



# 48<sup>th</sup> Highlanders

## Regimental Association Constitution

### Article 1:

#### DEFINITIONS

- 1 In this Constitution, unless there is something in the subject or context inconsistent there-with:
  - a. “48Highrs” means serving and retired members of the 48<sup>th</sup> Highlanders of Canada
  - b. “Active Regiment” means any uniformed member of the 48<sup>th</sup> Highlanders of Canada
  - c. “Category” means Commissioned Officer, Non-Commissioned Member or Other Rank as defined by the Canadian Armed Forces from time to time.
  - d. “48<sup>th</sup> Cadets” means any active or inactive member of the 48<sup>th</sup> Highlanders of Canada Cadet Corps
  - e. “SAC Cadets” means any active or former member of the St Andrew’s College Cadet Corps
  - f. “IODE” means the Imperial Order Daughters of the Empire
  - g. “Ladies Auxiliary” means the Ladies Auxiliary of the 48<sup>th</sup> Highlanders of Canada
  - h. “Regimental Family” means any member of the Active Regiment, the 48<sup>th</sup> Cadets, SAC Cadets, ladies auxiliary, IODE or 48<sup>th</sup> Trusts.
  - i. “Executive” means, the Officers of the Association.

### Article 2: NAME

- 1 The name of this Association shall be the 48<sup>th</sup> Highlanders Regimental Association (“Association”).

### Article 3: PURPOSE & OBJECTIVES

- 1 The PURPOSE OF THE Association is to preserve the bonds of comradeship among the Regimental Family to foster, maintain, and promote, tradition and wellbeing of the 48Highrs, and to generate pride and *esprit de corps* among the Regimental Family.
- 2 The OBJECTIVES OF THE Association are to support the active regiment, honour the service of past generations of 48Highrs and to foster & strengthen comradeship among 48Highrs both serving and retired.

## Article 4: MEMBERSHIP

- 1 There shall be three forms of membership: Regular Membership, Associate Membership, and Honorary Life Membership:
  - a. Regular Membership
    - i. All serving and former members of the 48<sup>th</sup> Highlanders of Canada are automatically Regular Members and entitled to all privileges of membership.
    - ii. Regular Members shall be entitled to one vote at any duly called general meeting of the Association
- 2 Associate Membership
  - a. Any person who supports the Purpose and Objectives of the Association (refer Article 1)  
Examples include, but are not limited to
    - i. Direct family members of 48Highrs
    - ii. Members of Regimental Organizations such as.
      1. IODE
      2. Ladies Auxiliary
      3. 48<sup>th</sup> Cadets
      4. SAC Cadets
      5. 15<sup>th</sup> Bn CEF Project
  - b. Associate Members shall NOT be entitled to vote at any duly called general meeting of the Association
- 3 Honorary Life Membership:
  - a. Honorary Life Membership is a category of membership that may be awarded to any member or non-member who has made a significant contribution to the 48Highrs and the Association
  - b. Nominations, in writing, shall be considered by a Nominating Committee called for the purpose, no less than ninety (90) days prior to an Annual General Meeting
  - c. New Honorary Life Memberships will not normally exceed three (3) or less in any given year.
  - d. Honorary Life Members shall only be entitled to one vote if they are also Regular Members otherwise, they shall not be entitled to vote.

## Article 5: FISCAL & CALENDAR YEAR

- 1 The fiscal and calendar year of the Association shall commence the first day of January and end the last day of December.

## Article 6: OFFICERS

- 1 The officers of the Association shall consist of the President, the Vice President, the Secretary, and the Treasurer.
- 2 The term of each elected officer shall be for a period of two years, and they shall be eligible for re-election without restriction excepting the President who shall not hold office for more than two (2) consecutive terms without a “break” of at least two years. Successive President’s shall not be from the same category as defined under Article 1.
- 3 The **President** - It shall be the duty of the President:
  - a. to preside at all general, special, and executive meetings.
  - b. to enforce the Constitution and the By-laws; and

- c. generally, to supervise the affairs of the Association.
- 4 The **Vice-President** - In the absence of the President, the Vice-President shall perform the duties of the President.
- 5 The **Secretary** - The Secretary shall
  - a. call all meetings,
  - b. conduct all correspondence of the Association,
  - c. take minutes of all meetings,
  - d. publish all notices,
  - e. be responsible for the membership list, and
  - f. generally, advance the interests of the Association.
  - g. In the absence of the President and the Vice President, the Secretary shall perform the duties of the President.
- 6 The **Treasurer** – The Treasurer shall
  - a. keep account of all funds received and disburse the same under instructions of the Executive.
  - b. cause to have the Annual Financial Statement prepared for its review by the Financial Oversight Committee and to present the Financial Statement at the Annual General Meeting.
  - c. be responsible for the preparation of an Annual Budget for presentation and approval at the Annual General Meeting.
- 7 The **Secretary-Treasurer** – From time to time at the discretion of the Board, it may be necessary to combine the roles of Secretary and Treasurer. The Secretary-Treasurer will assume all the roles and responsibilities of the Secretary and the Treasurer as if treated separately; however, the Secretary-Treasurer shall be entitled to only one vote.

## **Article 7: EXECUTIVE**

- 1 The Executive shall be composed of the Officers of the Association
- 2 The Executive will
  - a. organize an annual program of activities consistent with the Association’s purpose and objectives. Activities will centre on gatherings of Association Members and families around traditional Regimental commemorations and dates.
  - b. maintain an up-to-date Regimental Activity Calendar.
  - c. Provide support at major Regimental commemorative events and 5-year reunions. The nature and level of support is determined by and coordinated with the Commanding Officer/ RSM of the active battalion. In addition, Association member-volunteers are the bedrock of several of the Regiment’s institutions that could not work without the support and dedication they provide to their Regiment. These include but are not limited to:
    - i. Regimental Museum
    - ii. Regimental Veterans Service Team
    - iii. Regimental Publications and Communications Team iv. Regimental Veterans Drill Team and Colour Party (The Association Executive will maintain a Colour Party for appropriate events and parades)
    - v. 15th Battalion CEF Memorial Project

- 3 The primary means of communication will be Email and social media posts as well as through traditional “Falcon” publications. The Executive is responsible for coordinating with the Secretariat/Communications Cell.
- 4 Dress and appearance for Members attending Association and Association functions will be in accordance with the expected regimental standard for the occasion. (Traditionally Association members on formal occasions wear blue blazers with badge and regimental tie with glengarry. Although members of legacy associations may continue to wear the distinctive badge associated with them, the blazer badge for the Association is the current heraldic regimental “blue” badge.)
- 5 The Executive shall have the entire management of the Association and its affairs and for such purpose it may appoint sub-committees and employ officials and servants. The Executive may recommend changes to the Constitution and approve the Bylaws deemed proper and may alter, amend, or repeal any rule and such new rule and alteration and any amendment thereto or repeal thereof shall have as much force when promulgated by publication as if made by the members at a general meeting; but any new rule or alteration, amendment or repeal shall be brought before the next following general meeting, or special general meeting called for the purpose, and if not then approved and ratified, shall cease to be in force and deemed to be annulled. The interpretation put upon the Constitution and By-laws by the Executive shall govern. For amendments to the Constitution, see Article 17.

#### **Article 8: STANDING AND *AD HOC* COMMITTEES**

- 1 Standing Committees – The following Standing Committees will be appointed annually by the Board of Directors:
  - a. A *Nominations Committee* comprised of the Executive Committee and at least one other Regular Member of the Association. The Vice President shall normally chair the Committee. The Committee shall be established annually and shall be responsible for identifying prospective Executive members and obtaining their consent to stand for election/re-election. The Nominations Committee shall:
    - i. Determine the intentions of the current Executive with respect to serving in the coming year,
    - ii. Identify the positions to be filled,
    - iii. Solicit nominations from the Regular Membership (Art 4.1) and consider the leadership needs of the Association, identify prospective Executive members, and obtain their consent to be nominated, and
    - iv. Submit their report, in writing, to the Secretary not later than twenty-five (25) days prior to the Annual General Meeting of the Association, at which time nominations shall cease. The Report shall include the following:
      1. Name and category of the nominee
      2. Position applied
      3. Attached biography - not to exceed 1 paragraph
      4. Confirmation that the nominee:
        - a. Has attained the age of majority,
        - b. Is not currently bankrupt
        - c. Does not have prison record or been dishonourably discharged from the Canadian Armed Forces
        - d. Is a registered, regular member, of the 48<sup>th</sup> Highlanders Regimental Association
  - b. A *Financial Oversight Committee* comprised of a minimum of one and a maximum of three member(s) of the Association (in any capacity) who have no signing or managing authority over the Books and records of the Association. The Financial Oversight Committee shall:

- i. Review the books and records of the Association for the immediately preceding fiscal year ended and provide its report for consideration at the Annual General Meeting
  - ii. At their sole discretion engage such professionals as the deem necessary to ensure that the Books and Records accurately reflect the financial operations of the Association for the immediately preceding fiscal year.”
- 2 *Ad Hoc* Committees - *Ad Hoc* committees may be formed by the Executive as required.
  - 3 All committees will report to the Executive at scheduled Executive meetings and in writing at least once per year at the Annual General Meeting, and at such other times as directed by the Executive.

### **Article 9: MEETINGS**

- 1 The Annual General Meeting of the membership shall be held by November 30<sup>th</sup> of each year. Notice of the time and the place of meeting shall be mailed by post or electronic means by the Secretary to each regular member in good standing at least thirty (30) days prior to such Annual General Meeting.
- 2 At least fifteen (15) days prior to the Annual General Meeting, the secretary shall mail by post or electronic means to each regular member in good standing the following at a minimum:
  - a. Agenda
  - b. Minutes of the previous meeting
  - c. Financial Statements
  - d. Annual Budget
  - e. Nominations Committee Report
- 3 A Special General Meeting of the membership shall be called by the Secretary upon the request in writing of ten regular members, who in the request shall specify the business which is desired to be discussed and transacted. Such business shall be stated in the notices of the meeting which shall be mailed by post or electronic means to the membership at least fifteen (15) days prior thereto and only such business shall be then discussed and transacted.
- 4 No business shall be transacted at any general meeting of the Association or the Executive unless a quorum of Members is present at the commencement of such business.
  - a. At any meeting of the Association, such quorum shall consist of the lessor of:
    - i. nine (9) voting Members inclusive of members of the Executive; and,
    - ii. one more Voting Member in attendance than the Executive members in attendance (i.e., if only two members of the Executive are in attendance, then the quorum shall consist of two members of the Executive and three Voting Members of the Association.)
  - c. At any meeting of the Executive, such quorum shall consist of at least 50% of the sum of Executive members.
  - d. If, within one-half hour from the time appointed for any meeting of the Association or the Executive, a quorum is not present; the meeting shall stand adjourned to such time and place as the Voting Members then present shall direct, consistent with the period of notice of meeting as provided in Article 9 paragraph 1 or 2 of this Constitution.
  - e. The number of Voting Members attending the rescheduled meeting will constitute a quorum.
- 5 Questions other than amendments to the Constitution shall be decided by simple majority

- 6 The Executive shall meet, at the call of the President and as a minimum at least three times a year, one of which must take place no more than fourteen (14) days and no less than seven (7) prior to the AGM. The Executive Committee will conduct business by consensus.
- 7 Committee meetings shall meet as deemed necessary by the Committee Chairperson.

#### **Article 10: ELECTION OF OFFICERS**

- 1 The election of Officers and Directors shall be held at the Annual General Meeting by a method selected by the Executive to ensure the democratic process is upheld.

#### **Article 11: INDEMNITIES TO DIRECTORS AND OTHERS**

- 1 Every Officer of the Association, or other person having been duly authorized by Resolution of the Executive, who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors and administrators, and estate and effects respectively, shall always from time to time and, be indemnified and saved harmless, out of the funds of the Association, from and against: a. All costs, charges, and expenses whatsoever which such Officer, or other persons sustains or incurs in or about any actions, suit or proceeding which is brought, commenced, or prosecuted against them or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by them in or about the execution of the duties of their office; and,  
b. All other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

#### **Article 12: AUDITOR**

- 1 At each Annual General Meeting, the members shall review the Financial Information as prepared by the Treasurer, or Secretary-Treasurer, and the report from the Financial Oversight Committee. If the report is unaccepted the members shall appoint an Auditor who shall present a report on the financial state of the Association within 90 days of being appointed.

#### **Article 13: FINANCE**

- 1 The Executive is responsible for the annual operating plan and budget process. It will submit an annual grant request to the Chair 48th Trusts which must be approved before making financial commitments. Association events should operate on a “pay as you go” principle unless they receive financial support and are part of the approved operating budget.
- 2 Funds in an amount determined by the Executive and recorded in the operating budget shall be maintained to assist in paying Association operating costs, including providing services to Association Members. Operating funds will not be used to pay honorariums or salaries to members of the Executive or other members.
- 3 To carry out the wide program of activities undertaken by the Association, Members and Association Supporters are welcome to make voluntary financial contributions to the 48th Highlanders Trusts (Association Account).

- 4 The Executive has authority to determine, on behalf of Members, how Association funds are expended. A minimum of three Executive Members will have signing authority for cheques, with any two to sign.
- 5 The Executive shall pay out of Association funds such expenses as are reasonable and necessary to conduct Association business. Where such expenses are less than \$50.00 for any administrative expense, Executive approval need not be sought, and the Secretary and/or Treasurer will make payments accordingly. Audit records will be retained and recorded in the minutes of Executive meetings.
- 6 The annual operating budget must be approved at the preceding AGM or Special General Meeting before funds are committed.
- 7 The Treasurer (or Secretary-Treasurer) has standing authority to initiate agreements, authorize purchases, and to make payments in support of approved Association activities. The Treasurer is also authorized to hold a petty cash account of \$200.00 which is to be reconciled at least quarterly.
- 8 The Association will have a bank account for the deposit of funds and other banking business. All banking business of the Association shall be transacted by the Treasurer (Secretary-Treasurer), aided as required by other Executive members.
- 9 An independent person (not a member of the Association Executive) will conduct a review of the Association's financial operations annually prior to the AGM.
- 10 Stocks, bonds, or other securities may be signed as cheques and may be assigned and transferred on the authority of the Association.

**Article 14: ORDER OF BUSINESS OF SOME SPECIAL GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS**

1. The following agenda items are to be included in all Annual General Meetings and may be included in some Special General Meetings
  - b. Minutes of previous meeting
  - c. Business arising out of the Minutes
  - d. Correspondence
  - e. Financial Report
  - f. Presentation of Financial Statements
  - g. Report of Financial Oversight Committee
  - h. Annual Budget
  - i. Committee Reports
  - j. President's Report
  - k. General Business
  - l. Election of Officers

**Article 15: FILLING OF BOARD VACANCIES**

- 1 The Executive may fill any office or position on the Board which may become vacant prior to the end of a term from the regular members until the next Special General Meeting or at the next Annual General Meeting, whichever occurs first, at which time a new election shall be held.

#### **Article 16: MISCONDUCT AND EXPULSION**

- 1 The Executive on its own motion, or upon complaint in writing of any member, may suspend indefinitely any member who, in the opinion of the Board, has willfully broken any of the rules of the Association. Notice of such suspension shall be mailed by ordinary mail or sent by electronic means by the Secretary (or Secretary-Treasurer) to the address of such suspended member. The Executive may revoke the suspension. While suspended, the member shall have no privileges of the Association.
- 2 Such suspended member shall have the right to appeal to a Special General Meeting of members. Such a Special General Meeting shall be called to consider the appeal, provided the suspended member gives notice in writing by registered letter or electronic means to the Secretary (or Secretary-Treasurer) within one month after the mailing of notification of their suspension, of their desire to appeal. Notice of such meeting shall be mailed or sent electronically to the suspended member. If the suspension is sustained by a majority at the Special General Meeting or if the suspended member fails to appear, they shall be deemed to be expelled, shall cease to be a member, and shall forfeit all privileges of the Association.

#### **Article 17: AMENDMENTS**

- 1 Amendments to the Constitution may be proposed by Voting Members at the Annual General Meeting or at a Special General Meeting if notice of the proposed amendment(s) be given in writing to the Secretary such that all regular members of the proposed amendments may be notified of the proposed amendment at least fourteen (14) days prior to the meeting.
- 2 Amendments to the Constitution will require at least 75% of those in attendance at the Annual General Meeting or at a Special Meeting voting in favour of the Amendment(s).

#### **Article 18: BY-LAWS**

- 1 The operations of the affairs of the Association shall be governed by a set of by-laws, not inconsistent with this Constitution, which may be amended from time to time in accordance with the provisions thereof. In case of any conflict, the Constitution will supersede the By-laws.

#### **Article 19: DISSOLUTION**

- 1 Regular Members in a Special General Meeting called for the purpose shall have the power to dissolve the Association and after clearing any liabilities, to dispose of the remaining assets to the 48<sup>th</sup> Highlander Trusts

#### **Article 20: MISCELLANEOUS**



- 1 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution and any special rules of order the Association may adopt.
- 2 Wherever necessary or deemed desirable, the Laws of the Province of Ontario shall prevail.