CONSTITUTION

Organization

1. The organization shall be a non-profit entity with the sole function of promoting its purpose. All income received shall be used solely to that end. This clause is unalterable.

Name

The name of the organization shall be The Royal Canadian Medical Service Association (hereinafter referred to as the “Association” or “RCMSA”).

Logo

2. The official logo of the Association shall be the Royal Canadian Medical Service (RCMS) crest surrounded by the stylized, bilingual name of the Association. The Association name shall not in any way interfere with the design of the RCMS crest. The name Royal Canadian Medical Service Association shall arc around top and bottom to form a concentric ellipse, separate on each side by a maple leaf.

Mission

3. The mission of the Association is to:

   • increase public awareness by promoting, through public education and information sharing initiatives, the contributions made by the members of Canada’s military medical services.

   • preserve the RCMS heritage by working with military and civilian museums and other such organizations across the country to bring Canada’s remarkable military medical history and accomplishments to public attention, while at the same time contributing to the preservation of Canadian military medical services artefacts.

   • fostering esprit de corps through sharing information of mutual interest and thus ensuring both serving and former members of Canada’s military medical services enjoy the spirit, comradeship and sense of belonging derived from their service in the Canadian Armed Forces.
Termination

4. In the event that the Association is terminated, all of its assets and property then remaining, or future interests which but for such liquidation would vest in the Association shall be transferred and conveyed to such other recognized charitable organizations in Canada as shall be selected by the Directors of the Association. This clause is unalterable.

5. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding One ($1.00) Dollar. This clause is unalterable.

BYLAWS

Interpretation and Definitions

1. In these Bylaws unless the context requires otherwise:

   a) Board means the authoritative component of the Association. The primary purpose of the Board is to oversee the Association in undertaking its stated mission.
   b) Directors mean the duly elected Board members of the Association.
   c) Officers of the Association are the President, the Vice-President, the Secretary and the Treasurer and constitute the Executive Team.
   d) Registered address of a member means that address recorded in the register of members.
   e) A member “in good standing” is one who has fully paid membership fees for the current calendar year; and
   f) The word "shall" is to be considered imperative and the word "may" as permissive.

Membership

2. Membership in the Association shall be open to all present and former members of Canada’s military medical services and such other persons as the Directors of the Association shall consider acceptable.

3. The membership year is the calendar year with all membership fees to paid by March 31 of the current year. The Board will periodically review the fee structure and propose changes at the Annual General Meeting (AGM) for approval.
Obligations and Privileges of Membership

4. All Directors and Officers shall be members in good standing of the Association.

5. Each member of the Association shall be eligible for election to the positions of Directors and have the right to vote.

6. Any member may resign at any time by so advising the Secretary in writing.

Directors

7. The Directors collectively shall constitute the Board the role of which is to provide both strategic guidance and oversight and, through the Executive Team, routine administration of the affairs of the Association in accordance with the Association’s Bylaws.

8. Not less than four (4) and no more than ten (10) members elected by the membership to serve a three (3) year term.

9. The resignation of any Director so received shall be placed by the Secretary before the Board so that, if deemed necessary, an appropriate replacement can be found and which will have to be confirmed at the next AGM.

10. The election of Directors will normally take place at the Annual General Meeting.

11. Nominations may be submitted to the Secretary a minimum of fifteen (15) days prior to the AGM. A list of nominees will then be distributed to members not less than ten (10) days prior to the AGM.

12. All Officers may hold office until their respective successors have been elected or until their resignation.

Honorary Directors

13. The incumbent Head, Royal Canadian Medical Service (RCMS), the RCMS Colonel Commandant and the RCMS Chief Warrant Officer shall be honorary Directors and as such will be ex officio members of the Board.

Officers

14. The Officers shall be elected from and by the Directors and constitute the Executive Team. The appointments and duties of the Officers are:

   a) President. The President shall preside at all meetings of the Board and shall generally supervise the affairs of the Association.

   b) Vice-President. The Vice-President shall perform the duties and have the powers of the President during the absence or incapacity of the President.

   c) Secretary. The Secretary shall keep minutes of Board meeting as well as record of the proceedings of AGMs and Special general meetings, give proper and timely notice (14 days) of meetings to members, receive, file and/or dispatch
correspondence as instructed by the President, and safeguard the Association's seal.

d) **Treasurer.** The Treasurer shall record and be accountable for all funds held or administered by the Association, as well as for any valuables held for safekeeping by the Association's bankers. He shall present interim financial statements as requested by the Board and shall have financial records of the Association ready for audit prior to the AGM.

15. The offices of secretary and treasurer may be held by one person who is to be known as the Secretary-Treasurer.

**Duties of the Board of Directors**

17. The Board is charged with the overall governance of the RCMSA and is supported by the Executive Team.

18. The Board shall have the authority to expend funds as detailed in the approved Annual Budget or as approved by a quorum at either Board meetings or AGMs.

**Financial**

19. **Funding:** The RCMSA is primarily dependant on annual membership fees paid by members although funding may also be in the form of donations from and/or obtained by membership.

20. **Budgeting:** The budgeting process is key to successful implementation of RCMA's mission-related programs and activities. The Board must have a very clear understanding of the current financial assets and liabilities of the Association at the start of the year and rigorously review projected revenues and expenditures with the aim of ensuring proper financial management of the Association.

21. **Purchases:** Except where previously approved as a budget item, all expenditures in excess of $100.00 must be authorized by the Board. Expenditures under $100.00 will be approved by the Executive and will be actioned by the Treasurer if they are clearly for the benefit of the Association. All expenditures must be covered by an original receipt and will normally be paid for or reimbursed by cheque or petty cash.

22. **Signing Officers:** The signing officers are approved by name by the Board. Signing officers are normally the President, Vice-President, the Secretary, the Treasurer and one other member of the Board. Given the dispersed nature of Directors and Officers, at least two members, located in close proximity to the Treasurer, are to be designated as Signing Officers. Cheques are to be signed by the Treasurer and one of the other designated Signing Officers. In general, the practice of pre-signing cheques is not acceptable.

23. **Contracts:** All paid work is to be covered by a written contract. All contracts shall be approved by the Board and signed by the RCMSA President. Payment is authorized once the work has been completed and inspected by a member of the Executive Team.
24. **Expense Claims:** Officers and other members of the Association may claim expenses incurred on behalf of the Association or in the performance of Association-related duties. Reimbursement for such expenses must be approved in advance of being incurred, supported by original receipts and submitted with an approved Expense Claim (TBI).

25. **Remuneration:** The Directors and Officers shall serve without remuneration and no Director or Officer shall directly or indirectly benefit in any way nor receive any profits from any and all positions held.

26. **Petty Cash:** The Treasurer is authorized to hold a Petty Cash Fund, not to exceed $100.00 for payment of incidentals such as stamps and other minor office supplies. A financial record including receipts will be maintained for this fund.

27. **Ethics:** The RCMSA is committed to conducting its affairs in an ethical and transparent manner. All financial management activities as described above will adhere to this standard.

28. **Conflict of Interest** Directors and Officers of the association and members of its committees are expected to conduct themselves in an ethical and lawful manner. Members of the RCMSA when acting for or on behalf of the association shall not participate in any activity through which they may materially benefit and which could be construed as being in conflict of interest.

**Meetings**

29. All Association business shall be conducted through electronic means with the Secretary circulating documents for decision and once reached publish a formal “record of decision”.

30. An AGM shall be held at the date and time determined by the Board. Thirty (30) days’ notice in writing shall be given by the Secretary to all members. An agenda, financial report, copy of the last AGM minutes and other related documents will be provided electronically.

31. Upon formal written request, any member shall have the right to inspect fully all books and records of the Association prior to the AGM.

32. Special General Meetings may be held to address urgent matters requiring membership approval.

33. The Board shall meet at the call of the President or any three members of the Board.

**Quorum**

34. A quorum shall for:
   a. an AGM not fewer than 15 voting members of the Association; and
b. a. Board meeting not fewer than four (4) Directors.

35. All meetings will be conducted virtually by electronic means unless otherwise directed.

Annual Report

36. An Annual Report shall be prepared and published by the Secretary; the report shall contain a Record of Proceedings of the AGM, a financial statement and a list of current members in good standing. This report will be distributed electronically only.

Amendment to the Constitution and Bylaws

37. Unless otherwise indicated any or all articles of this Constitution and Bylaws may be amended, enacted or re-enacted by an affirmative vote of not less than two-thirds (2/3) of voting members at the AGM or Special General Meeting.

38. Each motion to amend the Constitution and Bylaws shall be circulated to the membership at least forty-five (45) days prior to the date of the AGM or for a Special General Meeting as directed by the Board.

Effective Date

39. This Constitution and Bylaws of The Royal Canadian Medical Service Association, as amended, was adopted by majority vote on January 22, 2016 and is effective as of that date.