Hiorth \_\_\_\_\_

Secretary: Bill Alexander \_\_\_\_\_

Membership Secretary: Ken Keegan \_\_\_\_\_

Journal Editor: Lawrence Stasiuk \_\_\_\_\_