OMMC Governing Documents

Introduction

 OMMC was founded in 1967, with the encouragement of the Canadian War Museum, to provide a “meeting and learning place” for the staff of the military museums residing in Canadian Armed Forces (CAF) from coast to coast in Canada. Training sessions were conducted annually at military installations across Canada. The Department of National Defence provided support in the organization of the course, some funding, access to military quarters and dining facilities and some access to the CAF Service Air flights which then crossed Canada regularly between Shearwater Nova Scotia and Comox, BC, stopping at several places *en route*. By end of the 1980s, there was sufficient concern in the federal government about the condition of these military museums’ collections that the Department of Communications, as it then was, organized in June 1990, in conjunction with the Department of National Defence and the Department of Veterans’ Affairs, as it then was, The Task Force on Military Museum Collections in Canada. The Task Force reported to the Ministers of the supporting Departments in January 1991. The Task Force Report is available on the Publications page of the OMMC web-site. One recommendation of the Report was that OMMC become incorporated so as to provide a structured organization more likely to successfully attract grants and donations which would aid in its mission accomplishment.

Incorporation 1

 OMMC applied to the Minister of Consumer and Corporate Affairs in the summer of 1992 for a grant of Letters Patent under the *Canada Corporations Act, Part II*, which was then the legislation governing federally chartered not-for-profit corporations. The application was successful and the OMMC was incorporated effective 20 July 1992. Once the organization was established and operating, the Board of Directors applied to the Minister of National Revenue for registration as a charity in Canada. The application was approved in 1993, effective 1 January of that year, and OMMC could then not only receive donations but, in turn, could issue receipts for income tax purposes. OMMC subsequently also became a registered charity under the regulations of Revenu Québec. The original Letters Patent were amended in 2013 by Supplementary Letters Patent to change the province of location of the head office of OMMC from Ontario to British Columbia.

Incorporation 2

 In 2009, Parliament passed the *Canada Not for profit Corporations Act* (*CNCA*) to replace the *Canada Corporations Act, Part II.* The *CNCA* was declared in force in October 2011 when the *CNCA Regulations* were passed by the Governor in Council. All federally chartered not-for-profit corporations were then put on notice to provide Articles of Continuance, preferably with re-structured By-laws attached, to the Minister of Industry before 17 October 2014 or face dissolution. The OMMC Directors prepared draft Articles and new By-laws, consulted about them across the entire membership, took advice and suggestions from like organizations experiencing the same process and presented final editions of the documents to the Annual General Meeting at Kingston in June 2014. The AGM approved the proposed Articles and Bylaws. The OMMC application to carry on as a federal not-for-profit corporation was approved by Industry Canada which issued its Certificate of Continuance effective 24 June 2014. OMMC promptly re-registered itself with the Canada Revenue Agency as being a charitable organization under the *CNCA* governance rules and did likewise with Revenu Quebec.

Articles of Incorporation, 2014

 The Certificate of Continuance together with the Articles of Continuance constitute the Articles of Incorporation for the OMMC. Here is the Certificate of Continuance:

 (paste the certificate here)

The Articles of Continuance, extracted from the application form, are as follow:

1. Current name of the corporation:

 The Organization of Military Museums of Canada, Inc./L’Organization des musées militaires du Canada, inc.

2. If a change of name is requested, indicate proposed corporate name:

 N/A

3. Corporation number:

 283294-1

4. The province or territory in Canada where the registered office is situated:

 British Columbia

5. Minimum and maximum number of directors:

 Minimum number 9 Maximum number 11

6. Statement of the purposes of the corporation:

 - To preserve the military heritage of Canada by encouraging the establishment and operation of military museums;

 - To educate military museum staff members through lectures, discussions, visits, publications and exhibits; and

 - To cooperate with other public and private bodies devoted to the same or similar purposes.

7. Restrictions on the activities that the corporation may carry on, if any:

 None

8. The classes, or regional or other groups, of members that the corporation is authorized to establish:

 The Corporation is authorized to establish one class of members. Each member who is not suspended shall be entitled to receive notice of, to attend and be heard, and to vote at, all meetings of the members of the Corporation.

9. Statement regarding the distribution of property remaining on liquidation:

 Any property remaining on liquidation of the Corporation, after discharge of all liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248 (1) of the Income Tax Act, Canada.

10. Additional provisions, if any:

 - The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in furtherance of its purposes.

 - Directors shall serve without remuneration, and no director shall, directly or indirectly, receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

The By-laws, 2014

**Part I - General**

1.1 – Definitions:

 a. “Act” means the *Canada Not-for-profit Corporations Act,* S.C. 2009, c.23, (CNCA) as may be amended from time to time;

 b. “Articles” means the OMMC Articles of Continuance filed with Corporations Canada pursuant to the *Act*, and as may be amended from time to time;

 c. “Board” means the Board of Directors, the directors of OMMC acting together;

 d. “CAF” means the Canadian Armed Forces and includes both the Regular Force and the Reserve Force;

 e. “Corporation” means the OMMC;

 f. “Director of Corporations” means the officer of the Government of Canada appointed by the Minister to do all things prescribed in the *Act* as responsibilities of the Director;

 g. “Executive Committee” means the officers of OMMC acting together to exercise such authority as has been delegated to the Committee by the Board of Directors;

 h. “Minister” means the member of the Queen’s Privy Council for Canada appointed by the Governor-General in Council to be responsible for the *Act*. The Minister of Industry, Canada, has been so appointed;

 i. “Officer” means the directors of OMMC who are appointed to the offices of President, Vice President, Secretary and Treasurer;

 j “OMMC” means the not-for-profit association of Canadian military museums and related organizations founded in 1967, incorporated under Letters Patent issued 20 July 1992 pursuant to the *Canada Corporations Act, Part II*, as amended by Supplementary Letters Patent dated 26 July 2013, and continued as a not-for-profit corporation under the *Act*;

 k. “Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

 l. “Regulations” means the *Canada Not-for-profit Corporations Regulations* made by the Governor-General in Council under the authority of the *Act* on 6 October 2011, as may be amended from time to time. The *Regulations* and the *Act* came into force on 17 October 2011;

 m. “Soliciting Corporation” means a not-for-profit corporation which receives more than $10,000 in any year from sources outside the membership of the corporation, as defined in the *Act*. The OMMC is a soliciting corporation; and

 n. “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.2 - Interpretation

In these by-laws and in all other OMMC By-laws hereafter passed, unless the context otherwise requires, the singular shall include the plural and the plural the singular. Both the French and English versions of the By-laws are official. The President has authority to interpret the By-laws if necessary and his or her decision will stand unless over-ruled by a simple majority of the Members at a general meeting or by a majority of the directors present at a meeting of directors.

1.3 - Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board of Directors. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

1.4 - Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any officer of OMMC may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.5 - Financial Year End

The financial year end of the Corporation shall be the 31st day of December.

1.6 - Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union or other firm or corporation carrying on a banking business in Canada as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.7 - Annual Financial Statements

The Corporation shall provide copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the *Act* to the Members and to the Director of Corporations not later than the date on which the notice of the Annual Meeting of Members is issued. Delivery to Members will normally be made by electronic means. Delivery will be made by postal means to Members who do not receive documents electronically.

**Part II - Membership**

2.1 – Conditions of Membership

Subject to the Articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals and certain organizations interested in furthering the purposes of the Corporation and who have applied for and been accepted into membership in the Corporation by resolution of the Board. Each member shall be entitled to receive notice of, to attend and to vote at all meetings of the Members of the Corporation. The class consists of four groups of Members:

 a. Individual Members Group. Individual members are persons who have expressed interest in the objects of the corporation, have applied for membership and have provided all necessary information, have been accepted by the Board for membership and have paid the annual membership fee. Except when suspended from membership, each individual member may vote at a meeting of members;

 b. Institutional Members Group. Institutional members are museums or museum-related organizations mostly, but not always, outside the Department of National Defence, Canada, which have a definite interest in the purposes of the Corporation, have a recognizable and organized collection of military artifacts on display, are open to the public at least part of one day per week or more frequently as their capabilities permit, have applied for membership and have provided all necessary information, have been accepted by the Board for membership and have paid the annual membership fee. Except when suspended from membership, each institutional member may have one voting representative at a meeting of members;

 c. Life Members Group. Life members are persons who have contributed greatly to OMMC as individual members, as representatives of institutional members or CAF Museums, or in other capacities, since the organization was founded in 1967, and whom the Corporation chooses to honour by awarding them life membership. The award of life membership is determined by the Board in its sole discretion and approved by resolution. Life members do not pay a membership fee. Except when suspended from membership, each life member may vote at a meeting of members; and

 d. Canadian Armed Forces (CAF) Museum Members Group. Museums which are owned by the Department of National Defence, Canada, are operated under the direction of the Canadian Armed Forces and have been accredited as a military museum by the Director of History and Heritage at National Defence Headquarters, Ottawa, are known as CAF Museum members. The membership fees for CAF museum members are paid by the Director of History and Heritage. CAF museums operate in military premises. Each CAF Museum member may have one voting representative at a meeting of members.

The Board is under no obligation to accept an application for membership as an individual member or as an institutional member. Approval of such applications is at the sole discretion of the Board.

This By-law may only be changed by passage of a special resolution to that effect at a meeting of Members.

2.2 - Applications for Membership and Renewal of Membership

The Board of Directors will establish rules and procedures for application for membership in OMMC by persons wishing to become individual members or who wish to open an institutional membership, and for renewal of individual and institutional memberships. Life membership is only awarded by the Board. A CAF Museum automatically becomes a member of OMMC when it is accorded accredited status.

2.3 – Membership Management Responsibility and Register of Members

The Secretary is the membership manager for OMMC. The Secretary maintains the register of members required by Section 21 of the *Act*. Any member who desires to access the register of members shall make himself or herself familiar with Section 21 and Section 23 of the *Act* and shall then consult with the Secretary. Access to the register will only occur at the head office of the Corporation. The member requesting access to the register is responsible for payment of all costs related to the access, including, but not limited to, all expenses for transportation and accommodation.

2.4 - Membership Transferability

Membership in OMMC is not transferrable. Members wishing to change their type of membership are to consult the Secretary. This By-law may only be changed by passage of a special resolution to that effect at a meeting of Members.

2.5 – Membership Fees

Membership fees shall be set annually by the Board of Directors by resolution. The fees may differ among the groups of Members, but this difference shall have no effect on the rights of any Member to receive the documents sent to Members and to attend, speak and vote at any meeting of Members and to do any such other thing as is permitted to Members by the *Act*.

2.6 – Termination of Membership

A membership in the OMMC is terminated when:

 a. An individual or life member dies, or, in the case of an institutional member, the institution is closed; or

 b. An individual member, an institutional member or a life member resigns by delivering a written notice of resignation to the Secretary. The resignation shall be effective on the date specified in the resignation. If there is no date specified in the notice, the resignation will be deemed to be effective from the date the notice is received by the Secretary; or

 c. An individual member, an institutional member or a life member is expelled in accordance with By-law 2.7; or

 d. The term of membership for an individual member or an institutional member expires without being renewed; or

 e. A CAF Museum is closed; or

 f. OMMC is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.7 - Discipline of Members

The Board shall have authority, in its sole discretion, to suspend or expel any individual or life Member, a representative of an institutional Member or a representative of a CAF Museum Member from the Corporation on any one or more of the following grounds:

 a. Violation of any provision of the Articles, By-laws or written policies of the Corporation in such a manner as to bring discredit to OMMC;

 b. Carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion; or

 c. For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that an individual, institutional or life Member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide thirty (30) days’ notice of suspension or expulsion to the Member in writing and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received, within such thirty (30) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this By-law, the Board will consider such submissions in arriving at a final decision and the President shall notify the Member concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The decision of the Board shall be final and binding on the Member, without any further right of appeal. The Board will advise the OMMC membership of all suspensions and expulsions.

If the Board determines that a representative of a CAF Museum would be suspended or expelled if he or she was an individual, institutional or life member, the Board will provide the Commanding Officer of the CAF unit operating that Museum with its reasons for that determination.

On completion of a period of suspension, the suspended person resumes the OMMC membership status he or she had before the suspension was imposed.

2.8 – Reinstatement of Membership

A former Member may apply for reinstatement. The application will be considered by the Board of Directors at its next meeting. Acceptance or rejection of the application is at the sole discretion of the Board of Directors.

**Part III – Meetings of Members**

3.1 - Annual Meeting of Members:

 a. The Annual Meeting of Members of OMMC shall be held between 2 January and 30 June each year at such time and place as designated by the Board of Directors; and

 b. The President will chair the Annual Meeting of Members. In the event of the President’s absence, disability, or refusal to act, the Vice President will assume the duties of the President for the meeting. Should the Vice President be absent, disabled, or refuse to act, the Secretary shall assume the chair for the meeting.

3.2 - Special General Meetings of Members:

 a. Special general meetings of the Members of OMMC may be held on the call of the Board of Directors at such times and places as it designates;

 b. The President shall call a special general meeting on the written request of at least five percent (5%) of the voting Members within sixty days after the receipt of such a request at his office or at the Head Office of the Corporation. The request will state the business to be transacted at the meeting and shall be sent to each Director and to OMMC Head Office; and

 c. The business to be transacted at the special general meeting shall be stated in the notice of meeting, and no other business may be considered at such a meeting.

3.3 – Notice of Meetings

Notice of the time and place of an Annual Meeting of Members shall be given to each Member entitled to vote at the meeting at least 30 days and no more than 60 days before the day on which the meeting is to be held. Delivery will normally be made by electronic means. Delivery will be made by postal means to members who do not receive documents electronically. The Notice will also be issued to the public accountant of OMMC and the head of the military museums staff of the Directorate of History and Heritage, National Defence Headquarters, Ottawa. The means of delivery of notice of the meetings of Members shall not be changed except by a special resolution at a meeting of Members.

3.4 - Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of Members (annual or special) shall be those Members or the representatives of Members entitled to vote at the meeting (entitled to vote means that their membership is valid), the directors, the public accountant of OMMC and such other persons who are entitled or required under any provision of the *Act* or *Regulations*, or the Articles or these By-laws, to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the Members.

3.5 - Quorum

At any Annual or Special Meeting of Members, 10 percent (10%) of the Members entitled to vote at the meeting, as verified by the Secretary at the start of the meeting, shall constitute a quorum. If a quorum is present at the opening of a meeting of members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.6 – Participation by Electronic Means at Meetings of Members (Annual or Special)

Participation at meetings of Members of OMMC shall not be by telephonic or electronic communication means.

3.7 – Proxy Voting

 a. Any Member entitled to vote may be represented by proxy at Annual or Special Meetings of Members by another Member, provided that such assignment of proxy shall be in writing on the form provided by the Secretary. The OMMC proxy form will be attached to the Notice of Meeting;

 b. The proxy form must be signed by the voting Member giving the proxy and by the Member holding the proxy. The proxy assignment will be valid only for the meeting for which it was specifically given or for any adjournment of that meeting;

 c. Notices of assignment of proxy(s) held must be filed with the Secretary by fax, by postal mail or by a portable document format (.pdf) attachment to an electronic message to be received at the head office of OMMC no later than seven (7) days before the day on which the meeting is to be held;

 d. A holder of a proxy assignment must show the form at the registration desk for the Annual Meeting of Members to receive the voting card for the issuer of the proxy; and

 e. Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a successful special resolution of the Members at a general meeting is required to make any change to this Bylaw.

3.8 – Voting at Meetings of Members

Members of OMMC whose membership is valid have the right to vote at meetings of Members. Unless otherwise specifically provided, a majority of Members present in person or represented by proxy shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting. Voting at meetings of Members shall be by voting card. In the event of an equality of votes on any item requiring a vote, the chair of the meeting shall have a second or casting vote.

**Part IV - Directors**

4.1 – Composition of the Board of Directors

The Board of Directors shall comprise not less than nine and not more than eleven Members of OMMC who are elected as directors at an Annual Meeting of Members. The elections of directors will be staggered to provide continuity on the Board. The number of directors shall not be changed except by passage by the Members of a special resolution to that effect at a general meeting of Members.

4.2 - Duties and Responsibilities of the Board of Directors

The affairs of OMMC shall be governed by a Board of Directors, which shall supervise, control and direct all OMMC activities except those matters which are reserved by the *Act* for decision by the Members at a general meeting. The Board of Directors may delegate to the Executive Committee or to any officer any or all powers, duties and authority of the Board of Directors which may lawfully be delegated. Any delegation of Board powers, duties or authority to the Executive Committee or to an officer shall be made by resolution, shall be confirmed in writing and shall be included in the appropriate OMMC policies. The Board of Directors may set policies consistent with the *Act* and *Regulations*, other *Acts* of the Parliament of Canada if applicable, the Articles and these Bylaws, as it sees fit, to guide OMMC activities. The policies will be available to all Members.

[For clarity with respect to the primary responsibilities of directors, the following is a quotation from the *Act*. This quotation is not a part of these By-laws.]

*“148.(1) Every director and officer of a corporation in exercising their powers and discharging their duties shall*

 *(a) act honestly and in good faith with a view to the best interests of the corporation; and*

 *(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.*

 *(2) Every director and officer of a corporation shall comply with*

 *(a) this Act and the regulations; and*

 *(b) the articles, the by-laws and any unanimous member agreement.*

 *(3) Every director of a corporation shall verify the lawfulness of the articles and the purpose of the corporation.*

 *(4) Subject to subsection 170(5), no provision in a contract, the articles, the by-laws or a resolution relieves a director or an officer from the duty to act in accordance with this Act or the regulations or relieves them from liability for a breach of this Act or the regulations.”*

4.3 - Term of Office:

 a. The Directors will take office at the termination of the Annual Meeting of Members at which they are elected; and

 b. Directors are elected for a three (3) year term and may serve no more than three (3) consecutive terms. Directors wishing to continue to serve within the overall period of service limit of nine years must stand for re-election when their individual terms expire. Directors in office for more than nine years when these By-laws become effective shall be expected to complete their current term.

4.4 – Vacancy Among the Directors

A vacancy among the directors-at-large will be filled by the Board of Directors by appointment from among the individual members, the life members and the representatives of the institutional and CAF Museum groups of Members of OMMC, unless fewer than six months separate the date of the vacancy and the date of the next Annual Meeting of Members, with the caveat that OMMC, as a soliciting corporation, must always have at least two directors in office who are not officers of the Corporation. A person so appointed as a director will hold office for the remainder of the unexpired term. The Board will make appointments under this By-law by resolution. The initial period of time in which an appointee holds office as a result of a vacancy (the unexpired term) shall be excluded from the nine (9) consecutive year director service limit. [See By-law 7.2 below regarding vacancies among the directors who are also officers of OMMC.]

4.5 – Causes of Vacancy among the Directors:

The position of a director shall be vacant:

 a. If the director resigns the office by delivering a written resignation to the President, Vice President or Secretary of OMMC. Delivery of the resignation may be made by personal delivery, by postal mail or by portable document format (.pdf) attachment to an electronic message. The resignation is effective on the date stated in the notice of resignation. If no specific effective date is stated in the notice, the resignation will be effective on the date the notice was signed; or

 b. If the director is or becomes ineligible to serve as a Board member in accordance with Section 126 of the *Act*; or

 c. If the director is removed from the position by passage of an ordinary resolution at a general meeting of Members, in accordance with Section 130 of the *Act*; or

 d. On the death of the director.

4.6 – Remuneration of Directors

Directors shall not be remunerated for performing their duties as directors. Directors will be reimbursed for reasonable expenses incurred while performing such duties at the rates and under the terms established in OMMC policies. Such rates and terms shall not exceed those prescribed by the Treasury Board, Canada, or its delegate, for the Public Service of Canada and the CAF – they may be less. Nothing in these By-laws shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation for that work or activity, except when a director is serving as a member of a committee established by the Board.

4.7 – Indemnification and Insurance:

 a. OMMC shall indemnify its present and former directors and officers from personal liability for acts done in honesty and good faith for the Corporation to the full extent permitted by the *Act;*

 b. OMMC shall purchase and maintain insurance for the benefit of any present or past director or officer or any other person acting on behalf of the Corporation against any liability incurred by such person:

 (1) in his or her capacity as a director, officer or agent of OMMC, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of OMMC; or

 (2) in his or her capacity as a director or officer of another body corporate where he or she acts or acted in that capacity at the request of OMMC, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the other body corporate.

4.8 – Register of Directors

The Secretary maintains the register of directors required by Section 21 of the *Act*. Any member who desires to access the register of directors shall make himself or herself familiar with Section 21 and Section 23 of the *Act* and shall then consult with the Secretary. Access to the register will only occur at the head office of the Corporation. The member requesting access to the register is responsible for payment of all costs related to the access, including, but not limited to, all expenses for transportation and accommodation.

**Part V – Meetings of Directors**

5.1 – Meetings of Directors and Notice of Meetings

 a. The Board of Directors shall meet following the OMMC Annual Meeting of Members to appoint the officers of OMMC for the period ending at the termination of the next Annual Meeting of Members;

 b. The Board of Directors shall meet at least three other times in each year between Annual Meetings of Members at such times and places as the President, who is the Chairperson of the Board, may designate. Notice of meetings shall be given at least 72 hours in advance of the scheduled start time for the meeting. This notice may be provided by a telephonic or an electronic means;

 c. It is standard OMMC procedure that directors may participate in a meeting of directors or of a committee of directors by a telephonic or an electronic means that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed to be present at the meeting.

5.2 - Special Meetings of the Directors

The President, or in a case of his or her absence, disability or refusal to act, the Vice President, shall call a special meeting of the Board of Directors at any time and place specified in a written demand by one-third of the directors in office. The business to be transacted at such a special meeting shall be stated in the notice of meeting and no other business may be considered at that meeting. In the absence, disability of refusal to act of the President and the Vice President, the Secretary will call the meeting;

5.3 – Quorum at a Meeting of Directors

At any meeting of the Board of Directors, a quorum shall consist of a simple majority of those entitled to be present and vote. Directors present who declare a conflict of interest on any item under consideration shall nonetheless be counted in determining a quorum.

5.4 - Voting at a Meeting of Directors

Only directors in attendance at any meeting of the Board of Directors may vote. In a case of an equality of votes, the President, or in his or her absence, the Vice President, shall have a second or casting vote. Voting by representation by proxy is not permitted at meetings of the directors.

5.5 – Director’s Conflict of Interest

A director who recognizes that he or she is in or will be in a conflict of interest with respect to any item on the agenda of a meeting of the Board shall declare that conflict at the start of the meeting and shall not participate in any aspect of the meeting when that matter is being dealt with.

**Part VI - Nominations and Elections for Directors**

6.1 - Appointment and Composition of Nominating Committee

The Board of Directors shall appoint a Nominating Committee consisting of at three Members, at least one of whom shall be a director, usually the Secretary, who will normally chair the Committee, and at least one of whom shall not be a director. The Committee member who is not a director shall be elected by the Members at the Annual Meeting of Members to serve for the following year. The Committee shall report to the Members at the Annual Meeting of Members.

6.2 - Duties of the Nominating Committee

The duties of the Nominating Committee are:

 a. To determine, in January or February each year, the number of directors in office whose terms are about to expire and who wish to continue in office, or who wish to retire as a director at the end of their current term or whose period of service must end after the next Annual Meeting of Members due to the overall director service limit;

 b. To issue the Notice of Elections to all Members by 01 March annually. The Notice will state the number of director positions to be filled by election at the next Annual Meeting of Members, will state which officer positions will become vacant at the end of the next Annual Meeting of Members, will include the nomination form with instructions for its completion and will state the date by which completed nominations are to be returned to the Secretary/Chair of the Committee. All nominations must be signed by the nominee and by two nominators;

 c. To review nominations received to ensure that all necessary information is provided and that the nominee and both nominators are:

 (1) individual members whose membership fee(s) for the current year is/are paid; or

 (2) representatives of institutional members for which the membership fee(s) for the current year has/have been paid; or

 (3) representatives of a CAF Museum for which the membership fee for the current year has been or will be paid by the Department of National Defence.

 d. To return nominations which do not meet requirements to the originators with appropriate explanation;

 e. To advise the Board of Directors if sufficient complete nominations are then in hand to ensure filling of all expected vacant director positions;

 f. To request authority from the Executive Committee to extend the period for nominations if an insufficient number of nominations are in hand;

 g. To include in the Notice of Meeting for the Annual Meeting of Members a list of the names of Members duly nominated to that time and state which of those Members has indicated interest in an OMMC officer position; and

 h. To present the report of the Nominating Committee to the Members at the Annual Meeting of Members.

6.3 – Nominations from the Floor

After the Nominating Committee has made its report, the officer conducting the elections will ask once for nominations from the floor. Any person being nominated from the floor must be present at the meeting, must have a valid membership in OMMC, must be nominated by two Members present who both have valid OMMC memberships, must not be disqualified for election as a director as provided in Section 126 of the Act and must agree to serve as a director if elected.

6.4 – Nominee Presentations

The officer conducting the elections will invite all nominees to make a short presentation regarding themselves to the assembled Members.

6.5 – Election by Acclamation

When the number of nominees is equal to or less than the number of vacancies among the directors, the officer conducting the elections will declare all nominees elected by acclamation.

6.6 – Election by Secret Ballot

When the number of nominees is greater than the number of vacancies among the directors, the officer conducting the elections will distribute ballots to all eligible voters and provide instruction on completing and folding the ballots. All ballots will be deposited, folded, in the ballot box which the officer conducting the elections shall have shown to the voters as being empty before distributing the ballots. The ballots shall be counted in the meeting room by three tellers previously selected for the purpose from among the Members, one of whom shall be the chief teller. When the count is complete, the chief teller shall hand the officer conducting the elections a form summarizing the total number of ballots found in the box, the number of spoiled ballots and the number of votes gained by each nominee. The nominees with the largest number of votes shall be declared elected by the President until all vacancies among the directors have been filled.

6.7 – Destruction of the Ballots

It shall be in order, when the election has been completed, for the meeting to pass an ordinary resolution authorizing destruction of the ballots and the summary sheet.

**Part VII - Officers**

7.1 - Appointment of Officers

The officers of OMMC are the President, the Vice President, the Secretary and the Treasurer. All officers of OMMC are directors of the Corporation. The Board of Directors shall appoint the officers at the meeting of the Board immediately following the Annual Meeting of Members. The Board will specify the duties of officers, replace officers as may be necessary during the time preceding the next Annual Meeting of Members and, subject to the Act, may delegate to officers the powers necessary to manage the affairs of OMMC. No Member shall hold more than one office in OMMC except that the Secretary may act as the Vice President if the latter position will be vacant for less than six months before the next Annual Meeting of Members, or if the President is temporarily absent from an Annual or Special Meeting of Members.

7.2 – Vacancy Among the Officers

A vacancy in the offices of President, Secretary or Treasurer will be filled by the Board of Directors without delay by appointment from among the directors then in office. A vacancy in the office of Vice President will be filled by the Board of Directors promptly by appointment from among the directors in office unless fewer than six months separate the date of the vacancy and the date of the next Annual Meeting of Members. The Secretary shall act as the Vice President during any such period of vacancy of that office.

7.3 - Causes of Vacancy among the Officers:

The position of an officer shall be vacant:

 a. If the officer resigns the position by delivering a written resignation to the President, Vice President or Secretary of OMMC. Delivery of the resignation may be made by personal delivery, by postal mail or by portable format document (.pdf) attachment to an electronic message. The resignation is effective on the date stated in the notice of resignation. If no date is stated in the notice, the resignation will be effective on the date of receipt of the notice by the President, the Vice President or the Secretary, as the case may be. A resignation as an officer does not automatically mean that the Member has resigned as a director; or

 b. If the officer becomes disqualified to serve as a director as provided by Section 126 of the *Act*; or

 c. If the officer is removed from the position by the Board of Directors by resolution; or

 d. If the officer is removed as a director by an ordinary resolution of the Members at a general meeting of Members, in accordance with Section 130 of the *Act*; or

 e. On the death of the officer.

7.4 - Duties of Officers

The duties of officers shall be specified by the Board of Directors in writing, included in the appropriate OMMC policies and amended by the Board as required. Any officer recognizing that some aspect of his duties may place him or her in a conflict of interest will report the circumstances to the President at once.

7.5 - Term of Office

The officers shall remain in office for one year or until their successors shall be elected or appointed. An officer may be re-appointed to any officer position.

7.6 – Register of Officers

The Secretary maintains the register of officers required by Section 21 of the *Act*. Any member who desires to access the register of officers shall make himself or herself familiar with Section 21 and Section 23 of the *Act* and shall then consult with the Secretary. Access to the register will only occur at the head office of the Corporation. The member requesting access to the register is responsible for payment of all costs related to the access, including, but not limited to, all expenses for transportation and accommodation.

**Part VIII - Committees**

The Board of Directors may establish such committees as it deems necessary. Each Committee will include at least one Director, may include Members who are not directors and may, if authorized by the Board, include persons who are not Members. Members of committees shall receive no remuneration for work as a committee member, but will be reimbursed reasonable expenses at the rates and under the terms of the relevant OMMC policies. Quorum at meetings of a committee shall be a simple majority of committee members present at the meeting. Voting by proxy shall not be permitted at meetings of committees.

**Part IX – OMMC as a Registered Charity in Canada**

9.1 – Responsibility to Maintain Registered Charity Status

The directors shall maintain the status of the Corporation as a registered charity in accordance with the provisions of the *Income Tax Act* – *Canada* and the regulations of the Canada Revenue Agency (CRA).

9.2 - Donations

As a registered charity, the Corporation may receive directly donations in kind or in cash. Donations in kind may include gifts of investment instruments. The directors, at their sole discretion, shall have the management of such investments, maintaining them in such form, including converting the instruments to cash, as may be most expedient to further the purposes of OMMC. Donations in kind of other than a financial nature shall be managed by the directors as they deem fit, including conversion of the value to cash.

9.3 – Receipts for Donations

The Corporation will issue receipts for income tax purposes for all donations received which are greater in cash value than a threshold value to be set by the directors by resolution. Receipts for income tax purposes for donations will be in the form prescribed by the CRA and will be issued in accordance with CRA regulations. When applicable, the receipts will also meet the requirements of Revenu Québec.

**Part X - Borrowing Powers**

The Board of Directors may, without specific authorization of the Members:

 a. Borrow money on the credit of OMMC; and

 b. Give a financial guarantee on behalf of OMMC.

**Part XI – Public Accountant**

A public accountant shall be appointed each year at the Annual Meeting of Members of the OMMC as required by the *Act* for a not-for-profit corporation which is a soliciting corporation. The public accountant will be asked to produce by 30 April each year the annual audited financial statements of the Corporation and to provide an opinion on the financial state of the Corporation as at the end of the financial year which ended on the previous 31st of December. The public accountant is entitled to notice of the Annual Meeting of Members and is entitled to be present at that Meeting. The public accountant will be provided with a copy of the Articles and these Bylaws and any amendments thereto, as well as copies of all OMMC policies, the Minutes of the Annual Meeting of Members and the Minutes of the meetings of the Board. If the Public Accountant resigns during the year of appointment, the Board will appoint a replacement Public Accountant who will serve until the next Annual Meeting of Members. The Board will advise the Members of any change of Public Accountant.

**Part XII - Invalidity of any Provisions of these By-laws**

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

**Part XIII - Omissions and Errors**

The accidental omission to give any notice to any Member, director, officer, member of a committee of the Board of Directors or the public accountant, or the non-receipt of any notice by any such person where OMMC has issued that notice in accordance with the By-laws using the means of communication normally effective for giving such notice, or any error in any such notice not affecting its substance, shall not invalidate any action taken at the meeting to which the notice pertained or which was otherwise founded on such notice.

**Part XIV – Proposals By Members**

The Act, Section 163, provides that any Member entitled to vote at a meeting of Members may submit a proposal on any matter with respect to the Corporation which may be dealt with at a meeting of Members. Any Member wishing to make a proposal for consideration at the next general meeting of Members shall consult with the Secretary in the period 90 to 150 days prior to the first anniversary of the most recent Annual Meeting of Members.

**Part XV – The Articles, Changes Thereto and Effective Date of the Changes**

The Articles of the Corporation may only be changed by special resolution passed at a general meeting of Members. The details of the special resolution shall be stated in the Notice of Meeting calling the general meeting. A Member entitled to vote at a general meeting of Members may, as provided at Section 198 of the Act, submit a proposal to amend the Articles or on any other item which is listed in the Act, Section 197 (1), “Fundamental Changes”. A Member wishing to submit a proposal to amend the Articles or to propose another fundamental change shall consult with the Secretary as provided at Part XIV of these Bylaws. A change to the Articles, if approved by a special resolution at a general meeting of Members, will be presented to the Director of Corporations. The Director will issue a Certificate of Amendment. The date of the Certificate of Amendment is the effective date of the change to the Articles.

**Part XVI – The By-laws, Changes Thereto and Effective Date of the Changes**

16.1 Subject to the Articles, the Board of Directors may, by resolution, make a new By-law or amend or repeal any of these By-laws that regulate the activities or affairs of OMMC, except those By-laws which can only be changed by passage of a special resolution at a general meeting of Members. The Board will promptly advise all Members of any new By-law, By-law amendment or repeal of a By-law by the established means of communicating with each Member.

16.2 Any such new By-law, By-law amendment or repeal of a By-law shall be effective from the date of the resolution of directors until the next Meeting of Members where the new Bylaw, By-law amendment or repeal of a By-law may be confirmed, rejected or amended by the Members by ordinary resolution.

16.3 If the new By-law, By-law amendment or repeal of a By-law is accepted by the assembled Members without change, it will be confirmed to have been in effect from the date it was made, amended or repealed by the directors.

16.4 If the new By-law, By-law amendment or repeal of a By-law is not accepted by the assembled Members, that action by the Board is cancelled.

16.5 If the new By-law, By-law amendment or repeal of a By-law is amended by the assembled Members, it will be confirmed in the amended form as being in effect from the date of that meeting of Members.

16.6 The new By-law, By-law amendment or repeal of a By-law will cease to have any effect if it is not submitted to the Members at the next Meeting of Members after it was made, changed or repealed by the Board.

16.7 The *Act*, Section 153(6), provides that any member entitled to vote at a general meeting of Members may, as provided by the *Act*, Section 163, submit a proposal to make, amend or repeal a By-law. A member wishing to make such a proposal shall consult with the Secretary as provided at Part XIV of these By-laws.

16.8 The Corporation shall provide a copy of any new By-law, amended By-law or repealed By-law to the Director of Corporations within six months after the approval of the Members of the proposed By-law change.

16.9 The Corporation shall provide a copy of any new By-law, amended By-law or repealed By-law to the Charities Directorate of the Canada Revenue Agency within six months after the approval of the Members of the proposed By-law change.

**Part XVII – The Act is Always Speaking**

The order of precedence of authority is the *Act*, the *Regulations*, the Articles and these By-laws. All provisions of the *Act* or the *Regulations,* even if not referenced in the Articles or in these By-laws, remain in full force and effect at all times.