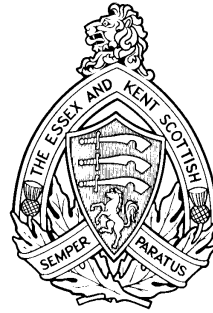


THE ESSEX AND KENT SCOTTISH REGIMENT ASSOCIATION

GENERAL BY-LAWS

(Last amended at a General Meeting on November 18, 2010)

(file: By-Law 15)



The Essex and Kent Scottish Regiment Association

To whom it may concern:

Enclosed are the official by-laws of The Essex and Kent Scottish Regiment Association originally approved at a General Meeting on 19 March 1994 and last amended on 18 November 2010. These by-laws are effective until further amended.

The Association is a corporation without share capital in the Province of Ontario registered as Ontario Corporation Number 1033039 and officially called “**The Essex and Kent Scottish Regiment Association**”. Letter patent creating the corporation were approved on 23 November 1993.

The Association was approved as a charitable organization by Canadian Revenue Agency on 12 April 1996. The Federal Business Number 88839 8864 RR0001 was assigned on 1 October 1998.

Semper Paratus,

original signed by

F. Hardy Wheeler, Director

24 November 2010

Date

THE ESSEX AND KENT SCOTTISH REGIMENT ASSOCIATION

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(Amended 18 November 2010)

THE ESSEX AND KENT SCOTTISH REGIMENT ASSOCIATION

GENERAL BY-LAWS

BY-LAW ONE - GENERAL

101. NAME

1. The Essex and Kent Scottish Regiment shall be hereinafter referred to as "The Regiment".
2. The name of the Association shall be recognized as "THE ESSEX AND KENT SCOTTISH REGIMENT ASSOCIATION."

102. PURPOSE AND OBJECTIVES

1. The Association is established to foster, maintain and promote the tradition and well being of The Regiment.
2. The objectives of the Association are to:
 - a. bond together those who have had the distinction of serving with The Essex and Kent Scottish Regiment and the regiments which are perpetuated, namely The Essex Scottish Regiment and The Kent Regiment.
 - b. retain the unity, fellowship and communication of those who have served together in The Regiment, in order to preserve the historic and cultural ties and traditions of The Regiment.
 - c. promote unity and fellowship among serving and former serving members to preserve the history and traditions of The Regiment.
 - d. promote and encourage, through public education, the historic and cultural significance of The Regiment, in the community.
 - e. provide and operate a public repository of The Regiment's history, tradition and military lore.
3. The Association shall be carried on without the purpose of gain for its members and any profits or other accretions to the Association shall be used in promoting its objects.

103. AMENDMENT

The by-laws may be amended by a majority vote at any general meeting after due notice of the proposed amendment has been circulated among the members not later than 14 days prior to the date of the meeting at which the amendment is to be considered.

PASSED AT A BOARD OF DIRECTORS MEETING: 27 November 1993

PASSED AT A GENERAL MEETING: 19 March 1994

AMENDED AT AN ANNUAL GENERAL MEETING: 23 November 1996

AMENDED AT AN ANNUAL GENERAL MEETING: 18 November 2000

AMENDED AT AN ANNUAL GENERAL MEETING: 20 November 2002

AMENDED AT AN ANNUAL GENERAL MEETING: 18 November 2004

AMENDED AT AN ANNUAL GENERAL MEETING: 15 November 2007

AMENDED AT AN ANNUAL GENERAL MEETING: 20 November 2008

AMENDED AT AN ANNUAL GENERAL MEETING: 18 November 2010

BY-LAW TWO - MEMBERSHIP

201. ELIGIBILITY

1. The following shall be eligible for membership:
 - a. all serving members of The Regiment;
 - b. all former serving members of The Regiment or members of regiments having an alliance with The Essex and Kent Scottish Regiment who have been honourably discharged from the forces;
 - c. all former serving members of The Essex Scottish Regiment and The Kent Regiment who have been honourably discharged from the forces;
 - d. all serving or former serving members of the Canadian, Commonwealth or Allied Forces who are or were attached to The Regiment;
 - e. widows, widowers or immediate family members of previously eligible members of the Association;
 - f. any person having an interest in or who has performed a service for The Regiment; and
 - g. such other persons approved by the Board.
2. Active membership shall be continuous, subject to payment of current fees or subscription. The Board of Directors, in its discretion, by unanimous vote may revoke membership.

202. TYPES OF MEMBERS

1. There shall be three types of membership recognized by the Association. They are:
 - a. Patrons - any member with a significant national, provincial or local community position who may be in a situation to lend practical, prestigious or monetary support to the Association. Patrons will have the same privileges and obligations as Ordinary Members but shall be exempt from annual subscription. Patron status may be bestowed only by a majority vote at a General Meeting.

- b. Ordinary Membership - any person who meets the qualifications as outlined in Article 201 and is willing to abide by the aim and objectives of the Association. An Ordinary Member has the full privileges of the Association.
- c. Life Membership - any person who meets the requirements to be an Ordinary Member and pays the subscription established for life membership in the Association. All Life Memberships shall be reported to the members at a General Meeting. Life Membership in any other association or mess does not entitle a member to be a Life Member of this Association.

2. The Ordinary or Life Membership of a deceased member of the Association may be assumed by a surviving spouse or family member. Membership cannot be further transferred. (Amended 20 November 2008)

203. HONORARY APPOINTMENTS

1. An Honorary Life Member may be appointed by the Board of Directors in recognition of outstanding services rendered in the Association or The Regiment for a period of at least five (5) years. There can be no more than ten (10) Honorary Life Members at any one time. Life Membership in any other regimental association or mess does not entitle a member to be an Honorary Life Member of this Association. (Amended 23 November 1996)

2. All honorary appointments will enjoy the privileges of an Ordinary Member and will not be required to pay annual subscription. All honorary appointments shall be reported to the members at a General Meeting. Nominations of deserving members for honorary appointments may be submitted to the Board of Directors by association members.

204. SUBSCRIPTION

The annual fee for Ordinary Membership and one-time fee for Life Membership in the Association shall be an amount determined at a General Meeting of the Association. Ordinary Membership fees are due and payable the first day of June every two years, on the even year.

205. MEMBERSHIP CARDS

The issue of membership cards shall be in a format approved by the Board of Directors and controlled by the Association Secretary. (Amended 20 November 2008)

BY-LAW THREE - DRESS

301. INTRODUCTION

The Association will promulgate the use of symbols and insignia specific to the Regiment in their promotion of the objectives of the Association.

302. HEADDRESS

The official headdress of the Association is the diced glengarry worn by The Regiment with the regimental cap badge. Former or serving pipers may wear a black glengarry with a cock tail feather and regimental cap badge.

303. TIE

1. The official tie of the Association is the Clan MacGregor tie. (Amended 20 November 2008)
2. Former and serving members of The Regiment may wear the regimental tie which was or is in wear during the time of their service. These include but are not limited to the tie of The Regiment (also worn by The Kent Regiment and the Queen's Own Royal West Kent Regiment), Rob Roy MacGregor tie, the Brigade of Guards tie (also worn by the Essex Regiment) or the Hunting MacGregor tie. (Amended 20 November 2008)

304. BLAZER BADGE

Members of the Association may wear, on their blazer, the embroidered Regimental cap badge. Members may also wear the regimental blazer crest or badge as entitled on their retirement.

305. MEDALS AND DECORATIONS

On Association parades, the standard issue pattern of full size medals and/or decorations (preferably court mounted) may be worn on the outer garment.

(Intentionally left blank)

BY-LAW FOUR - ORGANIZATION

401. REGIMENTAL EXECUTIVE

1. A Regimental Executive shall be formed to provide guidance and assistance to the Board of Directors on matters such as the Association objectives, background, past policy, financial planning and recommendations on new policies or objectives. The composition of the Regimental Executive is the prerogative of the Commanding Officer. (Amended 20 November 2008)

2. The Executive shall be comprised of:

- a. chair who shall be the Honorary Colonel of The Regiment;
- b. three members who shall be:
 - (1) the Honorary Lieutenant-Colonel of The Regiment,
 - (2) the serving Commanding Officer, and
 - (3) President of the Association.

402. BOARD OF DIRECTORS

1. The Association shall be administered by a Board of Directors elected by a simple majority of members from the membership at a General Meeting. The Board may from time to time enact additional By-Laws or amend existing By-Laws, subject to confirmation by the members at a general meeting in accordance with Article 103. The Board will supervise the activities of committees appointed by the Board and act as trustees to any trust funds created by the Association.

2. The Board of Directors shall be members of the Association and be comprised of:

- a. the immediate outgoing past president;
- b. up to thirteen (13) members elected by the membership;
- c. solely at his discretion the CO may appoint one serving officer and one serving non-commissioned member; and
- d. to satisfy the representative needs of the serving and non-serving members, and the rank structure of the Regiment, included in the sixteen people above shall be one serving officer, one serving non-commissioned member, two

former officers and two former non-commissioned members. (Amended 18 November 2010)

3. No member of the Board who is a serving member of the Regiment shall be elected President or Vice-President.
4. If a vacancy occurs among the Officers and Directors, the Board may appoint a replacement for the remainder of an unexpired term of office.
5. The Officers of the Board shall be:
 - a. the President;
 - b. the Vice-President; and
 - c. the Secretary and the Treasurer; or
 - d. a Secretary/Treasurer.
6. No Director shall be permitted to vote by proxy.
7. The terms of office for the members of the Board, less the immediate past president, shall be for two years. There is no limitation on the total years served on the board; however, the board should reflect a variety of experience and time already served on the board. Where possible, the President will have served in some other position on the Board. (Amended 18 November 2010)
8. The Board may appoint committees of members which may include Officers and Directors to conduct any business of the Association.
9. The Board shall receive no remuneration for their services. No Director shall directly or indirectly receive any profit from their position providing that Directors may be paid reasonable expenses incurred by them in the performance of their duties.
10. The members of the Association, by resolution adopted by at least two-thirds (2/3) of the votes cast at a General Meeting of the Association, held at any time at which notice specifying the intention to pass such resolution has been given, may remove any Officer or Director before the expiration of his term of office, and by a majority of the votes cast at such meeting may elect any person in his place and stead for the remainder of the term.
11. Protection. No Director or Officer of the Association shall be liable for:
 - a. the act, deceit, neglect or default of any other Director or Officer, or for joining in any deceit or other act for conformity; or

- b. for any loss, or expense occurring to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested; or
- c. for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Association shall be deposited; or
- d. for any loss occasioned by an error in judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

12. Indemnity. Every Director or Officer, or former Director or Officer of the Association and their heirs, executors and administrators, and estate and effects respectively, at all times shall be indemnified and saved harmless out of the funds of the Association, from and against:

- a. all costs, charges and expenses whatsoever which are sustained or incurred in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in 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; and
- b. all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs there of; except such costs, charges or expenses as are occasioned by his own willful neglect, default or dishonesty.

13. The following, who are not members of the Board of Directors, will be extended an invitation to all meetings of the Board as non-voting observers and receive minutes of the meeting:

- a. The serving Commanding Officer of The Regiment;
- b. The serving Regimental Sergeant-Major;
- c. the current Honorary Colonel; and
- d. the current Honorary Lieutenant-Colonel. (Amended 20 November 2008)

14. Any member of the Association, upon request, may receive a printed or electronic copy of minutes of any Association meeting. (Amended 20 November 2008)

403. DUTIES OF IMMEDIATE PAST PRESIDENT

The immediate outgoing past president shall:

- a. appoint and chair a nominating committee for the Board of Directors; and
- b. provide a report on the recommendation of the nominating committee to the Board of Directors and the membership at a General Meeting.

404. DUTIES OF PRESIDENT

The President shall:

- a. call and chair all meetings of the Board;
- b. have a casting vote when necessary to establish a majority of the Board;
- c. ensure the proceedings of Board Meetings are recorded and shall approve and sign the minutes;
- d. report on the activities of the Board at all General Meetings;
- e. call and preside at all General Meetings;
- f. ensure the proceedings of General Meetings are recorded, and shall approve and sign the minutes;
- g. seek the advice of the Regimental Executive on behalf of the Board of Directors on matters such as the Association objectives, background, past policy and financial planning, as well as any matter of concern to the Board of Directors;
- h. have the general management and direction of the Association's business and affairs with the authority to appoint and remove any and all employees and agents of the Association not elected or appointed directly by the Board and to settle the terms of their employment and remuneration; and
- i. ensure the safe-keeping and accounting of all funds and property including funds and property held in trust.

405. DUTIES OF VICE-PRESIDENT

The Vice-President shall:

- a. be prepared to assume the duties of the President in the absence of the President;
- b. assume the authority of the President when acting on behalf of or in the stead of the President;
- c. normally be chair of the Finance Committee;
- d. be a member of the Artifacts Committee;
- e. present a budget, recommended by the Finance Committee, for acceptance by the Board of Directors and approval of the membership at a General Meeting;
- f. assist the President in the preparations of the General and Board of Directors meeting agendas. (Amended 18 November 2010)

406. DUTIES OF SECRETARY

The Secretary shall:

- a. maintain an up-to-date record of members, together with their addresses;
- b. record the proceedings of all meetings in a Minute Book;
- c. sign the Minutes of the Board and General Meetings and present them to the President as soon as possible after a meeting;
- d. be charged with the safe-keeping of the Minute Book, the By-Laws, and with entering approved amendments thereto;
- e. be responsible for the conduct of the correspondence of the Association; and
- f. be responsible for the control and issue of the Association membership cards. (Amended 20 November 2008)

407. DUTIES OF TREASURER

1. The Treasurer shall:
 - a. ensure the accounts of the Association are kept by means of a suitable double entry system of accounting;
 - b. prepare financial statements for General Meeting and for meetings of the Board;
 - c. be responsible for the handling and safe-keeping of cash;
 - d. make suitable arrangements for the safe-keeping of financial documents, vouchers and investment portfolio; and
 - e. maintain a record of property owned by the Association or held in trust by or on behalf of the Association. (Amended 18 November 2010)
2. A bookkeeper, with or without remuneration, may be hired or appointed by the Board of Directors to assist the Treasurer. (Amended 20 November 2008)

408. VARIATION OF DUTIES

From time to time the Board may vary, add to or limit the powers and duties of any officer, subject to approval of the membership at the next General Meeting.

409. COMMITTEES

1. The Board of Directors may appoint committees of members which may include Officers and Directors to conduct business of the Association.
2. The committees appointed by the Board may include but are not limited to the following:
 - a. finance;
 - b. membership;
 - c. reunion;
 - d. customs and dress;
 - e. artifacts; and

f. nomination.

3. The serving Commanding Officer may appoint committees of serving members to assist in regimental affairs and/or advise the Regimental Executive. The composition and duties shall be determined by the serving Commanding Officer. (Amended 20 November 2008)

410. FINANCE COMMITTEE

1. The Finance Committee is responsible to the Board for the efficient management of funds or fund-raising activities placed under their control. This committee is normally chaired by the Association Vice President and will include the serving Deputy Commanding Officer or his representative. (Amended 18 November 2010)

2. Any trust funds created by the Association will be administered by the Board of Directors on advice from the Finance Committee.

3. The Board of Directors will provide terms of reference and guidelines to the Finance Committee which may include but are not limited to:

- a. budget;
- b. specific fund-raising activities;
- c. planned giving, legacies and bequests;
- d. voluntary contributions by members; and
- e. insurance policies for regimental property, Director's liability and other insurance as needed.

411. MEMBERSHIP COMMITTEE

1. The Membership Committee is responsible to the Board for activities involving membership records, welfare and mailings of notices or newsletters. This committee is normally chaired by the Association Secretary. (Amended 20 November 2008)

2. The Board of Directors will provide terms of reference and guidelines to the Membership Committee which may include but are not limited to:

- a. maintaining up-to-date membership lists and membership records;
- b. coordinating hospital visits;

- c. tributes and congratulatory presentations;
- d. publication of a regimental newsletter; and
- e. providing comfort kits for serving members on overseas duty. (Amended 20 November 2008)

412. REUNION COMMITTEE

1. The Reunion Committee is responsible to the Board to plan and conduct any Regimental reunions as determined by the members. The serving Regimental Sergeant-Major is normally an ex-officio member of this committee. (Amended 20 November 2008)

413. CUSTOMS AND DRESS COMMITTEE

The Customs and Dress Committee is responsible to the Board for the recording and perpetuation of Regimental customs, traditions and dress. The committee may consult with the serving Adjutant and Regimental Sergeant-Major, and any former Regimental Sergeants Major and Pipe Majors. (Amended 20 November 2008)

414. ARTIFACTS COMMITTEE

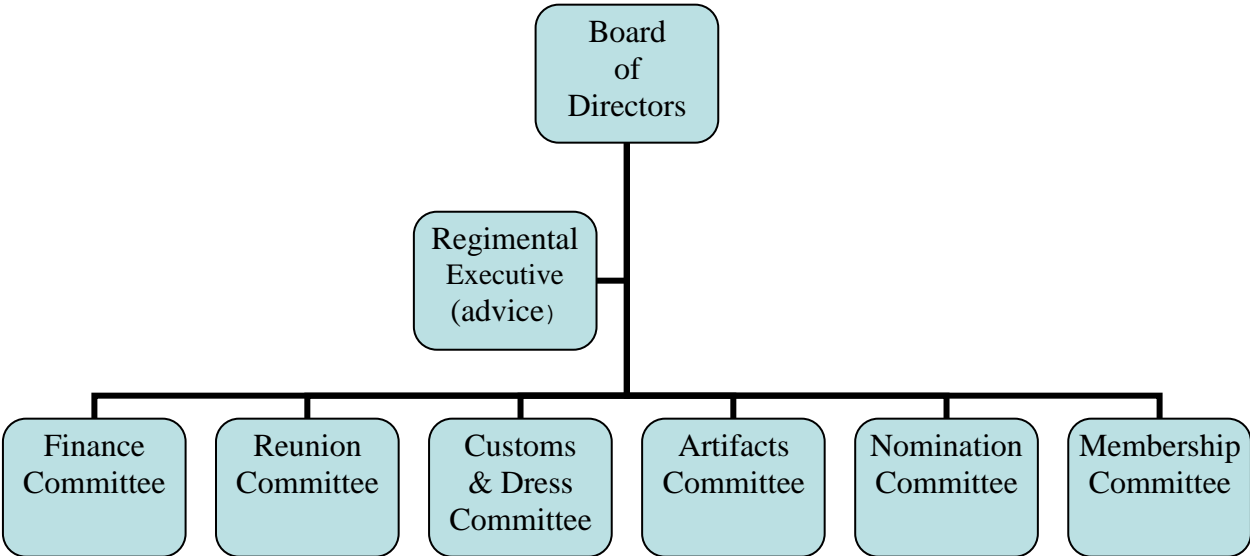
1. The Artifacts Committee is responsible to the Board for recording and disseminating the history of the Regiment. The serving Deputy Commanding Officer is normally a member of this committee. (Amended 18 November 2010)
2. Any Regimental non-public property held by the Association may be loaned to the Regiment and usually for a specific purpose or event, and period of time. (Amended 20 November 2008)
3. The Board of Directors will provide terms of reference and guidelines to the Artifacts Property Committee which may include but are not limited to:
 - a. receipt, documentation, safekeeping and display of all donated, loaned or owned historical items;
 - b. custody and maintenance of the Chapel;
 - c. recommending the appropriate insurance coverage of non-public property; and

- d. providing advice to the Board.

415. NOMINATION COMMITTEE

1. Sixty (60) days prior to the Annual General Meeting, where the election of members of the Board of Directors will be considered by the membership, the Immediate Past President of the Association shall chair a Nominating Committee for the purpose of submitting nominees for election as members of the Board. The chair may seek assistance from Association members. In its deliberations, the committee will consider experience and time already served on the Board. (Amended 18 November 2010)
2. In addition to those nominated for election as members of the Board by the Nominating Committee, members of the Association, at any time prior to the election of the members of the Board may submit nominations of members as Directors providing such nominations are accompanied by the written consent of the nominee and endorsed in writing by at least two (2) members of the Association.
3. The Chair of the Nominating Committee shall report to the Board.
4. The nominations submitted by this Committee for election as members of the Board shall be approved by the current Board before the slate of nominees is allowed to stand for election at the Annual General Meeting.

ORGANIZATION CHART
THE ESSEX AND KENT SCOTTISH REGIMENT ASSOCIATION



(Amended 18 November 2010)

BY-LAW FIVE - MEETINGS

501. CONDUCT

All meetings of the Association shall be conducted in accordance with Robert's Rules of Parliamentary Procedure.

502. CONVENING BOARD MEETINGS

1. The Board shall meet at the call of the President, but not less than bi-monthly.
2. A quorum of not less than one-half of board members plus one shall be required for the Board to conduct business. (Amended 20 November 2008)

503. PLACE AND TIME OF BOARD MEETINGS

Meetings of the Board may be held at a place and time designated by the President of the Board.

504. NOTICE OF BOARD MEETINGS

Notice of board meetings shall be forwarded by the Secretary to reach each member concerned not later than five (5) days prior to the date of such a meeting. The notice of a meeting may be waived with written consent of all board members.

505. INVITATIONS TO ATTEND

1. The following, who are not members of the Board of Directors, will be extended an invitation to all Meetings of the Board as non-voting observers:
 - a. The serving Commanding Officer of the Regiment;
 - b. The serving Regimental Sergeant-Major; and
 - c. The current Honorary Colonel and Honorary Lieutenant-Colonel. (Amended 20 November 2008)
2. Committees or members of committees of the Association, members of the Association or others who are not members of the Association may, at the call of the Board, attend as non-voting members to provide information or reports.

506. VOTES TO GOVERN - BOARD MEETINGS

At all Meetings of the Board, every question shall be decided by a majority of the votes cast by those present. In the event of a tie vote the President shall cast a deciding vote.

507. CONVENING OF GENERAL MEETINGS

1. All General Meetings of the Association shall be held at a place and time designated by the Board but not less than once in each calendar year. The Board will advise the Secretary at least thirty (30) days prior to the date of such a General Meeting. (Amended 20 November 2002)

2. General Meetings shall review financial statements and consider matters pertinent to the purpose of the Association. The Annual General Meeting shall consider the matters outlined at Article 512.

3. For the purpose of General Meetings, 10% of total membership present, in person, shall constitute a quorum. (Amended 20 November 2008)

4. A General Meeting shall be convened upon written requisition of not less than 25 members of the Association delivered to the Secretary.

508. PLACE AND TIME OF GENERAL MEETINGS

General Meetings of the Association shall normally be held on a weekday evening or a weekend at the location and hour designated by the Board. If practical, a General Meeting should be held in conjunction with the regimental reunion. (Amended 20 November 2008)

509. NOTICE OF GENERAL MEETINGS

Notice of General Meetings shall be sent in written form to each member not later than fourteen (14) days prior to the date of the meeting.

510. VOTING AT GENERAL MEETINGS

At all General Meetings, every question shall be decided by majority vote by those present.

511. VOTING BY PROXY

Proxy votes at meetings of the Board of Directors and General Meetings are not permitted.

512. AGENDA AT GENERAL MEETINGS

1. A member may place a motion before any General Meeting, if notice has been submitted in writing to the Board at least seven (7) days prior to the date of such a meeting.

2. The Agenda for a General Meeting will adhere to the format below.

- a. Call to Order and Opening Remarks;
- b. Reading of the Roll of Honour and a Moment of Silence;
- c. Introduction of Board of Directors;
- d. Minutes of previous meetings;
- e. Business arising out of the minutes;
- f. Treasurer's Report including:
 - (1) Finance Committee Report,
 - (2) Analysis and interpretation of the financial statements,
 - (3) Approval of financial statements and the report of the Auditor, and
 - (4) Approval of budget for the following year;
- g. Commanding Officer's Report;
- h. Honorary Colonel's Report;
- i. President's Report including:
 - (1) Board activities,
 - (2) Items previously outstanding or deferred, and
 - (3) Ratification of actions of the Board of Directors;

- j. Committee Reports;
- k. New Business including:
 - (1) Election of Board of Directors,
 - (2) Appointment of Auditor for the ensuing year,
 - (3) Appointment of Solicitor for the ensuing year, and
 - (4) Other business; and
- l. Adjournment. (Amended 20 November 2008)

BY-LAW SIX - FINANCIAL

601. GENERAL

1. The Association shall account for money and property in accordance with standard and accepted accounting procedures and shall maintain records in accordance with generally accepted accounting practices.
2. The Board shall designate a bank for the Association.
3. No expenditures shall be made without the authority of the Board.
4. Expenditures provided for in a budget, approved by the members at a General Meeting, shall be deemed to have been authorized by the Board, with the total of each item not to exceed the amount so approved by the members.
5. The assets of any other association, organization or trust shall not become the property of this Association unless approved by that other association, organization or trust.
6. The Association is subject to the Charities Accounting Act, the Charitable Gifts Act of Ontario and the Federal Income Tax Act.
(Amended 23 November 1996)
7. If it is made to appear to the satisfaction of the Ontario Minister of Consumer and Corporate Relations, upon report of the Public Trustee, that the Association has failed to comply with any of the provisions of the Charities Accounting Act and the Charitable Gifts Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor, to make an order under subsection 317(1) of the Corporations Act to cancel the Letters Patent of the Association and declare it to be dissolved.
8. Artifacts held in the collection have been donated by individuals or organizations for the purpose of placing these items in the Association's trust to ensure the perpetual care and stewardship that will enable them to be enjoyed by future generations. The Association's collection represents a legacy that, once lost, can never be replaced. (Added 15 November 2007)

602. FEES

1. The Board shall obtain approval of membership fees from the membership at a General Meeting.
2. The Board shall have authority to waive all or part of a member's fee for just

cause without notification to the membership.

603. CLUB FACILITIES

The Association may operate club facilities, subject to and in conformation with the legislation appropriate thereto.

604. EXPENDITURES

The Board shall pay out of the Association funds such expenses as are reasonable and necessary to conduct business of the Association.

605. BUDGET

The Board shall present a budget for the ensuing fiscal year at a General Meeting. The Board shall not propose to operate at a deficit.

606. FISCAL YEAR

The fiscal year for the Association shall be from 1 April to 31 March to permit financial statements to be reported by the date for Regimental reunions.

607. BANKING

1. The banking business of the Association shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution.

2. All banking business shall be transacted on the Association's behalf by such persons as the Board may designate, direct or authorize from time to time by resolution.

3. To facilitate such banking business, the designated persons may act without restriction, to the extent therein provided, concerning:

- a. the operation of the Association's accounts;
- b. the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptance, bills of exchange and orders for the payment of money;
- c. giving of receipts for the orders relating to any property of the Association;

- d. the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and
- e. the authorizing of any officer of such bank to do any act or thing on the Association's behalf.

608. SIGNING AUTHORITIES

1. Cheques, deeds, transfers, assignments, contracts and obligations on behalf of the Association shall be signed by:
 - a. one of the President, Vice-President or a designated member of the Board; and
 - b. one of the Secretary or the Treasurer; or
 - c. one of the Secretary-Treasurer or other designated member.
2. In addition, the Board may, at any time and from time to time, direct the manner in which the person or persons by whom any particular deed, transfer, assignment, contract or obligation of the Association or any class thereof may or shall be signed.
3. Official charitable receipts prepared for the purposes of the Income Tax Act shall be signed by one of the Secretary, Treasurer, President or Vice President. (Amended 23 November 1996)

609. BORROWING

1. Any action to borrow from a bank or other lending institution shall be approved by the members.
2. The borrowing power of the Association shall be in accordance with section 59 of the Corporations Act and limited to borrowing money for current operating expenses, provided that the borrowing power of the Association shall not be so limited if it borrows on the security of real or personal property.

610. FINANCIAL STATEMENT

1. The membership shall in each year at a General Meeting appoint an accountant for the ensuing year for the purposes of conducting an audit or review of the books and accounts, and preparing the annual financial statements for the Board. (Amended 20 November 2008)

611. DISSOLUTION

1. The responsibility of stewardship, hence the role of the Board of Directors will continue until money and the artifact collection are fully dispersed. Upon the dissolution of the Association and after payment of all debts and liabilities, its remaining money and property shall be distributed or disposed of in Canada in the following manner and order of precedence:

- a. Money shall be distributed or disposed of, as determined by the Board, to charitable organizations which carry on their work solely in Ontario;
- b. When distributing or disposing of the artifact collection the prime consideration will be the origin of the artifact. For example, property of the former Kent Regiment will be displayed and retained in the Municipality of Chatham-Kent and the former Essex Scottish property will be displayed and retained in Essex County. (Amended 18 November 2010)
- c. The collection will be offered, in its entirety, as a gift, along with all relevant documentation to the Scottish Borderers Foundation. Reasonable time and means of notice, as determined by the Board, will be allowed in order to carry this out;
- d. The collection will be offered, in its entirety, as a gift, along with all relevant documentation to The Essex and Kent Scottish Regiment or such military unit that perpetuates that regiment. Reasonable time and means of notice, as determined by the Board, will be allowed in order to carry this out;
- e. The collection, or parts thereof, will be offered, as a gift, along with all relevant documentation to publicly accountable heritage institutions in Windsor-Essex and Chatham-Kent. Preference on what artifacts go to what museum will be based on the origin of the artifact. Reasonable time and means of notice, as determined by the Board, will be allowed in order to carry this out;
- f. The collection, or parts thereof, will be offered for sale at public auctions. In order to ensure the historical integrity of the pieces sold, all accompanying documentation that would normally be available will be included with the sale of items. Funds generated from the sale of the collection will be distributed as in sub-para a. Disposal will not be made directly to a member or former member of the Association or Regiment, or the families or other representatives of such persons; (Amended 15 November 2007)

2. Disposal of assets other than the collection will be carried out as determined by the Board. (Amended 15 November 2007)

612. TRUST FUND

1. Charitable donations made to the Association for a specific purpose shall be segregated from other donations and funds of the Association.
2. A Trust Fund may be created for the long term benefit of The Regiment or the Association, for significant projects and approved by members at a General Meeting. The Trust shall be segregated from other funds of the Association. Expenditures from the Trust shall be approved by the Board of Directors and reported to the members at the next General Meeting. (Amended 20 November 2008)

(End of by-laws)