

T.S.C.A.A. Toronto Sea Cadet Alumni Association

CONSTITUTION

Article 1

ASSOCIATION NAME

- 1.1 The Association name will be the Toronto Sea Cadet Alumni Association.
- 1.2 The Association may also use the initials T.S.C.A.A. as its trade style and as part of its published name.

Article 2

MISSION STATEMENT

- 2.1 The Association will keep in touch, inform, entertain and support the naval community.

Article 3

HEAD OFFICE

- 3.1 The head office of the Association will be determined by the Board of Directors.

Article 4

BOARD OF DIRECTORS

4.1 The Board of Directors is the governing body of the Association. It may consist of up to seventeen Directors from which an Executive Committee of four will be elected as follows:

- (a) The President
- (b) The Vice President
- (c) The Treasurer
- (d) The Secretary

A fifth member will be the Immediate Past President or as directed in Article 4.3

4.2 The President, Vice President, Treasurer, Secretary and Immediate Past President will form the Executive Committee.

4.3 Initially, until there is an Immediate Past President, or if a Past President is unwilling or unable to serve, a fifth member of the Executive Committee, to be called a Member-at-large, will be appointed by the Executive Committee from the remaining Board members.

4.4 The term of office for Executive Committee will be two years.

4.5 Bank signing officers of the Association's bank account will be the Treasurer and or the President and at least one other Director of the Executive Committee.

4.6 In the event that a member of the Executive Committee is unable or unwilling to continue to act, the remaining Executive Committee may select a replacement from the Board.

Article 5

DUTIES OF EXECUTIVE COMMITTEE

5.1 DUTIES AND RESPONSIBILITIES OF PRESIDENT:

- (a) Plans, organizes, controls, motivates and coordinates the activities of the Toronto Sea Cadet Alumni Association.
- (b) Chairs the Executive Committee, Board and General Meetings and ensures that such meetings are conducted in accordance with "*Robert's Rules of Order*" and the Articles of the TSCAA Constitution.
- (c) The President shall not vote except when there is an impasse and will cast a deciding vote to break the impasse.
- (d) Reports to the Executive Committee on issues and membership concerns arising from the business of the Association.
- (e) Communicates proposed amendments to the Constitution as recommended by sixty percent vote of the Executive Committee to the Board of Directors for approval and communicates such changes, rulings, findings, policies of the Board to the General Membership.
- (f) Reports to the Association's Board of Directors at its Quarterly meetings and to the General Membership at its Annual General Meeting.
- (g) Will be an Ex-officio member of all standing committees and sub-committees with voice only.

5.2 DUTIES AND RESPONSIBILITIES OF VICE-PRESIDENT:

- (a) Assists the President in conducting the business of the TSCAA and its meetings as outlined in Articles 5.1, (a), (b) and (c).
- (b) Assumes the duties and responsibilities of the President when and if the President is unable to attend or is unable to carry out such duties and responsibilities as prescribed in Article 5.1.
- (c) Conducts the business of the Executive Committee meetings in accordance to the rules prescribed in Article 5.1 (b).

5.3 DUTIES AND RESPONSIBILITIES OF TREASURER:

- (a) Under the direction of the President and Executive Committee, organizes and records the expenses and revenue of the Association and keeps accurate and complete financial records.
- (b) Reconciles the Association's bank statements.
- (c) Prepares reports of the financial status of the Association for presentation to the Board of Directors at its quarterly meetings or as so requested.
- (d) Collects all authorized expense invoices and other expense receipts and files appropriately.
- (e) Prepares the year end *Income & Expense* financial statement in accordance with Article 8.1 and reports at the Annual General Meeting.
- (h) Reports to the Executive Committee.

5.4 DUTIES AND RESPONSIBILITIES OF SECRETARY:

- (a) Records the minutes of all Executive Committee, Board and General Meetings.
- (b) Prepares minutes of the meetings for publication and/or distribution to the Executive Committee and its Board.
- (c) Maintains the past Minutes of Executive and Board meetings.
- (d) Ensures that all meetings, motions and rulings resulting from such meetings are in accordance to Roberts Rules of Order and the Constitution of TSCAA.
- (e) Shall have a hard-copy of the most recently approved Constitution of the TSCAA at all meetings.
- (f) Shall notify each member of the Executive Committee and Board of upcoming meetings.

- (g) Records attendance at the respective Executive Committee or Board meeting.
- (h) Safeguards the storage of all T.S.C.A.A documents.
- (i) Reports to the Executive Committee.

5.5 DUTIES AND RESPONSIBILITIES OF PAST PRESIDENT OR DESIGNATE:

- (a) Advises and assists the President, Executive Committee and Board on business and membership matters.
- (b) Has voice and vote at all Executive Committee meetings.
- (c) Acts as chair of the Nominating Committee.
- (d) Reports to the President and Executive Committee.

Article 6

AFFILIATIONS

- 6.1 The Association will maintain an affiliation with the Naval Club of Toronto.
- 6.2 The Association may enter into other corporate or association affiliations that the Executive Committee consider would benefit the Association and its members.

Article 7

CREST AND EMBLEM

- 7.1 The official and approved crest of the Association will be as attached hereto.

Article 8

FINANCIAL YEAR

- 8.1 Financial reporting year for the Association will be from January 1 to December 31.
- 8.2 The Treasurer of the Association will prepare a year-end statement of Income and Expenses for the Association within 60 days of the end of the financial year.

Article 9

MEMBERSHIP

- 9.1 Membership in the Association is open to former Sea Cadets, Wrenettes, Sea Rangers and the officers of the original Toronto Corps, their successors and any individuals interested in Sea Cadet affairs.
- 9.2 The membership year for the TSCAA will be January 1 to December 31.
- 9.3 Membership dues for full membership in the TSCAA will be \$10.00 (ten dollars) per year, or as approved by the Board of Directors.
- 9.4 The dues renewal period will be November for the following membership year.
- 9.5 Membership renewal dues for the year must be received by January 1.
- 9.6 A Life Membership may be purchased for a one-time fee of \$150.00 (one-hundred and fifty dollars).

Article 10

MEETINGS

- 10.1 On or about the first Saturday of October the Association will hold an Annual General Meeting for all members, at which time committees will report and financial reports will be presented, followed by elections.
- 10.2 The Board of Directors will meet a minimum of four times per year to plan and execute the business of the Association.
- 10.3 The Executive Committee may meet at anytime to conduct the management of the Association.
- 10.4 The President will act as Chair of all Board meetings. If he/she is unable to chair then the Vice-President shall chair the Board meeting.
- 10.5 The **quorum** for an Executive Committee or Board meeting shall be sixty percent of those eligible to attend.
- 10.6 The Board may hold social meetings or events for the general membership.

Article 11

ELECTIONS

- 11.1 At the Annual General Meeting the Immediate Past President, if not running for office or the designate as per Article 4.3, will act as Chair of the Nominating and Elections Committee.
- 11.2 The Elections Committee will direct the elections and, if needed, will seek assistance from the General Membership.
- 11.3 The Chair will present a list of nominees for the election of the Board of Directors for the next term. The Chair will ask three times of the assembly for any further nominations. After all nominations have been acquired the list of nominees will be read from the top to the bottom, and then from the bottom to the top at which time each nominee will state his or her intent to stand or decline. Nominees not in attendance must have submitted a letter of intent to stand to the Chair of the Nominating Committee.
- 11.4 Each attendee at the General Meeting in good standing will be entitled to one vote. There will be no proxy votes. Should there be seventeen nominees or fewer who have stated their intent to stand for nomination either in person or by written letter submitted to the Nominating Chair, the Chair shall declare the nominees elected by acclamation.

Article 12

ELECTION OF EXECUTIVE COMMITTEE:

- 12.1 The Chair of the Nominating Committee will seek nominations for four Executive Committee positions as describe in Article 4.0 from amongst the elected Board Members. If each of the Executive Committee positions has a member nominated and is uncontested then the Chair of the Nominating Committee shall declare those members elected.
- 12.2 If there are nominations from the floor for any of the positions on the Executive Committee an election will be held as described above in Article 11.

Article 13

PRIVACY ACT POLICY

- 13.1 The TSCAA will not share the membership mailing address, telephone number or e-mail address without the expressed consent of the member.

Article 14

STANDING COMMITTEES

- 14.1 **Newsletter Committee:** The TSCAA will maintain a Newsletter Committee comprised of not less than two (2) members to prepare and distribute a

newsletter to members in-good-standing; a minimum of two newsletter editions per year.

- 14.2 **Colour Party Committee:** the colour party committee shall maintain a list of volunteer members willing to participate in a Standing Colour Party of up to twelve (12) members.
- 14.3 **Awards/NOAC Awards Committee:** shall be comprised of a minimum of three (3) members of the Board who will promote the Naval Officers Association Canada, Toronto Branch (NOAC) scholarship throughout the thirteen identified GTA Sea Cadet Corps and will select from amongst cadet nominees submitted by their corps a finalist for the Naval Officers Association Canada, Toronto Branch (NOAC) scholarship.
- 14.4 **History Committee:** The TSCAA will maintain a History Committee comprised of not less than two (2) members.
- 14.5 Such committees may be established by the Board as required from time to time.
- 14.6 Each committee will be headed by a Chair that will serve as the committee leader and coordinator. This Chair will be elected from amongst the committee's members.
- 14.7 **Reports from Standing Committee(s)- Committee(s) to Board:** The Chair of each standing committee or committee will report or provide a written report to each quarterly Board meeting on the activities and progress. All reports will be in writing and where possible available electronically.

Article 15

AMENDMENTS

- 15.1 The Board may amend the Constitution with a two-thirds majority (2/3 majority), such changes are subject to ratification by the General Membership at the Annual General Meeting or at a Special Meeting called by the Board.
- 15.2 Any proposed amendment from the General Membership shall be received by the Board forty-five (45) days prior to the Annual General Meeting. Such amendments will be presented at the said Annual General Meeting. Said amendments will be circulated with the Notice of the Annual General Meeting.
- 15.3 This is the Constitution of the Toronto Sea Cadet Alumni Association as approved by the Board of Directors on September 21, 2008. It will remain in effect until amended from time to time at an Annual General Meeting.

ARTICLE 16

DISSOLUTION

- 16.1 Upon dissolution of the Toronto Sea Cadet Alumni Association, and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of as directed by the Board.

This Constitution

Was presented by the Board of Directors and adopted by the General Membership at the

Annual General Meeting of the

Toronto Sea Cadet Alumni Association

On this 1st day of November, 2008.

Garry Thomson

President

William J. Harford

Secretary