



746 ROYAL CANADIAN AIR CADET SPONSOR COMMITTEE

Constitution & Bylaws

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Constitution

Part 1 Name

The name of the organization shall be the **746 ROYAL CANADIAN AIR CADET SPONSOR COMMITTEE**.

Part 2 The Purposes of the Society

The purposes of the Society are:

- 2.1 To facilitate, support, promote and carry out the activities and programs of the Air Cadet League of Canada within the province of British Columbia at the local community level, as well as to fund and supply equipment and facilities which are necessary to such activities and programs, all with the intent to promote national, patriotic, charitable, and educational purposes.
- 2.2 To receive bequests, trusts, funds and property and to hold, invest, administer and distribute funds and property for the purposes of the Society as presently set out and for such other purposes and activities which are authorized for registered charities under the provisions of the Income Tax Act. The Directors in their sole and absolute discretion may refuse to accept any bequests, trusts, funds or property; and,
- 2.3 To exercise all powers as are necessarily ancillary to the fulfillment of the purposes of the Society; including, without limitations, the following powers:
 - a) Ensure adequate cadet quarters allowing for the appropriate management and teaching of the training program;
 - b) Make the necessary arrangements, when required, to provide adequate quarters during special activities;
 - c) Ensure the availability of the funds required to finance the cadet needs and activities;
 - d) Organize fund-raising campaigns;
 - e) Assume the management of the Society's funds;
 - f) Make known to the general public the goals and activities of the Air Cadet program and Squadron and ask for their support;
 - g) Organize, with the Squadron Commanding Officer's support, the recruiting of new cadets and look for new members to serve on the Sponsor Committee and as Squadron Staff when required.

Part 3 Powers and Perpetual Succession

The Society shall have perpetual succession and has power to acquire by purchase, gift, devise, bequest, trust agreement, contract or otherwise, real and personal property within and without the province, and may hold, sell, dispose of, exchange, mortgage, lease let, improve and develop any such property, and without restricting the generality of the foregoing, may acquire in any way or ways real and personal property for the purpose of funding the purposes of the Society and deal with any and all such property as is empowered by this section. This paragraph shall be unalterable.

Part 4 Not for Profit

The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. This paragraph shall be unalterable.

Part 5 Wind-up or Dissolution

Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in winding up shall be distributed to such charitable organization or organizations having a similar charitable purposes. This paragraph shall be unalterable.

Bylaws

Part 1 Interpretation

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

1.1 In these bylaws, unless the context otherwise requires:

"Address of the Society" means the address of the Society as filed from time to time with the Registrar in the Notice of Address;

"Appointed Director" means a person appointed in accordance with these bylaws as an appointed Director or appointed as a replacement Director for an appointed Director;

"Board" mean the Directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

"Board resolution" means:

- 1) A resolution passed at a meeting of the Board by a simple majority of the votes cast by those Directors present and entitled to vote at such meeting; or
- 2) A resolution that has been submitted to all of the Directors and consented to in writing by all of the Directors who would have been entitled to vote on it in person at a meeting of the Board;

"Bylaws" means the bylaws of the Society as filed in the Office of the Registrar:

"Cadet" means a person of not less than twelve years of age but less than nineteen years of age who is properly enrolled in a cadet Squadron as authorized by the Department of National Defense.

"Chair" means the person elected to the office of President in accordance with these bylaws;

"Constitution" means the constitution of the Society as filed in the Office of the Registrar;

"Directors" means only those persons who have become either appointed, elected, founding or replacement Directors in accordance with these bylaws and have not ceased to be Directors, and a Director means any one of them;

"Elected Director" means a person elected as an elected Director in accordance with these bylaws or elected or appointed as a replacement Director for an elected Director;

"Income Tax Act" means the Income Tax Act R.S.C. 1975 (Supp.) C. I as amended from time to time;

“Member” means

- a) an applicant of a Society who has not ceased to be a member, and
- b) every other person who becomes a member in accordance with the bylaws.

“Ordinary Resolution” means

- a) a resolution passed in a general meeting of the Society by a simple majority of the votes cast by members in person or, if proxies are allowed, by proxy.
- b) A resolution that has been submitted to all the members and consented to in writing by 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society, or
- c) If a Society has adopted a system of indirect or delegated voting or voting by mail, a resolution passed by a simple majority of votes cast in respect of the resolution.

“Registered address” of a member means the member’s address as recorded in the register of members.

“Registrar” means the Registrar of Companies of the Province of British Columbia;

“Simple majority vote” means more than half of the votes cast by persons legally entitled to vote at a properly called meeting with a quorum present;

“Society” means the 746 Royal Canadian Air Cadet Sponsor Committee;

“Society Act” means the *Society Act of British Columbia* from time to time in force and all amendments to it;

“Special Resolution” means

- a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a Society who, being entitled to do so, vote in person or, if proxies are allowed, by proxy
 - i. of which the notice that the bylaws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a special resolution has been given, or
 - ii. if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days’ notice has been given,
- b) a resolution consented to in writing by every member of a Society who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of the Society and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Society, or
- c) if a Society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by at least 75% of the votes cast in respect of the resolution.

“Squadron” means 746 Lightning Hawk Royal Canadian Air Cadet Squadron or any successor thereto.

1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 **General Responsibilities**

2.1 All Society members have the same responsibilities concerning the Squadron’s goals, objectives and management.

2.2 All Society members should respect the sharing of duties and responsibilities between Society and Squadron personnel and not interfere in any way that could be deemed unreasonable.

2.3 The Society must ensure, along with the Squadron Commanding Officer that all activities organized by the Squadron for cadets are beneficial to the Air Cadets and respect the spirit of the organization.

2.4 Subject to the British Columbia *Society Act*, and the Constitution and Bylaws of the Society, the Directors:

- a. Must manage, or supervise the management of, the affairs of the Society, and;
- b. May exercise all the powers of the Society.

Part 3 Membership

- 3.1 Parents or legal guardians of cadets on the 746 Squadron roster as being active are eligible to be members of the Society. An eligible person may apply to the Directors for membership in the Society by an application form, and on acceptance by the Directors is a member.
- 3.2 Other persons, including organizations, may become members of the Society by submitting an application letter to the Board of Directors. The Board of Directors shall review the application, and if it is deemed to be beneficial to have the applicant be a member, the Board may accept that person as a member.
- 3.3 Every member must comply with the Constitution and these Bylaws.
- 3.4 The amount of membership dues, if any, shall be determined by the Board. In the absence of any determination of membership dues it shall be deemed that there are no annual or other membership dues. Once the amount of any membership dues has been determined, that amount shall be deemed to be the annual membership dues in each succeeding membership year until such amount is changed.
- 3.5 A person immediately ceases to be a member of the Society:
 - a. In the case of a parent or legal guardian, when their Cadet ceases to be listed on the Squadron roster as active; or
 - b. Upon delivering his/her resignation in writing to the Secretary of the Society, or by mailing, emailing or delivering it to the address of the Society; or
 - c. Upon his/her death; or
 - d. In the case of a Society upon dissolution, bankruptcy or receivership; or
 - e. Upon the expiration of the term currently determined stipulating the length of time for which he or she is to be a member; or
 - f. Upon being removed.
- 3.6 A member may be removed by an ordinary resolution of the members passed at a general meeting or by Board resolution.
 - a. The notice of ordinary or Board resolution for removal must be accompanied by a brief statement of the reasons for the proposed removal; and,
 - b. The person who is the subject of the proposed resolution for removal must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 3.7 The membership of a person in the Society is not transferrable.
- 3.8 All members shall be in good standing except a member who has failed to pay his or her current membership dues or any other subscription or any debt due and owing by such member to the Society, and such member is not in good standing as long as the debt remains unpaid.

Part 4 Meetings of Members

4. 1 The Secretary shall be responsible for making the necessary arrangements for:
 - a. The issuance of notices of meetings of members;
 - b. The keeping of minutes of all meetings of members; and
 - c. The maintenance of the register of members.
4. 2 General meetings of the Society must be held at the time and place, in accordance with the *BC Society Act*, that the Chair decides.
4. 3 The Secretary shall give not less than 14 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
4. 4 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
4. 5 (1) Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
4. 6 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
4. 7 The Chair may, when they think fit, convene an extraordinary general meeting.

Part 5 Proceedings at General Meetings

5.1 Special business is:

- 1) All business at an extraordinary general meeting except the adoption of rules of order, and
- 2) All business conducted at an annual general meeting, except the following:
 - i. The adoption of rules of order;
 - ii. The consideration of the financial statements;
 - iii. The report of the Directors;
 - iv. The report of the auditor, if any;
 - v. The election of Directors;
 - vi. The appointment of the auditor, if required;
 - vii. The other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

5.2 1. Business, other than the election of a Chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

2. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3. A quorum is 3 members or such greater number of members as has been set by the members by an Ordinary Resolution passed at a prior general meeting.

5.3 If within 30 minutes from the time appointment for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

5.4 Subject to bylaw 5.5 below, the Chair of the Society, the Vice-Chair or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.

5.5 If at a general meeting

- 1) There is no Chair, Vice-Chair or other Director present within 15 minutes after the time appointed for holding the meeting, or
- 2) The Chair and all the other Directors present are unwilling to act as the Chair, the members present must choose one of their number to be the Chair.

5.6 1. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

2. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

3. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

- 5.7 (1) A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 5.8 (1) A member in good standing is entitled to one vote.
- (2) Voting is by show of hands or by secret ballot as required by these Bylaws.
- (3) Voting by proxy is not permitted.
- 5.9 An organization member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society. The Chair of a meeting shall be entitled to require any such representative to first produce a certified copy of a resolution of the Board of Directors of the organization appointing him/her as its representative.
- 5.10 The procedures for conducting a general meeting, other than an annual general meeting, are as follows:
- a. Determine Attendance, ratification of membership list, determine a quorum is present
 - b. Presentation of the Agenda
 - c. Review and approval of the Minutes of the last General Meeting
 - d. Deal with the Business arising from the Minutes of the last General Meeting
 - e. Presentation of Chair's Report
 - f. Presentation of Commanding Officer's Report
 - g. Deal with New Business
 - h. Discussion period
 - i. Adjourn the meeting
- 5.11 Each resolution on the agenda must be voted on and the results of the vote included in the Minutes.

Part 6 Annual General Meeting

- 6.1 The Board shall convene an Annual General Meeting of the Society in October of each year or as required by the *Society Act*. These timelines are also necessary to meet the requirements of the Air Cadet League of Canada financial reporting dates.
- 6.2 Every Member of the Society in good standing has the right to attend the Annual General Meeting. At the discretion of the Chair, non-members may attend the Annual General Meeting but are not eligible to vote.
- 6.3 Each member of the Society in good standing is entitled to one vote. Voting shall be by a show of hands or, when requested by two or more Members present, by secret ballot.
- 6.4 In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 6.5 The Chair shall determine if a quorum is present, as described in Bylaw 5.2 (3), and declare the Annual General Meeting open.
- 6.6 The procedures for conducting the Annual General Meeting are as follows:
 - a. Determine Attendance
 - b. Presentation and approval of the Agenda
 - c. Reading and approval of the Minutes of the last Annual General Meeting
 - d. Deal with the Business arising from the Minutes of the last Annual General Meeting
 - e. Presentation and approval of the Treasurer's Financial Report
 - f. Presentation of the Auditor's Report, if required
 - g. Presentation of Director's reports
 - h. Presentation of Commanding Officer's report
 - i. Presentation of the Chair's Report
 - j. Election of the Directors/Officers of the Society
 - k. Appointment of the Auditor, by resolution, for the next fiscal year, if required
 - l. Confirmation of the bank signing authorities on behalf of the Society
 - m. Other business that under these bylaws and statutes ought to be transacted at an annual general meeting.
 - n. Adjourn the Meeting

At the Annual General Meeting the Treasurer shall present the Society's Annual Financial Statements for the period September 1st to August 31 of the previous training year. This is to include a Balance Sheet and Income & Expense Statement.

Part 7 Directors and Officers

7.1 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

7.2 A rule made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

7.3 (1) The Board of Directors is made up of the Chair, Vice Chair, Secretary, Treasurer and one or more other persons who are elected as the Directors of the Society.

(2) The number of Directors must be no less than three (3) and no more than ten (10), or another number determined from time to time by ordinary resolution at a general meeting.

(3) The offices of the Chair, Vice Chair, Secretary and Treasurer are Directors of the Society which shall form the Executive Committee of the Board.

(4) Board of Directors positions shall include:

- a. Director/Chair;
- b. Director/Vice Chair;
- c. Director/Secretary;
- d. Director/Treasurer;
- e. Director/Public Affairs;
- f. Director/Grants;
- g. Director/Fundraising;
- h. Director(s)-At-Large (3).

7.4 (1) Elected Directors shall be elected by the members at the annual general meeting of the Society and shall take office commencing at the close of such meeting.

(2) The Directors must retire from office at each annual general meeting when their successors are elected.

(3) Separate elections must be held for each office to be filled.

(4) An election may be by acclamation, otherwise it must be by ballot. Where there are more candidates than vacant positions for Directors, elections shall be by secret ballot with the name of each duly nominated candidate being added to the ballot. Candidates shall be deemed to be elected by those candidates receiving the most votes.

(5) No member shall vote for more Directors than the number of vacant positions for elected Directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

(6) Notwithstanding the foregoing bylaws, if no successor is elected or appointed to replace the person who otherwise would cease to be a Director and the result is that the number of Directors would fall below three, the person previously elected or appointed as Director continues to hold office until such time as a successor Director is elected or appointed.

7.5 (1) The Directors shall appoint a member as a Director to fill a vacancy in the Directors.

(2) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.

- 7.6 (1) If a Director resigns his or her office or otherwise ceases to hold office as described in Bylaw 7.10, the remaining Directors must appoint a member to take the place of the former Director.
(2) An act or proceeding of the Directors is not invalid merely because there is less than the prescribed number of Directors in office.
- 7.7 The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 7.8 A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
- 7.9 Every Director shall subscribe to and support the purposes of the Society. No person shall be a director of the Society unless duly elected or appointed a director in accordance with these bylaws.
- 7.10 A person shall immediately cease to be a Director, which shall include a Director/Officer, as the case may be, of the Society:
(1) upon delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society; or
(2) upon his or her death; or
(3) upon the expiration of the term currently determined stipulating the length of time for which he or she is to serve as a Director; or
(4) upon being removed as a Director by the members; or,
(5) upon failing to attend or participate in three consecutive meetings of the Directors, unless this provision is specifically waived for a named Director in a Board resolution evidenced in writing and upon which the named Director is not entitled to vote.

Part 8 Proceedings of the Board and Board Committees

- 8.1 (1) The Board of Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. The Board of Directors will have at least four meetings per year. At least fourteen (14) day`s notice of such meeting shall be sent in writing to each Director. However, no written notice shall be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.
- (2) For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at a general meeting, or for the purposes of a meeting for the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.
- (3) A quorum shall consist of at least three (3) Directors present.
- (4) The Chair is the Chair of all meetings of the Directors, but if at a meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting, or if the Chair must leave part way through a meeting and a quorum is still present, the Vice Chair must act as Chair, but if neither is present the Directors present may choose one of their number to be the Chair at that meeting.
- (5) The Chair may at any time, and the Secretary on the request of any two (2) Directors, must, convene a meeting of the Directors.
- 8.2 (1)The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 8.3 A committee must elect a Chair of its meetings, but if no Chair is elected, or if at a meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the Chair of the meeting.
- 8.4 The members of a committee may meet and adjourn as they think proper.
- 8.5 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, email, or fax, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of Directors is not required to be sent to that Director, and
- (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
- 8.6 (1) Questions arising at a meeting of the Directors and committee of Directors must be decided by a simple majority of votes.
- (2) In the case of a tie vote, the Chair does not have a second or casting vote and the resolution being voted on shall fail.
- 8.7 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 8.8 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be effective on the date

stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

8.9 At the discretion of any Director of the Executive Committee, non-Directors may attend meetings but are not eligible to vote.

8.10 A Director present at a meeting of the Directors is entitled to one vote. Voting shall be by a show of hands or, when requested by two (2) or more Directors present, by secret ballot.

8.11 The Chair shall declare the meeting open.

8.12 The procedures for conducting a Board or Committee meeting are as follows:

- a. Determine Attendance & Quorum (per Bylaw 8.1.3)
- b. Presentation and approval of the Agenda
- c. Reading and approval of the Minutes of the last Meeting
- d. Deal with the Business arising from the Minutes of the last Meeting
- e. Presentation of Treasurer's financial report, if applicable
- f. Presentation of Director's reports, if applicable
- g. Presentation of the Chair's report
- h. Presentation of Commanding Officer's report, if applicable
- i. Deal with any New Business
- j. Adjourn the meeting

8.13 Each resolution on the agenda must be voted on, and the motion and the results of the vote included in the Minutes of the Meeting.

Part 9 Duties of Officers and Directors

- 9.1 (1) All Director of the Society must
- (a) act honestly and in good faith and in the best interests of the Society, and
 - (b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a Director.
- (2) The requirements of this section are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of the Directors of the Society.
- 9.2 The Training Year shall run from September 1st to August 31st of the following year.
- 9.3 The Fiscal Year shall run from September 1st to August 31st of the following year.
- 9.4 Each year a joint budget will be prepared by the Squadron Commanding Officer, the Chair and the Treasurer and shall be approved by the Board. The budget shall be completed and approved within 30 days of the Annual General Meeting.
- 9.5 The Executive Committee shall keep or cause to be kept an account or accounts at a Chartered Bank, a Trust company, or a Credit Union and all funds shall be deposited in the designated account(s). Signing officers for the Society, for all matters including banking, shall be either two officers, being the Chair, Vice Chair, Treasurer or Secretary, not being related persons nor can one person provide both signatures for a single transaction, or as authorized by a resolution of the Board provided always that such resolution shall require the signatures of either two directors, two officers or any one director and one officer, not being related persons nor can one person provide both signatures for a single transaction.
- 9.6 The Executive Committee shall authorize the payment of the administrative and operating expenses and such other disbursements as may be required that have been authorized within the budget approved by the Board. In addition, the Executive Committee is authorized to pay non-budgeted expenditures up to and including \$500 per expenditure, or another dollar value determined from time to time by ordinary resolution at a general meeting. When non-budgeted expenditures are made, the Executive Committee shall advise the Board at the next Board meeting.
- 9.7 The Society must keep proper account records in respect of all its financial and other transactions.
- 9.8 Without limiting Bylaw 9.7, the Society must keep records of the following:
- a. All money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place;
 - b. Every asset and liability of the Society;
 - c. Every other transaction affecting the financial position of the Society.
- 9.10 The Society shall comply with the Federal Income Tax Act requirement that Charitable Organizations wishing to issue receipts for Tax deduction purposes must be registered with Revenue Canada and have the Charitable Donations Tax Number on file.
- 9.11 Any receipt issued by the Society must show the Revenue Canada registration number.
- 9.12 The Society shall submit an annual return of information to Revenue Canada using form T2052, as amended from time to time.

- 9.13 All minutes and accounting records of the Society must be open to the inspection of a Director or member on reasonable notice to the Executive Committee.
- 9.14 The Chair shall be responsible for:
1. Presiding at all meetings of the members, Executive and of the Directors;
 2. Communicating between the Society and the Squadron Commanding Officer; and
 3. Representing, in person or through another officer or Director of the Society, the Society at all official functions of the Society with the intent to promote the Society; Air Cadet League of Canada – La Ligue des Cadets de l’Air du Canada and Squadron for which the Society is responsible.
- 9.15 The Vice Chair shall be responsible for assisting the Chair as required and in the absence of the Chair, assuming the responsibilities of the Chair.
- 9.16 The Secretary shall be responsible for making the necessary arrangements for:
- 1) The issuance of notices of meetings of the Board;
 - 2) The keeping of minutes of all meetings of the Board;
 - 3) The custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - 4) The maintenance of the register of members and Directors, and complete filings as required under the BC Society Act;
 - 5) The conduct of the correspondence of the Society;
- 9.17 The Treasurer shall be responsible for making the necessary arrangements for:
- 1) The keeping of such financial records, including books of account, as are necessary to comply with the Society Act;
 - 2) The rendering of financial statements to the Directors, members and others when required;
 - 3) Maintaining a list of all Sponsor Committee assets and inventory;
 - 4) Ensuring appropriate reporting as required by the Air Cadet League, BC Gaming Commission, Revenue Canada and the BC Society Act;
 - 5) Apply for any insurance that may be required and maintain records of the insurance provided.
- 9.18 The Director, Public Affairs shall be responsible for:
- 1) Gaining a working knowledge of the history and accomplishments of the Squadron and have a clear understanding of the aims of the program and how the Department of National Defense, The Air Cadet League and the Society partnership operates;
 - 2) Establishing a positive rapport and communication with members of the press, radio, and television in the local community, in an effort to promote Squadron activities;
 - 3) Maintaining a Public Affairs plan and record of public relations activities, contacts, names and phone numbers;
 - 4) Establishing a recruiting package that includes brochures and information about the Squadron, approved by the Chair and the Commanding Officer, and ensure distribution of materials when required to meet recruitment goals; and,
 - 5) Promote Squadron activities through website and social media.

- 9.19 The Director, Grants shall be responsible for:
- 1) In conjunction with the Treasurer, ensuring Grant Applications and all subsequent documents, reports and correspondence are completed within required timelines;
 - 2) Applying for the BC Gaming Grant and other community organization and business grants;
 - 3) Applying or writing requesting community business donations as required by the Executive Committee;
 - 4) Presenting reports of activities and outcomes at meetings of the Board and/or General Meetings.
- 9.20 The Director, Fundraising shall be responsible for:
- 1) In consultation with the Chair and the Treasurer, examining the budget and determine the method by which funds are to be raised and make the necessary plans;
 - 2) Coordinating and overseeing the organization of Tag Fundraising Days, establishing a committee if required;
 - 3) Obtaining approval to use cadets from the Chair, who will confirm with the Squadron Commanding Officer, when the plans & activities require the use of cadets; and,
 - 4) Maintaining a record of fundraising activities, contacts, names and phone numbers.
- 9.21 The Director(s)-At-Large shall be responsible for:
- 1) Completing project(s) that may be assigned when required by the Chair;
 - 2) Acting in a support position(s) to other Directors, in the Society's activities such as fundraising, canteen, event coordination and other duties as may be required; and
 - 3) Keeping records of meetings and activities undertaken on behalf of the Director being assisted by the Director-at-Large, and submit those records to the Director on completion of the assigned project(s).
- 9.22 In the absence of the Secretary from any meeting of the Board, the Directors must appoint another person to act as Secretary at that meeting.
- 9.23 A person may be appointed to two or more of the offices of the Society at any one time.

Part 10 Patrons

- 10.1 The Board may appoint prominent persons and office holders to be Patrons of the Society.
- 10.2 The function and number of Patrons and the terms of each appointment shall be determined by the Board.

Part 11 Borrowing and Investments

- 11.1 In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limited the foregoing, by the issue of debentures.
- 11.2 No debenture shall be issued without the authorization of a special resolution.
- 11.3 The members may restrict the borrowing powers of the Board.

Part 12 Auditor

- 12.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 12.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.
- 12.3 At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed at the next following annual general meeting.
- 12.4 An auditor may be removed by ordinary resolution.
- 12.5 An auditor shall be promptly informed in writing of his appointment or removal.
- 12.6 A Director, employee or volunteer of the Society must not be its auditor.
- 12.7 The auditor may attend general meetings

Part 13 Notices to Members and Directors

- 13.1 Notice of a general meeting shall be given to:
 - (1) Every person shown on the register of members as a member on the day the notice is given; and
 - (2) The auditor, if applicable.
- 13.2 A notice may be given to a member or a Director, either personally, or by fax or email with proof of date sent and receipt, or by mail to the last contact information provided by the person to the Society.
- 13.3 A notice sent by mail is deemed to have been given on the fifth day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle with adequate postage affixed. A notice given personally shall be deemed to be given on the date it is personally delivered. A notice that was faxed or emailed shall be deemed to be given on the date specified on the written confirmation of delivery by fax or email.

Part 14 Miscellaneous

- 14.1 The Board shall from time to time determine to what reasonable extent and at what reasonable times and places and under what reasonable conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the Board shall be open to the inspection of members of the Society not being Directors.
- 14.2 The rules governing when notice is deemed to have been given set out in these bylaws shall apply mutatis mutandis to determine when a Board resolution shall be deemed to have been submitted to all of the Directors and when an ordinary or special resolution shall be deemed to have been submitted to all of the members.
- 14.3 The Society shall have the right to subscribe to, become a member of and cooperate with any other Society, foundation, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.
- 14.4 Subject to an order of the Registrar pursuant to the *Society Act* stating that the Society is a "reporting Society" as defined under the *Society Act*, the Society shall be deemed not to be a "reporting Society".
- 14.5 The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society, that the Society confers.
- 14.6 The Society shall be deemed not to be a subsidiary of any other Society or corporation.

Part 15 Indemnification

- 15.1 Subject to the provisions of the *Society Act*, each Director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or Director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or Director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.
- 15.2 Subject to the provisions of the *Society Act*, the Board is authorized from time to time to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any foundation or corporation controlled by it, and to secure such Director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the members.
- 15.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Society Act* or these bylaws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.

- 15.4 Subject to the provisions of the *Society Act*, no Director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other Director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such Director or officer.
- 15.5 The Society shall, to the full extent permitted by the *Society Act*, indemnify and hold harmless, every person heretofore, now or hereafter serving as a Director or officer of the Society and his or her heirs and legal representatives.
- 15.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- 15.7 The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each Director and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each Director or officer held such office notwithstanding that he or she no longer continues to hold such office.
- 15.8 The failure of a Director or officer of the Society to comply with the provisions of the *Society Act* or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 15.9 The Society may purchase and maintain insurance for the benefit of any or all Directors or officers against personal liability incurred by any such person as a Director or officer.

Part 16 Bylaws

- 16.1 On being admitted to membership, each member is entitled to and upon request, the Society shall provide him or her with a copy of the constitution and bylaws of the Society.
- 16.2 These bylaws shall not be altered or added to except by special resolution.