



Canadian Society of Military Medals & Insignia

A by-law relating generally to the conduct of the affairs of the

CANADIAN SOCIETY OF MILITARY MEDALS & INSIGNIA

BY-LAW NO. 2024

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Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. "Chair" means the chair of the Board;
- e. "Constitution" means the Constitution of the Canadian Society of Military Medals and Insignia, latest version;
- f. "Corporation" means the Canadian Society of Military Medals & Insignia (the corporation) that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- g. CSMMI or C.S.M.M.I. means Canadian Society of Military Medals & Insignia
- h. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- i. "Member" means a member of the Corporation;
- j. "Members" means the collective membership of the Corporation; and
- k. "Officer" means an officer of the Corporation.
- l. "Society" means the Canadian Society of Military Medals & Insignia (the society)

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.04 Corporation Number

For purposes of the Corporations Act, the corporation number of the Corporation is 1320571 Ontario Inc.

1.05 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board. The use of the seal shall be as directed by the Board.

1.06 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.07 Head Office

The head office of the Corporation shall be in the Province of Ontario, at such place therein as the Board may from time by resolution determine.

1.08 Society Honours

The Board at its discretion shall create and maintain a program of honours and awards.

Section 2 - Directors

2.01 Number of Directors

The Board shall consist of a minimum of 3 and a maximum of 7 Directors. The fixed number of Directors within that range shall be determined from time to time by the Members by Special Resolution or, if a Special Resolution empowers the Directors to determine the number by resolution of the Board. A decrease in the number of Directors does not shorten the term of an incumbent Director.

2.02 Election and Term

1. The Directors shall be elected by the Members at each succeeding annual general meeting (AGM). The term of office of the Directors (subject to the provisions noted herein) shall be from the date of the annual general meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.
2. The terms of the directors shall be for two years elected on an alternating year schedule to maintain continuity on the board. The schedule may be amended by the Board.

Election schedule 1

President

1st Vice President

Membership Secretary

Election Schedule 2

2nd Vice President

Treasurer

Secretary of the CSMMI

Journal Editor

2.03 Qualifications of Directors

1. Each Director shall be an individual who is not less than 18 years of age.
2. Each Director shall be a Member of the Canadian Society of Military Medals & Insignia, and must be a Member in good standing at all times during their term of office.
3. No individual shall be a Director who has been found under the *Substitute Decisions Act*, 1992 S.O. 1992, c. 30 or under the *Mental Health Act*, R.S.O. 1990, c. M.7 to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt.
4. Prior to becoming a Director, or within 10 days of such a Director being elected or appointed, the Director shall execute a consent to act in the form determined by the Board from time to time. If a Director is re-elected or reappointed without a break in the term of office, no consent is required.
5. Each Director must satisfy all other requirements for being a Director under the Act and this By-law.

2.04 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.
5. if, at a meeting of the Board, the Board may by resolution remove a Director (Officer) before the expiration of the Director's (Officer's) term of office. Removal requires a 2/3 vote of the Board.

2.05 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

2.06 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and

2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.07 Remuneration of Directors

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:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*; and

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this By-law,

3.02 Regular Meetings

The Board shall hold regular executive meetings, at least once every quarter, or at the call of the President. The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the

Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.05 Quorum of the Board

A quorum at any meeting of the Board shall be the presence in person, or electronically, of a majority of the directors.

3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. In case of an equality of votes, a motion / resolution shall be defeated.

3.07 Participation by Telephonic or Electronic Means

Subject to the provisions of the articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

4.04 eTransfers

Any payment by eTransfers shall be as directed by the Board.

Section 5 - Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, 1st vice-president, 2nd vice-president, treasurer, secretary, membership secretary and Journal editor at its first meeting following the annual meeting of the Corporation, unless the Members have elected a specific director to an officer position. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

The Board may appoint up to four (4) additional officers who shall be known as Members at Large. The Member at Large may be invited to meetings of the Board (executive) to provide advice and assist with the delivery of programs and services. The Member at Large does not have the rights of a Director and do not have voting rights. The Member at Large tenure in office shall be two years or less at the approval of the Board. The Member at Large may be terminated by the Board at any time during

their tenure. The Member at Large may be re-appointed for successive terms as determined by the Board.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Description of Officers

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of Canadian Society of Military Medals & Insignia shall have the following duties and powers associated with their positions:

- a) **Chair of the Board** – this position is filled by the President
- b) **President** - as described in Article III, Section 1 of the CSMMI Constitution as appended in Schedule 'A'.
- c) **1st Vice President** - as described in Article III, Section 1 of the CSMMI Constitution as appended in Schedule 'A'.
- d) **2nd Vice President** - as described in Article III, Section 1 of the CSMMI Constitution as appended in Schedule 'A'.
- e) **Secretary of the CSMMI** - as described in Article III, Section 1 of the CSMMI Constitution as appended in Schedule 'A'.
- f) **Treasurer** - as described in Article III, Section 1 of the CSMMI Constitution as appended in Schedule 'A'.
- g) **Membership Secretary** - as described in Article III, Section 1 of the CSMMI Constitution as appended in Schedule 'A'. May support the treasurer by

receiving payments for dues, table rentals, advertising, show admissions, Annual Show registrations, sale of products, and any other such revenue generating sources, and deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, as directed by the Board.

Responsible for general announcements to the members, via regular mail and electronic mail, and distribution of printed communications, including the Journal magazine, newsletters, if any, and mailings related to the Annual Show and Annual Meeting.

- h) **Journal Editor** - as described in Article III, Section 1 of the CSMMI Constitution as appended in Schedule 'A'.
- i) **Member at Large** - as described in Article III, Section 2 of the CSMMI Constitution as appended in Schedule 'A'.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles, Constitution and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation 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 Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation in accordance with the Constitution or by resolution of the Board. A registry of all members (in all membership categories) shall be maintained by the membership secretary.

8.02 Membership

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 the 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.
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.
3. Members are required to conduct themselves in a manner that will bring credit to the Canadian Society of Military Medals & 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.
4. A breach of the Society's Code of Conduct, regulations or rules may result in sanctions. The Board shall be empowered to act on complaints involving member behaviour. The Board reserves the right to sanction, revoke and/or remove said membership. The Board shall give reasons for such a resolution consistent with the steps outlined in the Society's By-laws.

5. A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Constitution or the Act.

8.03 Member in Good Standing

Only Members in Good Standing shall be members of the Corporation. To remain a member in good standing, members shall pay the annual dues within 30 days of the start of the calendar year (unless exempt as per Section 8.04), and abide by the rules and regulations set forth by the Corporation, including those set forth in the Constitution.

8.04 Membership Categories

The membership categories shall be as follows:

1. Member
A regular Member shall be 18 years old or over and be a member in good standing. A Member has the right to vote at Members' Meetings, is entitled to serve on the board, be an officer or member of a committee of the corporation.
2. Life Member
A Life Member is the same as a Member with all rights, except is exempt from paying annual dues.
3. Junior Member
A Junior Member is anyone under the age of 18 years old. A Junior Member is exempt from paying annual dues. The Junior Member does not have voting rights nor can they serve on the Board as a Director or Officer, or lead a committee. They can be a member of a committee under the lead of a member. A junior membership ends when the person becomes 18 years old and becomes a regular Member.
4. Honourary Member
An Honourary Member is acknowledged as a person who has furthered the purposes of the Society. An honorary member is exempt from paying annual dues and membership is continuous until terminated by the Board by a resolution. The honorary member does not have voting rights and cannot be a director or officer of the corporation.

5. Complimentary Member

A complimentary membership may be granted by the Board to an individual or an organisation for the purposes of exchanging information and sharing knowledge. A Complimentary Member is exempt from paying annual dues. Membership is continuous until terminated by the Board by a resolution. The Complimentary Member does not have voting rights and cannot be a director or officer of the corporation

8.05 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

8.06 Termination of Membership

The membership of any member can be deactivated or terminated as follows:

1. The membership of any member shall be automatically deactivated if such member fails to pay any fee within one hundred and eighty (180) days after it is due. Any member who has been deactivated pursuant to this section of this by-law shall be allowed to reapply for membership, or
2. The Board may, by a resolution passed by a two-thirds majority vote, terminate any membership for just cause. The Board shall give notice to the member of the proposed termination and shall allow the member sixty (60) days thereafter to request a hearing before the Board to give reasons why their membership should not be terminated. If no request for a hearing is received by the Board, or if the Board, in its sole discretion, determines that the member's reasons given at a hearing are inadequate, the Board shall terminate the membership and shall not be obliged to provide any reasons for such termination. The membership of any director of this Corporation shall not be terminated unless such director has first been removed as a director of the Corporation pursuant to Section 2.04 of this By-law.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting (also referred to as Annual General Meeting or AGM) shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

Subject to the provisions of the articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

9.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is ten percent (10%) of the Members entitled to vote at the meeting, as represented in person or by official signed proxy form. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Proxies

At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed on the instrument appointing such proxy, the same voting rights that the member appointing him or her would be entitled to exercise if present at the meeting and as defined in the *Act*.

9.06 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.07 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.08 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.09 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.10 Rules of Order

The rules contained in Robert's Rules of Order shall govern meetings of the Society in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws of the Society.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

11.02 Repeal and Designation

The By-Laws of January 1, 1989 and By-Law No. 1, dated April 30, 1999, of the Canadian Society of Military Medals and Insignia are repealed.

This By-law is designated as By-Law 2024 of the by-laws of The Canadian Society of Military Medals and Insignia.

ENACTED BY THE DIRECTORS on the 17th day of September 2024.

President (Interim) & Chair: Mike McLean



Secretary: Bill Alexander



CONFIRMED BY THE MEMBERS [WITHOUT VARIATION]

on the 4th day of October 2024.

Schedule A

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.

1st Vice President: The 1st 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.

2nd Vice President: The 2nd 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 1st 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 1st Vice-President, Membership Secretary elected in alternating terms with the 2nd 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 1st of each year. The financial year for the CSMMI runs from January 1st to December 31st 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

(signed by the Board)

Bill Alexander