

**CONSTITUTION AND BYLAWS
OF
THE SERVICE BATTALION SENATE INCORPORATED**

PREAMBLE

1. A Militia Unit Senate is formed to enhance the efficiency and effectiveness of the activities and programs of the Canadian Armed Forces and particularly supports the Unit with which it is associated.
2. On an organization chart a Unit Senate would be shown as a non-public-funded advisory board to the Commanding Officer. It has no executive or other functional powers or duties in the Unit itself.
3. Generally, the Senate supports the Manitoba elements of 38 Service Battalion by charitable, educational, recreational and related activities and by supporting the Commanding Officer and the Unit to maintain and to improve the morale and effectiveness of the Unit.
4. The Senate furthers the general purpose stated in Para One of this preamble by the Objectives stated in Article II.

ARTICLE I NAME OF THE SENATE AND TERMINOLOGY

1. The name of the Senate is "The Service Battalion Senate Incorporated" and may also be styled "The Service Battalion Senate Inc."
2. The abbreviated designation is "The Senate".
3. In this Constitution the masculine includes the feminine and the feminine includes the masculine.
4. In this Constitution "Manitoba elements of 38 Service Battalion" includes the Battalion Headquarters and Manitoba based sub-units, present and future, of 38 Service Battalion.
5. The "Commanding Officer" is the officer appointed from time to time by the Department of National Defence as Commanding Officer of the Unit. The abbreviated designation is "CO".
6. "Quiffs" refer to those artifacts, accoutrements, practices or traditions that have been acquired or have evolved historically over time within a unit or regiment that contribute to its uniqueness.

ARTICLE II OBJECTIVES OF THE SENATE

1. The Service Battalion Senate Inc. enhances the efficiency and effectiveness of the activities and programs of the Canadian Armed Forces and of the Manitoba elements of 38 Service Battalion by:
 - A. Acting as an advisory to the local, Brigade and other senior levels of the military, and to the Commanding Officer of 38 Service Battalion. In general, the Senate provides advice in areas relating to personnel questions rather than operational problems, e.g. morale, recruiting and community relations. It also provides advice concerning matters of national security, defence, the Militia and similar matters through formal meetings and formal bodies such as the Conference of Defence Associations.
 - B. Providing supplies and/or services to the Manitoba elements of 38 Service Battalion and the Cadets affiliated with the Battalion, for example:
 - 1) Assisting the Unit or Cadet Corps, if applicable, so they can take enhanced training in Canada, the United States or elsewhere;

- 2) Purchasing training aids and recreational equipment not available through the military supply system;
 - 3) Assisting with competitions and demonstrations where the Members of the Unit can demonstrate their physical abilities and military skills and training.
- C. Representing the Unit in public meetings and recruiting campaigns and generally assisting with public relations and publicity.
 - D. Researching, collecting, compiling and recording the Unit's history and educating the public about the history of the Canadian Armed Forces in general and the Service Battalion in particular.
 - E. Promoting education of the Members of the Unit by providing scholarships, bursaries or prizes for education purposes.
 - F. Providing assistance to needy families of injured or deceased Members of the Unit;
 - G. Providing assistance to the community at large in the case of general disaster such as a flood, tornado, widespread fire or similar calamity.
 - H. Carrying out such ancillary and incidental activities as will assist the Senate to carry out its objectives.

ARTICLE III HONOURARY APPOINTMENTS

1. One or more Honourary Chairmen or Vice Chairmen may be elected at an Annual General Meeting of the Senate, whose term of office will expire on the date of the next Annual General Meeting.
2. One or more Honourary Members may be elected by the members at regular General Meetings. Such appointments shall be ongoing.
3. One or more Honourary Life Members may be elected by the members at regular General Meetings.

ARTICLE IV INDEMNITIES TO DIRECTORS AND OFFICERS

1. Subject to section 119 of The Corporations Act [Manitoba], every Senate member or Officer of the Senate and his heirs, executors, administrators and other legal personal representatives shall from time to time be indemnified and saved harmless by the Senate from and against:
 - A. All costs, charges and expenses reasonably incurred by him in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of his office; and
 - B. All other costs, charges and expenses reasonably incurred by him in respect of the affairs of the Senate.

ARTICLE V MEMBERSHIP

1. **Liabilities of Members**

- A. No person who is now or who has later become a member of the Senate shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Senate shall look

only to the assets of the Senate for payment.

2. The membership policy is as follows:

- A. The Senate shall consist of not more than 30 members of whom at least 60% must be former officers, warrant officers or senior non-commissioned officers.
- B. Notwithstanding Section 1.A. of this article, the Commanding Officer of the Unit and Honorary Officers of the Unit shall be members of the Senate.
- C. Former members of the unit, regardless of rank, and civilian gentlemen or ladies who contribute to the success of the Unit and support the objectives of the Senate are eligible for membership.
- D. Nominees for membership must have a nominator and a seconder. A vote to accept or reject a nomination will be held at the next meeting following the nomination. No person shall be accepted as a member unless he or she receives a simple majority vote of the total voting membership. Voting shall be by secret ballot. Members unable to attend the election may vote by written proxy or by electronic mail. For the purposes of this subsection a simple majority means 50% plus one of the voting members.
- E. Members will enjoy and be subject to the following rights, privileges and rules:
 - 1) to vote at elections and general meetings;
 - 2) to hold office, if eligible;
 - 3) to participate in any or all activities of the Senate;
 - 4) Membership may be suspended, should a member, without just cause, be absent from four consecutive meetings. In each such case the Executive Committee will confer in camera and report its findings and recommendations to the membership as a whole. A simple majority vote shall be sufficient to expel a member from the Senate;
 - 5) Notwithstanding paragraph 4) formal leave of absence of a member will not be unreasonably withheld. Such matter to be within the whole discretion of the Executive Committee;
 - 6) Any person who has been dishonorably discharged from military service shall not qualify for membership;
 - 7) Any person convicted of an indictable offence shall:
 - a) Have his name removed from any Senate officer nomination or position.
 - b) Receive a notice of intention to expel, in writing, setting the grounds for expulsion, the date, time and place of meeting at which it will be heard, to afford such member the opportunity to appear in person or by counselor agent, to show cause why he or she should not be expelled;
 - c) For the purposes of this subsection a simple majority vote shall not apply, but subsections 7) a) and b) above shall apply;
- F. There shall be no limitation period upon members in good standing for membership in the Senate, but members who have become unable to function may be requested to retire at the discretion of

the Executive Committee.

ARTICLE VI THE SENATE YEAR

1. The Senate Year will commence on the 1st day of January.

ARTICLE VII OFFICERS OF THE SENATE

1. The Officers of the Senate shall be members in good standing, and shall comprise:
 - A. Chairperson;
 - B. Vice-Chairperson;
 - C. Secretary; and
 - D. Treasurer.
2. Each officer shall be elected as provided under article XII 1. of this constitution.

ARTICLE VIII EXECUTIVE COMMITTEE

1. The Executive Committee shall administer the affairs of the Senate;
2. It shall consist of the Officers of the Senate together with the Commanding Officer of the Unit and such other members of the Senate or Officer of the Unit as may be appointed by the Officers of the Senate;
3. Vacancies occurring in the Executive Committee may be filled by the remaining members of the Committee appointing a duly qualified member to fill the vacancy so arising;
4. The Executive Committee shall confer regularly prior to the Senate meeting, unless postponed for cause by the Chairperson;
5. Other Executive Committee meetings may be called by the Chairperson or as requested by the Commanding Officer and approved by the Chairperson or by any two members of the Executive Committee;
6. Notwithstanding paragraph 5 above, in cases of emergency the Executive Committee may convene at the earliest possible time to deal with the subject matter of the emergency. In such situations the Executive Committee will report to the Senate any such action taken or proposed at the next General Meeting;
7. Three members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee;
8. The Chairperson shall preside at all meetings of the Senate and in his absence the Vice-Chairperson shall preside. In the absence of the Chairperson and the Vice-Chairperson, the Secretary or Treasurer shall preside;
9. In his capacity as member of the Executive Committee, the Commanding Officer of the Unit shall, prior to the expiry of his command, provide a report with respect to the status of the Unit. The Executive Committee shall inform the senate of the Commanding Officer's report, particularly insofar as any changes in command are concerned;
10. The Senate at General Meetings, or Executive Committee, may create such permanent or ad hoc

committees as may be considered necessary to study matters of interest to the senate and to report thereon. The terms of reference, powers and limitation of action of each such committee will be defined by the Senate or Executive Committee. All such committees shall be active for not longer than one Senate year and re-appointed annually, when necessary.

ARTICLE IX **DUTIES OF SECRETARY**

1. It shall be the duty of the Secretary
 - A. to attend all meetings of the Senate and Executive Committee;
 - B. to keep minutes of the transactions of the Senate and the Executive Committee in books provided by the Senate and to be kept by him for that purpose;
 - C. to conduct all correspondence and give all notices required by the Bylaws or by order of the Senate or the Executive Committee, as the case may be, or the presiding officers thereof;
 - D. to maintain a list of all members of the Senate and their mailing addresses;
 - E. to discharge such other duties as may be required from time to time by the Annual General Meeting or the Executive Committee;
 - F. Should the Commanding Officer of the Unit be absent from a meeting involving nominations to or election of new members to the Senate, to report in writing to the Commanding Officer thereon;
2. At the discretion of the Executive Committee, an Assistant Secretary may be appointed to assist with the administration duties of the Senate.

ARTICLE X **DUTIES OF THE TREASURER**

1. It shall be the duty of the Treasurer to:
 - A. deposit to the credit of the Senate, in the chartered bank, federally-regulated trust company or credit union named by the "Bank Resolutions" at each Annual General Meeting all sums of money paid over to him on behalf of the Senate;
 - B. obtain authorization for the payment of all monies for current expenses, by motion at a General Meeting;
 - C. make all payments by cheque, normally drawn by the Treasurer and countersigned by the Chairperson, Vice Chairperson or Secretary;
 - D. prepare, not later than the 15th day of February each year, his account up to the 31st December ultimo, and to submit it with all necessary vouchers to the **Reviewer** of the Senate financial statements for the Annual Financial Review;
 - E. submit his accounts for review at such other times as may be directed by the Executive Committee.

ARTICLE XI **AUDITOR**

1. The Annual General Meeting shall appoint an independent qualified reviewer for the Senate.
2. The Reviewer shall prepare a report yearly.

ARTICLE XII **THE SENATE FUNDS**

1. Consistent with the objectives in Article II:
 - A. Senate Funds will be used to support the charitable objects; to broaden the military background; to foster the traditions and history of the military; to initiate Battalion quiffs; to encourage recruitment; and to establish awards for proficiency, service and merit;
 - B. The Senate may accept donations, gifts, legacies and bequests;
 - C. To permit the Senate to carry out its purposes, to provide the instruction to the members of the Unit and to provide financial assistance to the Unit, its members and successors, the Senate may raise funds for the objects stated without gain for any of its members. Any profits or other personal gains shall accrue to the Senate and shall be used in promoting the objectives of the Senate in Article II;
 - D. Upon dissolution of the Senate, the assets shall be distributed to the Non-public funds of the Manitoba elements of 38 Service Battalion or its successors, if registered as a charity, otherwise to another appropriate fund with such registration as a charity;
 - E. The fiscal period for the Senate shall be the Senate Year or as established at a General Meeting of the Senate.

ARTICLE XIII **ELECTION OF OFFICERS**

1. The Senate members shall be elected as follows:
 - A. The elections for the next ensuing Senate Year of the Chairperson, Vice-Chairperson, Secretary and Treasurer shall be at the Annual General Meeting;
 - B. Nominations for these positions will be submitted by the Chairperson of the Nomination Committee to the Annual General Meeting;
 - C. Nominations may also be made from the floor at such Annual General Meeting;
 - D. In every instance, the consent of the nominee shall be confirmed at the time of his nomination;
 - E. Voting shall be by secret ballot unless all candidates waive this requirement at such Annual General Meeting. Members unable to attend the election may vote by written proxy.

ARTICLE XIV **NOMINATION COMMITTEE**

1. The Nomination Committee shall comprise of:
 - A. A Chairperson who shall be the immediate Past Chairperson of the Senate, or a member of the Senate nominated by the Executive Committee;
 - B. The then Chairperson, or acting Chairperson, of the Senate;
 - C. The Commanding Officer of the Battalion.
2. The Chairperson of this Committee shall be empowered to add to this Committee if exigencies make this action prudent.

3. The Chairperson of the Nominations Committee shall present the Committee's nominations to the Annual General Meeting.

ARTICLE XV MEETINGS AND ANNUAL GENERAL MEETINGS

1. The Senate shall meet not less than once each calendar quarter during the Senate Year. Except at the call of the Chairperson meetings shall be suspended in June, July and August. A notice of meeting shall be given a minimum of seven days in advance of the meeting.
2. The Annual General Meeting of the Senate shall be held at a time, place and date in each year to be determined by the Executive Committee. Thirty days notice in writing of such meeting shall be given by the Secretary to all members of the Senate.
3. A quorum of the Senate will comprise not less than 25% of then serving members. All matters, other than as provided for in Article XVII, shall be decided by a simple majority of votes cast.

ARTICLE XVI GENERAL MEETING ORDER OF BUSINESS.

1. The order of business shall be:
 - A. Call to order.
 - B. Passing of Minutes.
 - C. Business arising from the Minutes
 - D. Committee Reports.
 - E. CO's comments.
 - F. New and other business.
 - G. Setting of next meeting.
 - H. Adjournment.

ARTICLE XVII VOTING

1. At meetings of the Executive Committee each member present has one vote.
2. At any meeting of the Senate each member present, or represented by proxy at the time of the vote, shall have one vote.
3. Except as otherwise specified in this Constitution a simple majority shall prevail in all instances.
4. In the event of a tie, the Chairperson, in every instance, shall have a second and deciding vote.

ARTICLE XVIII AMENDMENTS TO CONSTITUTION

1. The constitution or any or all of the By-laws may be repealed, amended, enacted or re-enacted by a majority vote of not less than two-thirds of the then serving members at any Annual General Meeting or special meeting called for that purpose, provided thirty days notice of the proposed change has been duly given to all members by the Secretary.

2. In exceptional circumstances, the Executive Committee may at any time when it deems necessary, repeal, amend, enact or re-enact any or all of the By-laws, provided such repeal, amendment, enactment or re-enactment shall only be in force and effect until the next General Meeting of the Senate, unless it is ratified and confirmed by a majority vote of not less than two thirds of the then serving members.

ARTICLE XIX **EFFECTIVE DATE**

1. The effective date of this document is 1 Jan 1998.
2. The effective date of amendments to these By-laws, duly amended by a majority vote of not less than two-thirds of the then serving members at the General Meeting on 18 February 2014.
3. Articles X and XI were duly amended by a majority vote of not less than two-thirds of the then serving members at the General Meeting on 18 Apr 17.