

# **Air Cadet League of Canada (Québec and Ottawa Valley)**

## **By-laws and Statutes**



**August 2018**

**TO LEARN – TO SERVE – TO ADVANCE**

## **THANK YOU**

As the Chair of the *Statute and By-law Amendments Committee*, I want to express my thanks to the following individuals for their contributions:

Hille Viita  
Marcel Bineau  
Michel Pineault

The members of the Board of Directors, the Executive Council and the Head Office.

Marc Lacroix

Chair  
General Regulation Revision Committee

## **CHANGES HISTORY**

<i>Revision</i>	<i>By</i>	<i>Summary of Changes</i>
August 2018	Richard Valiquette	<ul style="list-style-type: none"> <li>▪ Modifications to Sections 17 Voting Members and 28 Quorum (CA February 2018)</li> <li>▪ Modifications to Section 15 to conform with Section 3.5.1, Article 10 of the National Policy/ Procedures and Bylaws as per resolution CE Resolutions 201711/07-08.</li> <li>▪ Modifications to Section 77 Dissolution of the Organization</li> <li>▪ Modifications to Sections 76 and 77 references to ‘‘Loi sur les compagnies’’ and ‘‘Registraire des entreprises’’.</li> </ul>
November 2017	Marc Lacroix	<ul style="list-style-type: none"> <li>▪ Modifications to conform with recommendations of our legal advisors</li> </ul>
August 2017	Marc Lacroix	Complete modification of the General Regulations
October 2010	Michel Hébert	<ul style="list-style-type: none"> <li>▪ Correction to article 10.8 as per resolution adopted during the 2009 General Meeting.</li> <li>▪ Correction to article 11.2.1 as per resolution adopted during the 2009 General Meeting.</li> </ul>
April 2009	Michel Hébert	<ul style="list-style-type: none"> <li>▪ Correction to article 8.1.4 as per resolution adopted during the 2008 General Meeting.</li> <li>▪ Corrections to the document format, without affecting the content</li> </ul>
October 2005		Original version

# LEXICON

Provincial Committee Directors:	Members of the Board of Directors
Air Cadets:	Youth aged 12 to 18 duly registered in a recognized squadron of the Royal Canadian Air Cadets
Sponsoring Committee:	Group of people who form a committee recognized by the Air Cadet League and who work in direct conjunction with the CIC Officers and the cadets of their squadron and with their Regional Committee.
Provincial Committee:	A group of people who form a committee at the provincial level (Québec and the Ottawa Valley) of the Air Cadet League of Canada
Regional Committee:	A group of people who form a committee recognized by the Air Cadet League who work closely with the squadrons of a given Region and with the Provincial Committee.
Advisor:	A member who provides advice and/or support at the regional level or occasionally at the provincial level. For management purposes, each advisor is assigned to a Region.
Squadron:	A distinct group of air cadets organized in conformity with Bill 48, the National Defence Act
League:	The Air Cadet League of Canada, incorporated under the laws of Canada
Air Cadet Movement:	All individuals at all levels of the Canadian Forces and the Air Cadet League who take part, in any capacity whatsoever, in the activities or programs of the Royal Canadian Air Cadets
CIC Officers:	Individuals who belong to the Cadet Instructor Cadre. Their main function is to supervise, manage and train the cadets.
Officers of the Corporation:	Members of the Board of Directors of the Provincial Committee, who answer for and act on behalf of the Corporation (Chair, Immediate Past Chair, Vice-Chair, Secretary and Treasurer).
Officers of the Sponsoring Committee:	Individuals who answer for and act on behalf of the Sponsoring Committee (Chair, Vice-Chair, Secretary and Treasurer).
Region:	The area of territory in which a certain number of squadrons can be found

The masculine form is used in this document for the sole purpose of simplifying the text and is deemed to include the feminine form.

# TABLE OF CONTENTS

## Table of Contents

1. CREATION AND NAME OF THE ORGANIZATION.....	6
2. INTERPRETATION.....	6
3. CORPORATE NAME.....	6
4. MISSION.....	7
5. THE ORGANIZATION'S VISION.....	7
6. ORGANIZATIONAL VALUES.....	7
7. MANDATE AND TERRITORY.....	9
8. HEAD OFFICE.....	9
9. CORPORATE SEAL.....	9
10. REGISTRIES.....	9
11. REPRESENTATIVES OF THE CORPORATION.....	10
12. SIGNING OF DOCUMENTS.....	10
13. ORGANIZATIONAL STRUCTURE.....	10
MEMBERSHIP.....	10
14. MEMBERSHIP CATEGORIES.....	10
15. CONDITIONS FOR MEMBERSHIP.....	11
16. ACTIVE MEMBERS.....	11
17. VOTING MEMBERS.....	12
18. HONORARY MEMBERS.....	12
19. MEMBERSHIP CARD.....	12
20. REVOCATION OF MEMBERSHIP.....	13
21. DISCIPLINARY ACTIONS.....	13
MEETINGS OF THE MEMBERS.....	14
22. ANNUAL GENERAL MEETING.....	14
23. SPECIAL GENERAL MEETING.....	14
24. PLACE OF REGULAR OR SPECIAL GENERAL MEETINGS.....	15
25. NOTICE OF MEETING.....	15
26. WAIVER OF NOTICE OF MEETING.....	15
27. RULES OF PROCEDURE.....	15
28. QUORUM.....	15
29. RIGHT TO VOTE.....	16
29.1 Majority.....	16
29.2 Vote.....	16
BOARD OF DIRECTORS.....	16
30. COMPOSITION.....	16
31. POWERS OF THE BOARD OF DIRECTORS.....	17
32. NOMINATING COMMITTEE.....	17
33. ELECTION AND TERM OF MANDATE.....	19
34. VACANCY.....	19
35. CONFIDENTIALITY.....	19
36. QUORUM.....	19
37. DIRECTOR WITHDRAWAL.....	19
38. REVOCATION.....	20
39. RESIGNATION - EFFECTIVE DATE.....	20
40. REMOVAL.....	20
41. CONVOCATION.....	20
42. NOTICE OF MEETING.....	20

43. WAIVER OF NOTICE OF MEETING .....	20
44. PARTICIPATION BY ELECTRONIC MEANS .....	20
45. RESOLUTION IN LIEU OF MEETING.....	21
46. METHODS OF VOTING .....	21
EXECUTIVE COUNCIL .....	21
47. COMPOSITION .....	21
48. QUORUM .....	21
49. VACANCY .....	21
50. POWERS OF THE EXECUTIVE COUNCIL .....	22
51. CONVENING OF MEETINGS.....	22
52. NOTICE OF MEETING .....	22
53. WAIVER OF NOTICE OF MEETING.....	22
54. PARTICIPATION BY ELECTRONIC MEANS .....	22
55. RESOLUTION IN LIEU OF MEETING.....	22
56. METHODS OF VOTING .....	23
ADVISORY COUNCIL .....	23
57. COMPOSITION.....	23
58. TERM OF THE MANDATE .....	23
59. POWERS AND RESPONSIBILITIES.....	23
OFFICERS OF THE CORPORATION .....	23
60. APPOINTMENT.....	23
61. OTHER POSITIONS.....	24
62. TERM OF OFFICE.....	24
63. FUNCTIONS .....	24
63.1 The Chair.....	24
63.2 The Immediate Past Chair .....	24
63.3 The Vice-Chairs.....	24
63.4 The Treasurer.....	25
63.5 The Secretary .....	25
64. DELEGATION OF THE POWERS OF AN OFFICER .....	25
65. RESIGNATION AND REMOVAL.....	26
66. VACANCY .....	26
67. COMPENSATION .....	26
DIRECTOR AND OFFICER LIABILITY AND THAT OF OTHER REPRESENTATIVES .....	26
68. LIMITATION OF LIABILITY .....	26
69. INDEMNITY.....	26
FINANCIAL PROVISIONS .....	27
70. FISCAL YEAR OF THE ORGANIZATION .....	27
71. BANK TRANSACTIONS .....	27
72. POWER TO BORROW .....	27
73. FINANCIAL STATEMENT .....	27
74. DELEGATION.....	28
75. DUES .....	28
OTHER PROVISIONS .....	28
76. ADOPTION, ABROGATION AND AMENDMENT.....	28
77. DISSOLUTION OF THE ORGANIZATION .....	29
78. DATE OF EFFECT.....	29
79. RATIFICATION.....	29
REFERENCE DOCUMENTS.....	30

## **1. CREATION AND NAME OF THE ORGANIZATION**

The National Air Cadet League of Canada's Board of Governors may authorize the creation of such Provincial Committees as it deems necessary to better serve the interests of the League in their respective provinces, in accordance with an agreement negotiated and signed by the Officers of the Corporation.

The Board of Governors is authorized to remove any Provincial Committee's status if it neglects to conform to the established directives or policies.

The ministre des consommateurs, coopératives et institutions financiers, under Part III of the Companies Act, grants to the applicant, designated hereunder, these Letters Patent, incorporating it as the Air Cadet League of Canada (Québec and Ottawa Valley) and its French version, La Ligue des cadets de l'air du Canada (Québec et vallée de l'outaouais), which was issued and sealed in Québec City on April 8, 1976, hereinafter referred to as the Provincial Committee.

## **2. INTERPRETATION**

The By-laws of the Provincial Committee are to be interpreted in accordance with Part III of the Companies Act (R.S.Q., chapter C-38), including any subsequent amendment and any law applicable to the replacement thereof, hereinafter referred to as the Act.

The words and expressions defined in the Act will retain the same meaning for the purposes of these By-laws.

In case of contradiction between the Act, the constituent act or the By-laws, the Act shall take precedence over the constituent act and the By-laws. In addition, the constituent act shall take precedence over the By-laws.

## **3. CORPORATE NAME**

Our organization is named the Air Cadet League of Canada (Québec and Ottawa Valley). In the following By-laws, the word "Organization" refers to the Air Cadet League of Canada (Québec and Ottawa Valley)

#### 4. **MISSION**

The Air Cadet League of Canada (Québec and Ottawa Valley) is a provincial committee authorized by the Air Cadet League of Canada. Thus, our organization is based on and respects the national principles, rules and guidelines.

##### **The Provincial Committee's mission:**

---

*The Provincial Committee is a civil organization whose mission is to aid, support and advise the Air Cadet Program and to act as its spokesperson to stimulate the interest of young cadets, aged 12 to 18 years old, in aviation, to enhance their physical abilities and to contribute to their development as responsible citizens.*

---

#### 5. **THE ORGANIZATION'S VISION**

The Provincial Committee would like to be recognized as the civil organization of choice for both cadets and the general population for the quality of its program and the wealth of experience available to the youth and volunteers.

#### 6. **ORGANIZATIONAL VALUES**

Our values are based on our motto and give meaning to our organization, our decisions and our day-to-day actions.

Our motto and values are the supporting foundation for our entire organization. Our motto should be a guide for cadets and volunteers as well as for our entire organization. We believe that this motto

**“TO LEARN – TO SERVE – TO ADVANCE”**

should constantly remind everyone associated with our organization of the importance we attach to these words and their meaning. We want our entire organization, the youth, volunteers, staff and directors to engage in a constant learning process so that they will be better prepared to serve and grow. In this way, we constantly seek to learn from our experience, progress and improve from these lessons to better serve those who count on the contributions we make.

This motto is embodied in our daily lives by the values we hold. These values are:

- **Respect and Consideration**
- **Commitment**
- **Teamwork**
- **Continuous improvement**



These values are defined as follows:

- ***Respect and Consideration***

Respect is an attitude reflected in the consideration and importance given to people, things, standards, or instructions. It requires an effort to be objective and to look beyond appearances to discover the value of being an individual, whether a cadet, volunteer, employee, colleague, member of an ethnic, religious or secular community and the value of being in a situation.

Respect for individuals, rights and freedoms and laws and regulations is the fundamental principle that guides our relationships with the various bodies, cadets, volunteers, our staff, our partners and the community. It promotes the acceptance of differences and fosters constructive dialogue based on the right of everyone to participate in our organization's well-being.

Respect also means adopting behaviours that respect privacy, the right to individuality and to difference. It means respecting and safeguarding confidential information that if disclosed, could harm the right to privacy and/or engender intolerance. Respect is reflected on a day to day basis by our attitudes and our choice of words.

- ***Commitment***

Commitment is characterized by the degree to which we devote ourselves to the organization, placing the interests of the cadets and of the organization before our own. Through commitment, we value the importance of our capacity to fully assume responsibility for our decisions and actions and of our accountability to parents, volunteers, colleagues, and superiors in the most open and honest manner possible.

Commitment allows us to serve others with humility, openness, honesty and professionalism in a respectful environment that motivates every individual to do their best and embrace rather than fear change.

- ***Teamwork***

Teamwork is the willingness to work within a team, whether formal or informal, in a spirit of interdependence and mutual cooperation aimed at reaching common goals.

Teamwork requires real openness to others and an effort to truly understand the points of view of different people.

- ***Continuous improvement***

Continuous improvement is the constant desire to perform work, provide services and make decisions based on the needs of everyone and provide correct information about our choices and decisions. Continuous improvement helps us pursue and reach our goals as efficiently as possible, at the best price and to never take anything for granted.

## **7. MANDATE AND TERRITORY**

The organization operates in the territory of the Province of Québec and the Ottawa Valley, which includes the Ottawa squadrons and its vicinity.

## **8. HEAD OFFICE**

The Organization's head office is *located in accordance* with the Organization's constituent act and at the address determined by the Board of Directors or at any other address designated in accordance with the Act.

## **9. CORPORATE SEAL**

The organization's seal shall bear the following inscriptions: Air Cadet League – Québec and Ottawa Valley, the form of which is determined by the Board of Directors. It may only be used with the consent of the Chair or the Secretary and is authenticated by the Chair or Secretary's signature.

## **10. REGISTRIES**

At its head office, the Provincial Committee must maintain one or more registries which must contain:

- a) The original or a copy of its constituent act (Letters Patent);
- b) A copy of the general By-laws of the Corporation;
- c) The minutes of the regular or special General Meetings of the Board of Directors, the Executive Council and the standing and ad hoc committees;
- d) The list of members;
- e) The list of Officers of the Corporation and staff;

- f) The Organization's annual reports;
- g) The annual financial reports, budgets, financial statements and budget forecasts;
- h) Guaranteed loans;
- i) Contracts, agreements or commitments related to the budgets or other tasks for which the Corporation is responsible.

## **11. REPRESENTATIVES OF THE CORPORATION**

Only individuals duly authorized by the Board of Directors for this purpose may officially represent or enter into commitments on behalf of the Provincial Committee

## **12. SIGNING OF DOCUMENTS**

Contracts, acts or other documents requiring the signature of the Corporation shall be signed by two (2) Officers of the Corporation and once signed, are binding on the Corporation, without any further formality.

The Board of Directors is authorized to appoint, by way of resolution, specific Officers of the Corporation as signing authorities as well as any Securities Broker as proxy for the transfer and termination of shares, bonds or other securities owned by the Corporation.

The Corporation's seal may be apposed, when necessary, on any contract, act or other document that binds the Corporation.

## **13. ORGANIZATIONAL STRUCTURE**

The organizational structure includes the General Meeting of the members, the Board of Directors, the Executive Council, the Regional Officers and the Advisory Council. It also includes the provincial, regional and local levels (see the Organization Plan of the Air Cadet League of Canada (Québec and Ottawa Valley).

# **MEMBERSHIP**

## **14. MEMBERSHIP CATEGORIES**

There are three membership categories:

- active members
- voting members
- honorary members.

## **15. CONDITIONS FOR MEMBERSHIP**

Members must meet the following membership conditions:

- a) *be a Canadian citizen*, a resident of Canada or a Canadian citizen living abroad;
- b) be at least eighteen (18) years of age;
- c) have a sincere interest in the League's objectives;
- d) have completed the registration and selection process set out in the Administrative Policies and Procedures Guide;
- e) have been confirmed as a member by their organization, provincial committee or local body in accordance with its administrative policies and procedures.

Active members of the Canadian Forces and Civilian Instructors who are associated with the Cadet Program and cadets may not be members of the League.

## **16. ACTIVE MEMBERS**

An active member of the Provincial Committee is any person over the age of 18 who voluntarily works for the Provincial Committee and meets the following eligibility criteria:

- They adhere to our organization's mission and objectives
- They observe our organization's general rules
- They are accepted by the Air Cadet League of Canada according to the membership conditions listed above
- They are not bankrupt.

All members have the right to speak at the General Meeting of the members.

## **17. VOTING MEMBERS**

The voting members at General Meetings of the members are the following:

- Squadrons Chairs or their substitutes who are duly authorized by their respective Sponsoring Committee (substitute members must have in their possession a letter from the Sponsoring Committee that gives them the mandate to officially represent the squadron);
- Regional Coordinators; in the absence of the Coordinator, the concerned Regional Committee can, by resolution, delegate its voting power to one of the members of its Regional Committee;
- Directors of the Provincial Committee;
- Members of the Advisory Council

## **18. HONORARY MEMBERS**

An honorary member of the Provincial Committee is any person who has shown an interest in the Provincial Committee, has made important contributions to it and has distinguished themselves in an exceptional manner in any field related to the Provincial Committee's goals.

Any member of the Provincial Committee may nominate a candidate as an honorary member by submitting the nomination in writing to the Board of Directors.

The Nominating Committee shall present the list of proposed honorary members to the by the Board of Directors annually.

The list of honorary members will then be presented by the Nominating Committee at the Annual General Meeting of the Provincial Committee members.

All honorary members are entitled to speak at the General Meetings of the members.

## **19. MEMBERSHIP CARD**

A membership card will be issued to all members after they have *passed* the Air Cadet League of Canada's screening process. Membership cards must be signed by the appropriate authorities in accordance with the directives of the Air Cadet League of Canada.

## **20. REVOCATION OF MEMBERSHIP**

League membership shall be revoked if:

- a) the member dies;
- b) the League or a Provincial Committee Chair receives a written notice that provincial membership has been revoked;
- c) the member ceases to fulfill the membership conditions set out in Section 15
- d) the member submits their written resignation to the Chair of the Provincial Council, in which case the resignation becomes effective upon the approval of the letter by the Executive Council;
- e) the member is dismissed as a member of the League under Section 21;
- f) the member's mandate expires, if applicable;
- g) the Provincial Committee is liquidated or dissolved under the Act.

Subject to the Statutes, upon the revocation of membership, the member's rights automatically cease to exist.

## **21. DISCIPLINARY ACTIONS**

The Board of Directors may suspend or revoke League membership for any of the following reasons:

- a) a breach of any provision of the League's Statutes, By-Laws or policies;
- b) any conduct that may, in the Board's opinion and at its exclusive discretion, be detrimental to the League;
- c) any other reason that the Board, in its sole discretion, deems reasonable in relation to the League's purposes.

If the Board of Directors proposes to suspend or revoke an individual's League membership, the Board of Directors' Chair shall give this person a notice of twenty (20) calendar days of their membership revocation or suspension and the reasons for it. The member may make written submissions to the Chair of the Board of Directors in response to such notice within the twenty (20) day period in question. If the Chair of the Board does not receive written submissions within that time, the Chair may advise the member that their League membership has been suspended or revoked. If the Chair does receive written submissions under this subsection, the Board must consider these submissions before making a final decision and

shall notify the member of its final decision within twenty (20) calendar days of receiving the submissions.

## **MEETINGS OF THE MEMBERS**

### **22. ANNUAL GENERAL MEETING**

Within four months after the end of each fiscal year of the Corporation, an Annual General Meeting of the members must be held on the date and at the time specified by the Board of Directors each year to:

- review the financial statements,
- Select members of the board of directors,
- review the auditor's or accountant's report,
- appoint an auditor
- appoint a firm of legal representatives,
- ratify the acts of the Board of Directors
- or review any questions that have been submitted.

Active members may attend the Annual General Meeting but they are not entitled to speak.

### **23. SPECIAL GENERAL MEETING**

A Special General Meeting of the Corporation's voting members may be convened at any time:

- a) By way of resolution of the Board of Directors;
- b) By at least 20 voting members, by way of a written application to this effect, addressed to the Secretary of the Corporation. Such an application must indicate the reasons for convening the Meeting.

The notice of any Special General Meeting must state the subjects to be debated. If the Secretary fails to convene such a Meeting within twenty-one (21) calendar days after receiving the application, the Meeting may be convened by any of the signatories of the application. The costs incurred by the member to convene such a Meeting will be reimbursed.

Written resolutions can be issued and moved from such a Meeting for the subject it has been convened.

## **24. LOCATION OF REGULAR OR SPECIAL GENERAL MEETINGS**

Meetings of the members of the Corporation shall be held at the Corporation's head office or at any other place designated by the Board of Directors.

## **25. NOTICE OF MEETING**

A notice of meeting specifying the date, time, place and the subjects for debate at the Annual or Special General Meeting must be sent by regular mail or email to all active members of the Corporation and to all directors at least twenty-one (21) calendar days prior to the scheduled date of the Meeting.

For Special General Meetings, the period of notice is ten (10) calendar days prior to the scheduled date of the Meeting.

## **26. WAIVER OF NOTICE OF MEETING**

A General Meeting may be held at any time and for any reason, without the notice of Meeting prescribed by the Act or the By-laws, as long as all voting members waive the obligation of notice.

With regard to waiver of notice, the expression "in writing" must be interpreted in a broad sense and the waiver may be communicated by telegram, fax, email or any other written form. This waiver of the Notice of Meeting may be made either before, during or after the Meeting is held. Moreover, the presence of a voting member at the meeting is equivalent to such a waiver, unless such a member is specifically attending to oppose the Meeting because it was not properly convened.

## **27. RULES OF PROCEDURE**

The agenda and the Nominating Committee report shall be sent to the members within the prescribed deadlines. The members must submit their comments or additions, in writing, to the Board of Directors at least ten (10) calendar days before a regular General Meeting.

Any meeting must be conducted in accordance with the rules of assemblies contained in the procedure code of the organisation.

## **28. QUORUM**

The quorum for all special and regular General Meetings corresponds to the majority (50% plus one) of voting members.

Furthermore, the following groups must be represented by at least one third of their respective members:

- Squadrons Chairs or their duly authorized substitutes (cf 8.3);
- Representatives from each Regional Committee (the coordinator or a member of the Regional Committee mandated by his committee by a resolution);
- Directors of the Provincial Committee.



Members of these groups may provide a written resolution to another member of their respective group who will be present at the meeting. This resolution appointing them as representing his group must be handed to the meeting secretary before the start of the meeting. No business may be dealt with at the Meeting until the quorum has been reached. The quorum must be verified at the beginning of the Meeting and must be maintained throughout the Meeting.

## **29. RIGHT TO VOTE**

All voting members (see Sec. 18) are entitled to vote at General or Special Meetings. Each member is entitled to one (1) vote. Voting by proxy is not permitted.

For the purposes of calculating a simple majority, abstentions are not taken into consideration. An abstention is a refusal to vote.

### ***29.1 Majority***

Subject to the provisions of the Act or its By-laws, any matter submitted to members at a Meeting shall be carried by the simple majority of the votes cast on the matter. The Chair of the Meeting does not have a deciding vote.

Any amendment to the Statutes and By-laws must be approved by 2/3 of the voting members present at the regular or special General Meeting.

### ***29.2 Vote***

Votes are cast by a show of hands, unless a member specifically requests a secret ballot. Voting members, as defined in Section 18, cannot vote virtually at Meetings of our Organization.

## **BOARD OF DIRECTORS**

The Board of Directors meets at least six (6) times a year according to a predetermined schedule.

## **30. COMPOSITION**

Provincial Committee business is administered by a Board of Directors consisting of thirteen (13) directors, who are elected at the Annual General Meeting, including the Immediate Past Chair.

The Board of Directors' power is collective. The Companies Act confers to the board of directors the complete administration of the legal entity.

As a rule, the directors of the Provincial Committee are not compensated for performing their functions. They may, however, be entitled to reimbursement of

expenses incurred during while exercising their duty, in accordance with the policies in force and depending on the Organization's financial capacity.

### **31. POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors administers the Corporation's business. The Board of Directors exercises its powers by way of resolutions that are adopted during a meeting for which the quorum has been respected or by way of written resolutions that have been voted on by the directors and signed by the Corporation's Chair and Secretary.

Its internal structure is made up by appointing Vice-Chairs to the regions, a Secretary and a Treasurer from among the elected directors.

It shall perform all of the actions necessary to achieve the objectives pursued by the Organization in accordance with the Act and the General By-laws, adopt new regulations or amend them, if necessary, and adopt the necessary resolutions to achieve the Organization's goals.

Without in any way derogating from the foregoing, the Board of Directors is expressly authorized at any time to purchase, rent or otherwise acquire, sell, exchange or otherwise dispose of movable and immovable property, real, personal or mixed, as well as any right or interest therein, for the price and on such terms and conditions as it considers just.

It makes decisions about employee commitments, purchases and expenses that it may authorize and the contracts and the obligations to which he may be bound.

It determines the admission requirements for members based on the policies and administrative practices of the Air Cadet League of Canada.

It ensures that the regulations are enforced and the resolutions executed.

The Board of Directors' functions are described in the Organization Plan of the Air Cadet League of Canada (Québec and Ottawa Valley).

### **32. NOMINATING COMMITTEE**

The Nominating Committee is responsible for seeking out and recommending candidates at the General Meeting to fill the positions on the Board of Directors.

This committee is composed of the following individuals:

- Four members of the Advisory Council appointed by the Board;
- The Immediate Past Chair;
- Two members chosen from and by the Regional Coordinators; and

The members of the Nominating Committee are appointed for an annual mandate that can be renewed by a proposal or will end when one of the following occurs:

- The member resigns from the Nominating Committee;
- The member is no longer part of the League;
- A motion of non-confidence is proposed and accepted by the majority of the constituents of the group they represent.

The proposed composition of the Nominating Committee for the year will be submitted to the Annual General Meeting of the members to be confirmed.

The Chair of the Nominating Committee shall be appointed from among the four members of the Advisory Council.

At the beginning of the mandate, the Chair of the Nominating Committee must establish the committee's mode of operation and the expected deadlines. This information must be provided to the members of the Nominating Committee as well as to the Chair of the Board of Directors.

The Nominating Committee shall diligently evaluate the proposed candidates based on the Mission and Objectives of the Air Cadet League of Canada (Québec and Outaouais Valley).

The regional coordinators of the Nominating Committee may not be nominated for a position on the Board of Directors.

The Nominating Committee Chair or their representative shall make a formal proposal of nomination. The proposal must include the names of the members who are nominated for the positions of:

- Chair;
- 1st Vice-Chair;
- Directors

This proposal must be submitted to the current Provincial Committee Chair no later than 30 calendar *days* before the scheduled date of the Annual General Meeting.

The General Meeting will vote on the entire proposal submitted by the Nominating Committee.

### **33. ELECTION AND TERM OF MANDATE**

Directors are elected at the Annual General Meeting of the members. Any director thus elected remains in office unless they choose to resign or their position becomes vacant as a result of death or of dismissal for any reason.

The members elected to the Board of Directors will have a renewable one-year term.

The term of the director who is appointed as the Chair is one year and may be renewed for only one additional year.

Nominations for positions as directors are presented at the Annual General Meeting of the members by the Nominating Committee.

### **34. VACANCY**

If a position on the Board of Directors becomes vacant, the Board must appoint a director for a term that will not be longer than the initial mandate of the vacant seat.

If the seat of the Immediate Past Chair becomes vacant, either temporarily or permanently, the Advisory Council may designate a member from the Advisory Council to this position for the initial term of the mandate.

As long as active directors form a quorum, they may continue to act, even if there are vacancies on the Board.

### **35. CONFIDENTIALITY**

Each director must respect the strictest confidentiality regarding the deliberations and decisions made by the Board of Directors. Directors must sign a confidentiality agreement in accordance with the conditions determined by the Board of Directors.

### **36. QUORUM**

The quorum for holding meetings of the Board of Directors is 50% plus one. The quorum shall be verified at the beginning of the meeting and must be maintained for the meeting's duration.

### **37. DIRECTOR WITHDRAWAL**

A director ceases to be a member of the Board of Directors and to hold office:

- a) When they cease to meet the eligibility criteria;
- b) When they become bankrupt or are declared insolvent.
- c) When they are dismissed according to the conditions of section 40.

### **38. REVOCATION**

The mandate of a director may be revoked by way of an ordinary resolution adopted by the voting members at a regular General Meeting or a Special General Meeting that has been convened for such purposes.

### **39. RESIGNATION - EFFECTIVE DATE**

As soon as their verbal or written notice of resignation has been presented to the secretary of the Board of directors; the director ceases to be a member of the Board of Directors.

### **40. REMOVAL**

Any director may be removed for a serious violation of the Code of Ethics, gross negligence by way of a resolution adopted by a majority of the directors and endorsed by the members of the General Meeting.

### **41. CONVOCAATION**

The Secretary of the Corporation is responsible for convening the meetings of the Board of Directors:

- At the request of the Chair;
- At the written request of a majority of the members of the Board of Directors.

### **42. NOTICE OF MEETING**

A Notice of Meeting specifying the date, time, place and business to be debated at the meeting must be sent by regular mail to all directors at least (5) calendar days prior to the meeting. This notice may also be sent by email.

### **43. WAIVER OF NOTICE OF MEETING**

A director may at any time and in any manner, waive the right to a Notice of Meeting of the Board of Directors or otherwise consent to such a meeting. The presence of a director at a meeting of the Board of Directors constitutes a waiver of the Notice of Meeting, unless such a director is present to object to the discussion of any business on the grounds that the meeting was not properly convened.

### **44. PARTICIPATION BY ELECTRONIC MEANS**

Meetings of the Board of Directors may be held by “conference call or videoconference” where a director may participate in a meeting by means, including telephone, that allow them to communicate with other directors who are present at such meetings. The provisions within these statutes apply, mutatis mutandis, to such meetings, but the directors must be notified at least two (2) calendar days before such a meeting. The Minutes must mention this particularity.

#### **45. RESOLUTION IN LIEU OF MEETING**

Written resolutions that have been signed by the directors who are authorized to vote at any meeting of the Board of Directors have the same force as if they had been adopted at a regular meeting. A copy of such resolutions must be kept in the Registry of Minutes and Resolutions of the Corporation.

#### **46. METHODS OF VOTING**

Each director is entitled to one (1) vote. All issues debated during the course of a meeting must be decided by a majority vote of the members; in the event of a split vote, the Chair must exercise their right to cast the deciding vote.

### **EXECUTIVE COUNCIL**

The Executive Council meets as often as is required for the ongoing management of the Corporation.

#### **47. COMPOSITION**

The members of the Executive Council are elected by the Board of Directors for a one-year mandate.

The Executive Council is composed of nine (9) members including the Immediate Past Chair. The Chair of the Board of Directors is the Chair of the Executive Council. The other positions are filled by the 1st Vice-Chair, the 4 Vice-Chairs, the Secretary and the Treasurer. In the event that one person assumes the double function of Secretary – Treasurer, the total number of members on the Executive Council will be eight (8).

#### **48. QUORUM**

The quorum for holding Executive Council meetings is 50% plus one.

#### **49. VACANCY**

If a position on the Executive Council becomes vacant, the Board of Directors may appoint any director to the Executive Council.

## **50. POWERS OF THE EXECUTIVE COUNCIL**

The Executive Council shall administer the current affairs of the Corporation. The Executive Council exercises its powers by way of resolutions adopted during meetings where the quorum is respected or by way of written resolutions that have been signed by the Chair and Secretary of the Executive Council. The power of the Executive Council is described in the Organization Plan of the Corporation.

## **51. CONVENING OF MEETINGS**

Meetings of the Executive Council shall be convened by the Secretary of the Executive Council:

- At the request of the Chair;
- At the written request of two members of the Executive Council.

## **52. NOTICE OF MEETING**

A Notice of Meeting indicating the date, time, place and matters to be discussed at the meeting must be sent by regular mail to each director at least two (2) calendar days before the meeting. This Notice may also be sent by email.

## **53. WAIVER OF NOTICE OF MEETING**

A director may at any time and in any manner, waive the right to a Notice of Meeting of the Executive Council or otherwise consent to such a meeting. The presence of a director at a meeting of the Executive Council constitutes a waiver of the Notice of Meeting, unless the director is present to object to the discussion of any business on the grounds that the meeting was not properly convened.

## **54. PARTICIPATION BY ELECTRONIC MEANS**

Meetings of the Executive Council may be held by “conference call or videoconference” where a director may participate in a meeting by means, including telephone, that allow them to communicate with the other directors who are present at such meetings. The provisions within these statutes apply, mutatis mutandis, to such meetings, but the directors must be notified at least two (2) business days before such a meeting. The Minutes must mention this particularity.

## **55. RESOLUTION IN LIEU OF MEETING**

Resolutions that are written and signed by all of the directors authorized to vote on them at a meeting of the Executive Council shall have the same force and effect as if they had been adopted at such a meeting. A copy of these resolutions must be kept in the Registry of Minutes and Resolutions of the Corporation.

## **56. METHODS OF VOTING**

Each director is entitled to one (1) vote. All issues debated during the course of a meeting must be decided by a majority vote of the members; in the event of a split vote, the Chair must exercise their right to cast the deciding vote.

## **ADVISORY COUNCIL**

### **57. COMPOSITION**

The Advisory Council consists of all former Provincial Committee Chairs once their mandate has ended. The Advisory Council must appoint a Chair.

### **58. TERM OF THE MANDATE**

The term the mandate of a member of the Advisory Council is of indefinite duration.

### **59. POWERS AND RESPONSIBILITIES**

The Advisory Council's powers and responsibilities include:

- Holding meetings when required,
- Making recommendations to the Board of Directors on matters of interest,
- Making recommendations regarding the nomination of honorary members,
- Obtaining the minutes of the Boards of Directors,
- Attending an AC meeting once a year,
- Chairing the Nominating Committee,

and performing any other tasks defined in the Organization Plan of the Corporation.

## **OFFICERS OF THE CORPORATION**

### **60. APPOINTMENT**

At its first Meeting, the Board of Directors shall appoint four Vice-Chairs, a Secretary and a Treasurer. If the same person holds the office of Secretary and Treasurer, that person may be designated as the Secretary-Treasurer.

The functions and powers of the Officers of the Corporation are described in the Organization Plan of the Air Cadet League of Canada (Quebec, Ottawa Valley).



## **61. OTHER POSITIONS**

If it deems necessary, the Board of Directors may create new positions and designate any Officers, employees or other representatives it deems suitable to hold such positions, who shall exercise the powers, functions and responsibilities that the Board of Directors may delegate to them by way of resolution.

## **62. TERM OF OFFICE**

Officers will assume their functions as of the day of their appointment for a term of one (1) year or until the next Annual General Meeting is held.

## **63. FUNCTIONS**

### **63.1 The Chair**

- The Chair is the principal officer of the Corporation. They chair all meetings of the Corporation, the Board of Directors and the Executive Council. They are directly responsible for managing the Corporation's internal affairs and must ensure that it achieves its mission, while respecting the orientations that have been adopted and the implementation of any resolutions adopted by the Board of Directors. He is the official spokesman of the provincial committee. He is in support of the executive director.

### **63.2 The Immediate Past Chair**

The Immediate Past-Chair supports the Chair to ensure continuity and the pursuit of the Corporation's goals. Upon request, the Immediate Past-Chair shall replace the Chair and assists them in their role as Chair. They shall assume responsibility for any mandates entrusted to them.

### **63.3 The Vice-Chairs**

In the absence or incapacity of the Chair, the Vice-Chairs shall replace the Chair and exercise their powers and perform such other duties that may be assigned to them by the Board of Directors. They shall provide the Chair with assistance and advice.

The Vice-Chairs include the 1st Vice-Chair and the Vice-Chairs of the Northern, Eastern, Western and Southern regions. The vice-chair of regions will have to make sure of the follow-up of 3 regions which are assigned to him. He recommends the appointment of the regional coordinator to the executive committee. They assure the follow-up connected with the activities of the members

and the cadets in association with the regional coordinator, in the regions which are assigned to him.

The 1st vice-chair assists the president or replaces him officially when the latter is absent or cannot act. He assumes the responsibility of the specific mandates which are entrusted to him. It can be indicated to be the successor at the posting of provincial Chair. The Treasurer

The duty of the Treasurer is to safeguard the Corporation's funds and securities and to keep complete and exact records of all of the Corporation's assets, liabilities, income and expenditures in the appropriate registries and to deposit all of the Corporation's funds, securities and other valuables in a Chartered Bank or Trust Company or, in the case of securities, to entrust them to a duly registered Securities Broker, designated by the Board of Directors. They shall authorize all outflows of Corporation funds, upon the request of the competent authority, by issuing the appropriate supporting documents and providing the Chair and directors at any meeting of the Board of Directors or at their request, an account of all transactions, accompanied by the appropriate financial statements of the Corporation. The Treasurer will exercise any other duties that may be designated to them by the Board of Directors.

#### **63.4 The Secretary**

The Board of Directors may authorize the Secretary, by way of resolution, to assume responsibility for the general affairs of the Corporation under the direction of the Officers. The Secretary must attend all meetings, act as secretary, prepare all minutes and ensure their safeguard in the appropriate books.

The Secretary must serve or have served the notices of all General Meetings of the members and of meetings of the Board of Directors and perform any other duty that may be designated to them by the Board of Directors or the Chair, to whom they report. They are responsible for safeguarding the Corporate Seal, which they shall deliver solely when authorized to do so by resolution of the Board of Directors to the persons specified in the resolution.

#### **64. DELEGATION OF THE POWERS OF AN OFFICER**

In case of absence, incapacity or the refusal of any Officer of the Corporation to act, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate for the length of time necessary, all the powers or part of the powers of an Officer to another Officer or to a member of the Board of Directors.

## **65. RESIGNATION AND REMOVAL**

An officer may resign from their position at any time by notifying the Board of Directors in writing. An officer may be removed for any serious breach of the Code of Ethics, for serious negligence or after three (3) consecutive absences from meetings of the Board of Directors, *without cause*, by way of resolution adopted by a majority of the Directors.

## **66. VACANCY**

With the exception of the Immediate Past Chair, the Board of Directors shall fill any vacancies among the Officers of the Corporation. Any position thus filled, regardless of the initial term of the position, will be filled until the following Annual General Meeting.

## **67. COMPENSATION**

The Officers of the Corporation receive no compensation for their services.

## **DIRECTOR AND OFFICER LIABILITY AND THAT OF OTHER REPRESENTATIVES**

### **68. LIMITATION OF LIABILITY**

No director or officer of the Corporation is responsible for the acts, cash receipts, negligence or faults of any other director, officer or employee. Directors shall not be held liable for any losses, damages or expenditures incurred by the Corporation, due to the insufficiency or the absence of title to such property or to assets that were acquired for the Corporation by order of the directors. Nor shall they be held liable for the inadequacy or insufficiency of any guarantee used by the Corporation for the disposal or the investment of its funds or other property, or for any loss or damages resulting from bankruptcy, insolvency or the wrongful acts of any individual, company or corporation to whom have been entrusted any moneys, securities or other valuable assets of the Corporation, or for any other damages of any kind whatsoever incurred during the execution of their duties or in relation to their duties, unless these are caused by them directly or by their voluntary negligence.

### **69. INDEMNITY**

The directors of the Corporation are hereby authorized, with the approval or confirmation of the Board of Directors, to ensure that the Corporation grants indemnity to any director or officer, as well as to their heirs, successors in interest and legal representatives, as needed and at any time, from the funds of the Corporation:

- a) For all costs, fees and expenses that the director or officer incurs as the result of any law suit or litigation instituted against them by reason of any of the actions or decisions that they performed or permitted during the exercise of their duties, and
- b) Any other costs, fees and expenses that the director or officer incurs in relation to the business of the Corporation, with the exception of those that were incurred by the director or officer's own negligence or voluntary omission.

## **FINANCIAL PROVISIONS**

### **70. FISCAL YEAR OF THE ORGANIZATION**

Unless otherwise specified in a Board resolution, the League's fiscal year ends on June 30 of the current year.

### **71. BANK TRANSACTIONS**

The League's bank transactions shall be carried out at a bank, trust company or other institution or company that conducts banking activities, in Canada or elsewhere, that the Board may designate, appoint or authorize. Bank transactions shall be carried out in whole or in part by an officer or officers of the League or by such other persons that the Council may designate, prescribe or authorize by way of resolution.

### **72. POWER TO BORROW**

Subject to the Act and the Letters Patent of the Corporation, the directors may, exceptionally, without the consent of the members, but in light of the goals and orientations being pursued:

- a) Borrow money on the credit of the Corporation;
- b) Restrict or increase the sum to be borrowed;
- c) Issue bonds or other securities of the Corporation as guarantees or dispose of them for a price or for a value deemed to be suitable;
- d) Register a mortgage on the immovable or movable property or otherwise encumber the movable property of the Corporation.

### **73. FINANCIAL STATEMENT**

The League shall send the members copies of its annual financial statement and any other document required by the Act between 21 and 60 days before the Annual General Meeting or before the resolution signing date that replaces an

Annual Meeting, unless the member refuses to receive them. The League may also provide members with a notice that the documents in question are available at the League headquarters and that any member may obtain copies free of charge from the League headquarters or by prepaid mail. Paragraph 9.01 describes how the notice should be given.

#### **74. DELEGATION**

To the extent permitted by law, the Board of Directors may, from time to time, delegate to one or more Officers of the Corporation, designated by the Board, any delegate administrative acts in the fashion and to the extent decided by the Board of Directors, at the time of delegation. The powers of the Officers may be exercised by any other person who has been specially appointed by the Board of Directors for this purpose, in the case where any of the Officers are incapable of acting.

#### **75. DUES**

All squadrons shall be required to pay dues for a fundraising campaign approved by the Board of Directors. The General Assembly of the Members of our organization shall set the amount.

If it judges appropriate, the Board of Directors may establish the time, place and the manner of payment.

### **OTHER PROVISIONS**

#### **76. ADOPTION, ABROGATION AND AMENDMENT**

The Board of Directors has the power to abrogate, amend or adopt any provision of this By-law, which will enter into in force as of its adoption until the next Annual Meeting.

Thereafter, in accordance with the provisions of the [Companies Act](#), to remain in force, any abrogation or amendment must be ratified by two thirds (2/3) of the members present at the Annual General Meeting of the Organization who are entitled to vote – unless it was already ratified at a Special Meeting of members convened for that purpose.

The text of any amendment to the Letters Patent or the Organization's By-laws must be sent with the notice of meeting at which it will be submitted to the members for ratification.

If the abrogation or amendment to the By-laws is rejected or not ratified at this meeting, on that day it shall cease to be in force.

The abrogation or amendment of the Letters Patent of the Corporation will not take effect and nothing is to be instigated under its authority until approved by Registraire des entreprises.

**77. DISSOLUTION OF THE ORGANIZATION**

The dissolution of the organization must be approved and adopted by two thirds (2/3) of the voting members at a Special Meeting convened for that purpose. At this meeting, members will have to define the terms of the dissolution and liquidation of the Organization's assets in accordance with this Section, [Part 3 of the Companies Act](#) and the obligations to be fulfilled regarding the [Registraire des entreprises](#), after the payment of any debts.

In the case of dissolution or liquidation, the Organization's property and funds shall be vested in the Air Cadet League of Canada.

**78. DATE OF EFFECT**

These By-laws shall come into effect on the date of their ratification by the members, in accordance with the provisions of the Act.

**79. RATIFICATION**

Subject to the Organization's constituent act and By-laws, the Board of Directors may adopt any By-law to govern the procedure of any meeting of the Board of Directors. In the absence of procedural rules on a given point, a procedural code should be determined by the Board of Directors and applied to any meeting of bodies of the Organization.

Adopted on \_\_\_\_\_, 20\_\_\_\_.

Ratified on \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

## ***REFERENCE DOCUMENTS***

The By-laws and Statutes of the Air Cadet League of Canada (Québec and Ottawa Valley) make reference to the following documents:

- Companies Act – Part III. July 1, 2015.
- Constitution and Charter of the Air Cadet League of Canada (Québec and the Ottawa Valley) and of the Air Cadet League of Canada. April 8, 1976.
- Policies and Administrative Procedures of the Air Cadet League of Canada and of the Air Cadet League (Québec and Ottawa Valley), February 2017.
- Applicable Laws and Regulations of various levels of government.
- Organization Plan of the Air Cadet League of Canada and of the Air Cadet League of Canada (Québec and Ottawa Valley), August 2016.