

BY-LAW

A By-law relating generally to the transaction of the business and affairs of the

KOREA VETERANS ASSOCIATION OF CANADA, (INC.)

Be it Hereby Enacted as a By-Law of the Korea Veterans Association of Canada, Inc. hereinafter referred to as “the Corporation” or KVA Can.”, as follows:

AIM AND PURPOSE

1. The Aims and Purposes of the Corporation shall be:
 - (a) To provide an opportunity for continuing the comradely associations of our members which were developed during the Korean War;
 - (b) To build and maintain a strong and active support for the welfare of all Canadians;
 - (c) To co-operate with all duly recognized veterans’ organizations in Canada in the furtherance of their aims;
 - (d) To constitute an organized body to represent the interests of veterans of the Korean War;
 - (e) To act as a liaison agency between Korean War veterans and Canadian Government in matters concerning Korean War Veterans and their families;
 - (f) To provide assistance as required to Korean War veterans and their families in time of need;
 - (g) To work for the recognition of the part played by Canadians in the Korean War;
 - (h) To establish and maintain close relations with the Korean people, especially those living in Canada; and
 - (i) To represent Canadian veterans in the International Federation of Korean War Veterans Association, and to maintain ties with other United Nations veterans who served in the Korean War.

CORPORATE SEAL AND INSIGNIA

2. (a) The seal, an impression whereof is stamped in the margin hereto, shall be the Seal of the Corporation.

- (b) The official insignia of KVA Can. is:
The Heraldic Symbol of KVA Can. with the word "CANADA" beneath.
- (c) Prior authority for the use of the KVA Can. insignia must be obtained from KVA Can. headquarters, except for the official Unit stationery.

CONDITIONS OF MEMBERSHIP

- 3. (a) Membership in the Corporation shall be limited to persons interested in furthering the Aims and Purposes of the Corporation and must be approved by the National Council or any Unit.
 - (b) Membership fees or dues shall be established by the National Council and ratified at the Annual General Meeting or Convention thereafter.
 - (c) Any member may withdraw from the Corporation by delivering to the Executive Secretary of the Corporation, a written resignation.
 - (d) (i) Any member who causes discredit or dishonour to the Association will be liable to be struck from the membership role of the Association and forfeit all rights as a member of the Korea Veterans Association of Canada, (Inc.). Membership may be revoked by the National Council subject to appeal at the next National Convention General Meeting of the members.
(ii) This section includes, but may not be confined to the following:
Any member who physically or verbally assaults another member, or is found willfully passing on false information in an attempt to tarnish the reputation of another member may be liable to dismissal or suspension for a period of time to be determined by the National Council, subject to appeal at the next National Convention General Meeting of the members.
(iii) This section includes, but may not be confined to the following:
Any member who correspondents with the Government or Media in an attempt to negate the results of a majority vote and/or petition relating to Association business will be liable to dismissal or suspension for a time to be determined by the National Council, subject to appeal at the next National Convention General Meeting of the members.
4. The following shall be eligible for Ordinary membership:
- (a) All former or serving members of the Canadian Armed Forces who served with the United Nations in Korea or in Korean waters between June 1950 and December 31, 1955;
 - (b) Veterans who served with a United Nations member nation in Korea or Korean waters during that time period;
 - (c) Korean nationals who served in the Republic of Korea armed forces during the same time period;
 - (d) Members of the ancillary units such as, but not limited to, the Red Cross, Salvation Army and Merchant Navy supporting United Nations forces in Korea during the same time period; or
 - (e) Veterans not included above who received or are eligible to receive the Canadian Volunteer Service Medal for Korea.

5. The following shall be eligible for Honorary membership:
Those not otherwise qualified who, by reason of their interest in and service to veterans and their families and the work of KVA Can., deserve such honour, and whose acceptance is approved by the National Council.

DRESS

6. Detailed Dress Regulations and Orders of Dress will be issued by the National Council on the recommendation of the Sergeant at Arms.
7. Medals and Decorations: Where appropriate, the standard issue medals and/or decorations will be worn. Miniature medals may be worn at social functions. KVA Can. or other similar Association awards are not to be worn on the same bar as official medals, but will be worn separately on the right breast. Only those medals approved for wear by KVA Can. will be worn with KVA Can. dress.

ORGANIZATION

8. The head office of the Corporation shall be in the province of Ontario.
9. The Corporation will consist of a National Council, several Regional Councils across Canada and Units as authorized by the National Council.

NATIONAL COUNCIL

10. (a) The National Council shall constitute the Association's Board of Directors, and shall consist of:
- (i) A National President, elected by the membership, and
 - (ii) A National Vice-President, elected by the membership, and
 - (iii) The Five Regional Presidents.
 - (iv) The National Council may appoint a National Secretary, a National Treasurer, a Sgt. at Arms and Chairmen. The appointees shall have no right to vote on Council matters.
- (b) The term of office for each member shall be two years, or until a successor is elected or appointed.
11. The office of any National Council member shall automatically be vacated:
- (a) if a member resigns his office by delivering a written resignation to the Executive Secretary of the Corporation;
 - (b) if he is found to be a lunatic or becomes of unsound mind;
 - (c) on death; or
 - (d) if at a general meeting of members a resolution is passed by two-thirds (2/3) of the members present at the meeting, that he be removed from office. Provided that if any vacancy shall occur for any reason in this paragraph contained, the National Council members, by majority vote or by appointment may fill the

vacancy with a member of the Corporation for the unexpired portion of the term.

12. (a) Meetings of the National Council may be held at any time and place to be determined by the National Council. Seven (7) clear days written notice of such meeting or fourteen (14) days if sent by mail shall be provided to each Council member.
 - (b) There shall be at least one meeting per year of the National Council.
 - (c) A quorum for a National Council meeting shall be fifty percent (50%) or a majority of eligible voting members.
13. National Council members, as such, shall not receive any stated remuneration for their services, but by resolution of the National Council, expenses for their attendance may be allowed at each regular or special meeting of the National Council. Nothing herein contained shall be construed to preclude any National Council member from serving the Corporation as an officer or in any other capacity and receiving compensation therefore. No Council member shall directly or indirectly receive any profit from his position as such; provided that a National Council member may be paid reasonable expenses incurred by him in the performance of his duties; and provided further that any National Council member who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business conducted in connection with the administration of the affairs of the Corporation.
14. A retiring National Council member shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.
15. The National Council may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the National Council at the time of the appointment or thereafter.
16. The remuneration of all officers, agents, employees and committee members shall be fixed by the National Council by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall either be confirmed by the members or such remuneration shall cease to be payable from the date of such meeting of members.
17. The National Council of the Corporation shall administer the affairs of the Corporation in all things and may cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and,

save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Corporation is by its Charter or otherwise authorized to exercise and do.

18. The National Council shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Council shall have the power to make expenditures for the purpose of furthering the Aims and Purposes of the Corporation. The Council may enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be available for the benefit of promoting the interest of the Corporation in accordance with such terms as the National Council may prescribe.
19. The National Council shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Aims and Purposes of the Corporation.
20. The elected Officers shall hold office for two years commencing on the 1st of January of the year following their election or unless they are removed from office by a two thirds (2/3) vote of the National Council.

DUTIES OF OFFICERS

21. (a) The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and of the National Council. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the National Council are carried into effect.
(b) The Vice-President shall, in the absence or incapacity of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as shall from time to time be imposed upon him by the National Council.
22. The Treasurer shall have the custody of the funds and the securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company or, in the case of securities, in such registered dealer in securities, as may be designated by the National Council from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority, taking vouchers for such disbursements, and shall render to the President and Council members at the regular meeting of the National Council, or whenever they may

- require it, an accounting of all transactions and a statement of the financial position of the Corporation. He shall also perform such other duties as may from time to time be directed by the National Council.
23. The Executive Secretary shall be empowered by the National Council to carry out the affairs of the Corporation, generally under the supervision of the officers thereof. He shall attend all meetings of the National Council and general meetings and conventions. He will prepare the meeting agenda and will record and distribute the meeting minutes. He shall be the custodian of the Seal of the Corporation, which he shall deliver only when authorized by a resolution of the National Council to do so, and to such person or persons as may be named in the resolution.
 24. The Sergeant at Arms shall be responsible for the dress, deportment and ceremonial of the Corporation. He will maintain custody of the flags, regalia and ceremonial accoutrements. He will be responsible for registering attendance, control of the Colour Party and general discipline at National meetings.
 25. The duties of other officers of the Corporation shall be such as the terms of their engagement call for or the National Council requires of them.

REGIONS

26. (a) A Region consists of two or more Units of the Corporation located in the same province, group of provinces and/or territories.
 (b) Each Region shall be administered by a Region Executive of at least five officers, including an elected President and Vice-President. A Secretary, Treasurer and Sergeant at Arms shall be appointed or elected at a Regional General Meeting in accordance with Regional by-laws and regulations.
 (c) The Region President shall be an ex-officio member of the National Council.
27. The Region President, in consultation with the officers of the Region shall establish the number of Directors required to adequately administer the Region. Regions will function in accordance with By-laws of the Corporation and shall be responsible to the Corporation. They may establish Regional By-laws, a copy of which will be forwarded for National Council approval prior to their implementation.

REGIONAL COUNCIL

28. A Regional Council consists of:
 - (a) A President;
 - (b) A Vice-President;
 - (c) Officers described in paragraph 26(b) above;
 - (d) Regional Directors, elected in accordance with paragraph 26 above.

29. The Regional Council will assist and coordinate the efforts of Units within the regional area to achieve and maintain the Aims and Purposes of KVA Can.

UNITS

30. (a) A group consisting of five or more eligible members of the Corporation may make application to their Region for authority to form a Unit of KVA Can. Following Region approval and ratification by the National Council, a Charter will be issued to the new Unit of KVA Can.
- (b) Each Unit shall be administered by an Executive consisting of at least three members (President, Vice-President and Secretary/Treasurer). The Charter application shall include the names of the proposed Executive members.
- (c) Except for members of the Heritage Unit, a member's name shall appear on the nominal roll of only one Unit.
- (d) Units may produce their own By-laws, which shall not conflict with National and Regional By-laws, rules and regulations.

MEETINGS

GENERAL MEETINGS

31. The annual or any other general meeting of the members shall be held in such a place and on such a day, as the National Council shall determine.
32. At every Meeting or Convention, in addition to any other business that may be transacted, the reports of Officers, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. Members may consider and transact any business either special or general at any annual meeting of the members.
33. The National Council, President or Vice-President, may call at any time a special general meeting of the members of the Corporation, at which time he will provide enough information on the topic for discussion to enable members to prepare for the meeting.
34. (a) Thirty (30) days prior written notice shall be given to each member of any annual or Special General meeting of members. The notice of the meeting shall contain an agenda of the business to be transacted and supporting documents where required. For the purpose of sending notice to any member or officer, the address used shall be the last address recorded on the books of the Corporation.
- (b) Each Unit is entitled to two voting delegates. Each Unit unable to send delegates to a General meeting shall be entitled to grant a proxy to another delegate of the same Region to vote and participate in all or part of the proceedings of the meeting. The written proxy must be witnessed by an Officer of the Unit and delivered to the Executive Secretary prior to the commencement of the meeting. A person appointed as a proxy must be a member of the Corporation and may

only exercise it if the issuing Unit is not represented at the meeting. The Executive Secretary shall provide the appropriate proxy form upon request.

35. No error or omission in giving notice of any annual or Special General meeting, or adjournment thereof, to the members of the Corporation shall invalidate such meeting or may make void any proceedings taken thereat, and any member may at any time waive notice of such meeting and may ratify, approve and confirm any or all of such proceedings taken or had thereat.
36. (a) Five percent (5%) of the members of the Corporation may requisition the National Council to call a General Meeting of the members for any purpose connected with the affairs of the Corporation that is not inconsistent with the normal operation of the Corporation.
- (b) The requisition shall state the general nature of the business to be presented, and shall be signed by the requisitioners and deposited at the head office of the Corporation. It may consist of several documents in like form, each signed by one or more of the requisitioners.
- (c) Upon deposit of the requisition, the National Council shall forthwith call a General Meeting of the members for the transaction of the business stated in the requisition.
- (d) If the National Council does not within thirty (30) days from the deposit of the requisition call and hold the meeting, any of the requisitioners may call the meeting, which shall be held within sixty (60) days from the deposit of the requisition.
- (e) A meeting called under this section shall be called as nearly as possible in the manner prescribed under paragraph 40(a) of this By-law.
- (f) The Corporation may reimburse the requisitioners for any reasonable expenses incurred by them by reason of the action taken under sub-section (d) unless at the meeting the members by a majority vote reject such reimbursement.

NATIONAL CONVENTION

37. (a) The National Convention of the Corporation shall be composed of accredited delegates and the National Council and shall be convened every two years, in even-numbered years.
- (b) The National Convention shall deal with all resolutions and matters properly brought before it and shall establish the general policies of the Corporation. Elections for the positions of President and Vice-President will take place at the National Convention.
- (c) Each Unit will be entitled to two voting delegates. In addition, National Council Members and past National Presidents will each have a vote in their own right. Delegates must have a vote in their own right. Delegates must be members of the Association in good standing.

- (d) Immediately following selection of Unit delegates to a National Convention, Units shall submit to their Regional President and the National Executive Secretary the names of the Unit accredited delegates on a credential form authorized by the National Council.
- (e) Proxies are acceptable if elected delegates are unavoidably unable to attend the Convention. They may be exercised by delegates from the same Unit or by any other Corporation members in good standing.
- (f) Two months before the opening date of the National Convention, the National Council shall appoint from among the delegates such committees as may be necessary for the conduct of the business of the Convention.
- (g) The National Convention shall not be held in the same Region on any two consecutive occasions unless a Convention Committee rules that there are no other acceptable locations.
- (h) The National Convention shall replace the Annual General Meeting in even-numbered years.
- (i) The Rules of Order governing the handling of National Convention business shall be approved at the Convention as its first order of business. The proposed Convention Rules of Order, as approved by the National Council, shall be furnished to the Regions at least two months prior to the opening date.
- (j) Written resolutions to a National Convention shall be submitted to the Executive Secretary seven (7) days prior to the opening of the Convention and such resolutions must first be approved by the Executive Secretary for consideration.
- (k) Emergency resolutions may be presented to the floor of the National Convention but shall not be dealt with until accepted by a majority of the Convention.
- (l) A quorum for a National Convention shall be fifteen (15) percent of eligible delegates in attendance or represented by proxy.

SPECIAL NATIONAL CONVENTIONS

- 38. (a) A Special National Convention shall be held at the request of the National Council provided that two-thirds (2/3) of the National Council vote in favour of such a Convention.
- (b) Special National Conventions shall be composed of delegates as for normal National Conventions.

VOTING OF MEMBERS

- 39. At all meetings of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by the By-laws of the Corporation.

FINANCIAL

FINANCIAL YEAR

40. Unless otherwise ordered by the National Council the fiscal year of the Corporation shall end on August 31st.

AUDITORS

41. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation until the next annual meeting. The remuneration of the auditor shall be fixed by the National Council.

INDEMNITIES TO DIRECTORS AND OTHERS

42. Every National Council member or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in any respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or, in respect of such liability, and
 - (b) all other costs, charges and expenses which he sustains or incurs in relation thereto except such costs, charges or expenses as are occasioned by his own willful neglect or default.

BOOKS AND RECORDS

43. The National Council shall ensure that all necessary books and records required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept and shall be produced on demand of the Corporation if so requested.

APPOINTMENT OF COMMITTEES

44. The National Council may appoint committees whose members will hold their office at the will of the National Council.

TERMINATION OF A UNIT

45. (a) No Unit of the Corporation shall be terminated except by permission of the National President who shall have previously conferred with and received a positive vote from the National Council to do so.

- (b) If for any reason a Unit of the Corporation is to be terminated, it shall be the duty of the last elected President of that Unit, or in his stead, the last elected Vice-President of that Unit, to
 - (i) inform the National President of the full circumstances regarding the proposed closing of the Unit as soon as possible after the decision has been made by the Executive of the Unit to cease operating under its Charter;
 - (ii) A Unit may purchase Heritage Unit memberships for the remaining members of the Unit and close its bank account(s) and forward any remaining funds together with a bank statement(s) to the National Treasurer of the Corporation as soon as possible after notification by the National President to terminate the Unit, and
 - (iii) forward the Unit's Charter, all flags of the Unit's Colour Party and any other noteworthy memorabilia of the terminated Unit to such organization or person as may be designated by the National Council, for preservation or safe-keeping, as soon as possible after notification by the National President to terminate the Unit.
- (c) The National Secretary shall inform all other remaining Units of the Corporation, in writing, of the termination of the Unit.

RULES AND REGULATIONS

- 46. The National Council may prescribe such rules and regulations not inconsistent with the By-laws of the Corporation relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed or failing such confirmation, cease to have any force and effect.
- 47. Regions may institute Regional rules and regulations provided they do not conflict with National rules and regulations or By-laws of the Corporation. All Regions, Units and Members of KVA Can. are governed by the By-laws, rules and regulations of the Corporation.

EXECUTION OF DOCUMENTS

- 48. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two Officers appointed by the resolution of the National Council and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The National Council shall have the power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents or instruments in writing. The National Council may give the Corporation's power of attorney to any registered dealer in securities for the purpose of transferring or dealing with any stocks, bonds or other securities of the Corporation. The seal of the Corporation may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the National Council.

AMENDMENT OF THE BY-LAWS

49. The By-laws of the Corporation may be repealed or amended by a majority vote of the members of the National Council and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting delegates present providing that the enactment, repeal or amendments of such By-law shall not be effective until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

INTERPRETATION

50. In this By-law and in all other By-laws, rules or regulations of the Corporation hereinafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or female gender, as the case may be, and the reference to persons shall include firms and corporations.

The above amendments were approved by the General Meeting of members on September 16, 2006.

The amendments have received Ministerial approval as of November 6, 2006.

November 10, 2006

Signed _____
Les Peate
President

Gordon JH Strathy
Secretary