

Royal London Military Institute



CONSTITUTION AND BY-LAWS

1 October 2018

ROYAL LONDON MILITARY INSTITUTE

THE CONSTITUTION AND BY-LAWS

THE CONSTITUTION

The Institute was previously named Military Institute M.D.1 and was incorporated under *The Companies Act* of The Province of Ontario by Letters Patent dated the Ninth day of November AD 1933.

The name changed to London United Services Institute on the Ninth day of April AD 1951.

The current name, Royal London Military Institute, was adopted January 1999 when permission to use the Royal Prefix was granted. The abbreviated name is RLMI.

OBJECTIVES

The objectives of the Institute as set out in the Letters Patent are:

"To encourage and promote military arts, science, technology, literature, training and social intercourse amongst those connected with Her Majesty's Canadian Forces (naval, army and air forces) in the region known as Southwestern Ontario."

AFFILIATION

The Royal London Military Institute was a Charter Member of the Federation of Military and United Services Institutes of Canada (FMUSIC), which was formed in 1973. FMUSIC joined together similar Institutes across Canada. Its National Defence Committee carried out research on defence issues, briefed the Government and other national bodies and provided information to the member Institutes.

FMUSIC was dissolved in 2007. In February 2008, the RLMI deposited its share of the assets of FMUSIC.

In 2008, the RLMI became an Associate Member of the Conference of Defence Associations, the Voice of Defence since 1932.

THE BY-LAWS

ARTICLE 1

1.0 MEMBERSHIP

There shall be three classes of membership:

(a) **REGULAR MEMBER**

Membership consists of serving and retired members of the Canadian and Commonwealth Forces, the Royal Canadian Mounted Police (RCMP), and retired or serving members of Allied Forces. Membership is also offered to interested and distinguished citizens who have not served in the Armed Forces. An individual may be invited by the RLMI executive to become a member because of his/her service to the community.

(b) **HONORARY MEMBER**

The Executive Committee may award Honorary membership to any person who for some special reason is considered to be entitled to such a distinction. Such Honorary Members shall not have voting power in the management of the Institute and shall not be eligible to hold office. Honorary membership shall terminate when the reason for appointment terminates.

(c) **LIFE MEMBER**

Life membership may be awarded to a Regular Member of the Institute who is considered to be entitled to such a distinction by reason of long and distinguished service to the Institute. Such a Member shall retain the same privileges and obligations as a Regular Member.

(d) **OTHER**

The Executive Committee may offer complimentary annual memberships to Commanding Officers, serving Cadet Instructors Cadre (CIC) Officers and other leaders of Sea, Army, and Air Cadet Programs. Such members do not have voting power in the management of the Institute and are not eligible to hold office. Such memberships may be renewed on an annual basis.

1.1 MEMBERSHIP APPROVAL

Application for all of the classes of membership shall be submitted formally via the Secretary to the Executive Committee of the Institute for approval.

ARTICLE 2

2.0 MEMBERSHIP FEES

The membership fees shall be established annually by the Executive Committee. They are due by the 31st of December each year for the following year. There shall be no annual fees levied against Life or Honorary Members.

ARTICLE 3

3.0 MEETINGS

(a) General Meetings of the Members shall be held in the City of London from October to April, with the exception of December.

(b) The Annual General Meeting shall be held in February of each year in conjunction with the scheduled General Meeting.

3.1 CONDUCT

All meetings shall be conducted under Robert's Rules of Order.

3.2 NOTICE OF GENERAL MEETING

At least seven days notice shall be given of any General Meeting, specifying the place, the day and the hour of the meeting, and in the case of special business, the general nature of such business shall be given to Members as may be prescribed by the Institute in the General Meeting, but non-receipt of such notice by any Member shall not invalidate the proceedings of any General Meeting.

3.3 QUORUM

(a) A quorum at any General Meeting of the Institute shall consist of fifteen Regular Members, present in person.

(b) If in one hour from the time appointed for the meeting a quorum of Regular Members is not present, the meeting shall be adjourned *sine die*.

(c) The President, or in his/her absence, a Vice-President in attendance, shall preside as Chairman at every General Meeting of the Institute.

(d) If the President and the Vice-Presidents are absent, the Regular Members present shall choose one of their number to be Chairman of the meeting.

(e) The Chairman may, with consent of the Regular Members present at the meeting, adjourn it from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

3.4 VOTING

- (a) When a vote is taken, every Regular and Life Member shall be entitled to one vote. Votes must be given personally; no proxies are permitted.
- (b) At any General Meeting, unless a ballot is demanded, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the Minutes of Proceedings of the Institute, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (c) If a ballot is demanded, the same shall be taken in such manner as the Chairman directs and the results shall be deemed the resolution of the Institute in a General Meeting.
- (d) A simple majority vote is considered fifty percent plus one of the Regular and Life Members present and voting. A two-thirds majority vote is considered two-thirds of the Regular and Life Members present and voting.

ARTICLE 4

4.0 EXECUTIVE

- (a) The affairs of the Institute shall be managed by the Executive composed of the officers and a Board of not less than five directors who shall be elected bi-annually and shall remain in office until their successors have been duly elected or appointed.
- (b) Nominations for the Executive shall be made by a Nominating Committee which shall submit to the Secretary, in writing, by the date of the October Executive Meeting its nominations signed by two Regular Members in good standing and agreed to by the nominees. Individual Members may make nominations in the same manner as the said Committee.
- (c) The Executive may act notwithstanding any vacancy in their body.
- (d) A retiring officer or director shall be eligible for re-election.
- (e) The Institute may, in a General Meeting, increase or reduce the number of directors, and may also determine in what rotation any such increased or reduced number is to go out of office.
- (f) Any temporary vacancy occurring in the Executive may be filled by the Executive, but any person so chosen shall retain the office as long as the vacating Member would have retained the same office if no vacancy had occurred.

- (g) The Institute in a General Meeting, by a resolution of which notice has been given in the announcement calling the meeting, may remove any officer or director before the expiration of his/her period of office, and may, by resolution, appoint another person in his/her stead; and the person so appointed shall hold office during such time as the officer or director in whose place he/she was appointed would have held the same office if he/she had not been removed.
- (h) The Executive may pay all expenses of the incorporation of the Institute and may exercise all such powers of the Institute which are not set out by The Companies Act or by the Letters Patent to be exercised by the Institute in a General Meeting; but no action of the Institute in a General Meeting shall invalidate any prior act of the Executive which would have been valid but for such action.
- (i) The Executive may meet for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, and a quorum of four Regular Members shall be necessary for the transaction of business.
- (j) Questions arising at any meeting shall be decided by a majority of votes; in case of a tie vote, the Chairman shall have the deciding vote.
- (k) At any time, a majority of the Executive may summon a meeting of the Executive in the absence of the President and/or Vice-Presidents.
- (l) By resolution entered in the minutes, the Executive may delegate any of their powers to committees consisting of such member or members of their body as they think fit; and a committee so formed shall, in the exercise of their powers so delegated, conform to any regulations that may be imposed on them by the Executive.
- (m) In the absence of the President and Vice-Presidents, the Executive may appoint a Chairman, and if no such Chairman is appointed, or if he/she is not present, the Members in attendance shall choose one of their number to be Chairman.
- (n) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Regular Members present, and in case of a tie vote, the Chairman shall have a deciding vote.
- (o) All actions transacted by any meeting of the Executive or of a committee thereof, or by any person acting as an officer or a director, notwithstanding that if it is afterwards discovered that there was some defect in the appointment of any such officer, director or other person so acting, or that they, or any of them, were disqualified, shall be as valid as if every such person had been duly appointed and was qualified.

ARTICLE 5

5.0 OFFICERS

- (a) The officers shall be a President, Past President, two Vice-Presidents, a Secretary and a Treasurer.
- (b) The Executive may appoint an Honorary President.
- (c) At the discretion of the Executive, a Chaplain may be appointed.

5.1 PRESIDENT

The duties of the President shall be:

- i) to preside at all General and Executive Meetings
- ii) to enforce the Constitution and By-Laws, and generally
- iii) to lead and supervise the affairs of the Institute.

5.2 PAST PRESIDENT

The duties of the Past President shall be:

- i) to assist the incoming President in the smooth transition of assuming his/her new duties and responsibilities
- ii) to provide continuity of past proceedings and activities of the Institute, and
- iii) to chair the Nominating Committee and select its members from the Executive.

5.3 VICE-PRESIDENTS

In the absence of the President, the senior Vice-President in attendance shall perform the duties of the President; and in the absence of the President and Vice-Presidents, such duties shall be discharged by a Chairman elected for that purpose by the Executive or by the meeting, as the case may be.

5.4 SECRETARY

The duties of the Secretary shall be:

- i) to call all meetings
- ii) to keep correct minutes of all meetings
- iii) to conduct correspondence of the Institute and keep the President informed of such correspondence
- iv) to publish all proposals for the membership, notices and by-laws
- v) to keep a correct roll of Members,
- vi) to notify each newly elected Member of their election and to furnish them with a copy of the Constitution and By-Laws
- vii) to have custody of all the books and records connected with the concerns of the Institute
- viii) to collect fees and turn same over to the Treasurer
- ix) to prepare a list of those in default by September 30th, nine months after the annual membership fees are due, for consideration and action by the Executive and generally,
- x) to do all in his/her power to advance the interests of the Institute.

5.5 TREASURER

The duties of the Treasurer shall be:

- i) to keep account of all fees received by him/her from the Secretary and each Member of the Institute
- ii) to receive and account for all monies belonging to the Institute
- iii) to disburse the same monies under instructions of the Executive and,
- iv) to prepare the annual statement and cause same to be audited.

5.6 DIRECTORS

The incoming President may assign duties and responsibilities to a director who is best suited to assume these duties and responsibilities in each of the areas such as membership, finance, cadet awards, social, facilities, program, historian, assistant secretary and assistant treasurer, if and as required.

5.7 AUDITORS

- (a) At each Annual General Meeting, an auditor may be appointed to hold office until the next annual general meeting.
- (b) A director or officer of the Institute shall not be eligible to be appointed auditor.
- (c) The remuneration, if any, of the auditor may be fixed by the Regular Members in a General Meeting.
- (d) When an auditor is not appointed, a RLMI Financial Review Committee will be appointed to hold office for a term of two years.
- (e) The Financial Committee will conduct their work in accordance with RLMI Financial Review Committee Guidelines

ARTICLE 6

6.0 FINANCE

(a) The financial year of the Institute shall begin the first day of January and end the last day of December. The Executive shall appoint a chartered bank or trust company to be bankers for the accounts of the Institute. Cheques shall be signed by any two of the following:

- i) the President,
- ii) a Vice-President,
- iii) the Secretary,
- iv) the Treasurer.

but only after the account to be paid has been approved by the Executive. Cheques shall be made payable to the Royal London Military Institute and shall be endorsed on behalf of the Institute for deposit to the credit of the Institute by the Secretary or the Treasurer. Stocks, bonds or other securities may be signed as cheques and may be assigned and transferred to a financial institution on the authority of the Executive.

(b) The Executive shall invest surplus funds in investments authorized by law governing "trustees".

6.1 ANNUAL REPORT

At the Annual General Meeting, the Executive shall present an Annual Report of the proceedings and business of the Institute. The Report shall also include information on membership, financial receipts and expenditures.

ARTICLE 7

7.0 CADET CITIZENSHIP AWARDS

- (a) The Institute has inaugurated annual Citizenship Awards for deserving cadets in selected units of the Navy, Army and Air Force Cadets. The cadet unit selects the cadet and the Institute presents each recipient with a cheque and a framed certificate.
- (b) Each cadet considered for an Award must meet the criteria as laid down from time to time by the Executive.

ARTICLE 8

8.0 DISCIPLINE

- (a) The Executive of its own volition, or upon complaint in writing by another Member, may suspend and ultimately, expel any Member who, in the opinion of the Executive, has wilfully broken any of the rules of the Institute, or who it has reason to believe has done or said anything unbecoming a Member, or which is likely to bring discredit on the Institute, or be detrimental to the comfort of the Members, of which the Executive shall be the sole judge.
- (b) The Member in question shall be deemed suspended and afforded the opportunity of appearing before the Executive as soon as possible in order to hear and address the allegations of misconduct. While suspended, the Member shall have no rights or privileges in the Institute.
- (c) In the event that the allegations are judged to be unfounded, the suspension shall be immediately revoked and the Member's rights and privileges restored. In the event that the allegations are substantiated, the Member shall be expelled. In such case, formal notice of expulsion shall be sent by registered mail by the Secretary to the address of the Member as it is recorded in the books of the Institute. The expelled Member shall cease to be a member of the Institute and shall forfeit the balance of their annual membership fee.
- (d) The Member may appeal the Executive's decision by submission in writing to the President. The written appeal must be received within one month following the decision.

ARTICLE 9

9.0 AMENDMENTS

Amendments to the Constitution and By-laws may be made at General or Special Meetings, provided that notice of the proposed amendment be given in writing to the Secretary at least four weeks prior to the meeting. The Secretary shall immediately publish the notice a minimum of 30 days prior to the General or Special Meeting.

9.1 REPEAL OF PREVIOUS CONSTITUTION AND BY-LAWS

The Constitution and By-laws, adopted in 2005, 2012 and 2016 and any and all Constitutions and By-laws passed heretofore, be the same are hereby repealed.

ARTICLE 10

10.0 DISSOLUTION

Regular Members in a special General Meeting, called for the purpose, shall have power to dissolve the Institute and after discharging all liabilities, shall dispose of the remaining assets as decided. A four-fifths majority of the Regular and Life Members present shall be required to dissolve the Institute.



DATED at London Ontario, this 1st day of October 2018.

Royal London Military Institute- Executive Committee

"G. W. Treble"

President: Lt G.W. (Gerry) Treble

"A. Grunwald"

Past President: LCol A. (Armin) Grunwald, COM, MSM

"I. Haley"

1st Vice President: LCol I. C. (Ian) Haley, CD

"B.N. Harris"

2nd Vice President: LCol B.N. (Brian) Harris, CD

"Gail L. Sneddon"

Secretary: MWO G. L. (Gail) Sneddon, CD

"Barry Graham"

Treasurer: LCol F.B. (Barry) Graham CD

Directors:

"Sam Newman"

Cadets: "Capt S.F. (Sam) Newman

"A. Grunwald"

Tours: LCol A. (Armin) Grunwald, COM, MSM

"J. A. Grunwald"

Tours/Website Editor: Mrs. J.A. (Judy) Grunwald

"J. W. Martin"

Director: LCol J. W. (Scotty) Martin, MSM, CD

"Elizabeth King"

Kit Shop: MWO Elizabeth King

" G. W. Treble"

Newsletter: Lt G.W. (Gerry) Treble

"I. Haley"

Speakers: LCol I. C. (Ian) Haley, CD

" Gail Sneddon"

Hospitality: MWO G. L. (Gail) Sneddon, CD

" Frank R. Mantz"

Chaplain: Rev. F. R. (Frank) Mantz