

BYLAWS OF
AIR CADET LEAGUE OF CANADA - ALBERTA PROVINCIAL COMMITTEE
(hereafter called "APC")

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The Air Cadet League of Canada - Alberta Provincial Committee" (hereafter referred to as the "APC") is affiliated with the Air Cadet League of Canada pursuant to an Affiliation Agreement executed December 6, 2019. The following amended Bylaws are enacted by the APC for the governance of the APC.

1. INTERPRETATION

1.01 Definitions

In all Bylaws and resolutions of the APC, unless the context otherwise requires:

- a) "Act" means the *Societies Act*, RSA 2000, c. S-14, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time;
- b) "Air Cadet League or ACL" means the Air Cadet League of Canada as incorporated or continued under the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23;
- c) "Alberta Provincial Committee or APC" means the Air Cadet League of Canada - Alberta Provincial Committee as incorporated under the *Societies Act*, RSA 2000, c. S-14;
- d) "Board" means the Board of directors of the APC which may be referred to as the Board of directors;
- e) "Bylaws" means this Bylaw and all other Bylaws of the APC as amended and which are, from time to time, in force and effect;
- f) "Director" means any person occupying the position of director of APC by whatever name called;
- g) "Member" means a member of the APC and "Members" or "Membership" means the collective membership of the APC;
- h) "Officer" means an Officer of the APC;
- i) "Policy "or "Policies" means any rules, regulations or operating policies approved by the Board in accordance with these Bylaws;
- j) "Policy and Procedure Manual or PPM" means the manual with respect to the structure and activities of the ACL, and APC approved from time to time by the ACL and APC that are required to be published;
- k) "Screening" refers to the Volunteer Screening process as adopted by the Air Cadet League of Canada and amended from time to time;
- l) "Special Resolution" means a "Special Resolution" as defined in the Act as follows:

- i. A resolution passed:
 - a. At a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given; and
 - b. By vote of not less than 75% of those Members who, if entitled to do so, vote by person or by proxy;
 - ii. A resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or;
 - iii. A resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy;
- m) "Squadron Sponsoring Committee or SSC" means a not-for-profit corporation, society or group of persons forming a subordinate organization which, within its local, municipal, or identified geographic boundary, is duly authorized by the APC to represent the APC and ACL, assists in the development of the program in accordance with the PPM, and is subject to the direction and control of the APC.
- n) "SSC Chairperson" means the individual elected or appointed to the office of chair of an SSC in accordance with the Bylaws of the SSC and who has not been removed from the office of chair of an SSC.

In these Bylaws and in all other Bylaws of the APC hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

2. AMENDMENT OF BYLAWS

- 2.01 These Bylaws may only be rescinded, altered, or added to by completing all of the following steps:
- a) Passing a "Special Resolution";
 - b) Obtaining the approval of the ACL in accordance with the procedure in the PPM; and
 - c) Filing with and receiving a filed copy evidencing registration by the Registrar under the Act.

3. CONDITIONS OF MEMBERSHIP

- 3.01 Membership in the APC shall be open to persons interested in furthering the objects of the APC who meet the conditions of Membership in 3.02 below and are admitted in accordance with the Membership Policy that is adopted from time to time by the Board of Directors.
- 3.02 All Members must meet the conditions of Membership set forth herein:

- a) Be a legal resident of Canada or a Canadian citizen living abroad;
- b) Be at least eighteen (18) years of age;
- c) Have a genuine interest in the objectives of the APC; and
- d) Not be actively involved in the Air Cadet program as an Air Cadet, a Cadet Instructors Cadre Officer or Cadet Organizations Administration and Training Service (COATS) member.

3.03 Any Member wishing to withdraw from Membership may do so upon a notice in writing to the Board.

3.04 The Board may suspend or expel any Member from the APC for any one or more of the following grounds:

- a) Violating any provision of the Bylaws, or Policies of the APC;
- b) Carrying out any conduct which may be detrimental to the APC as determined by the Board in its sole discretion; and/or
- c) For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the APC.

3.05 Any Member upon a majority vote of all Members of the APC may be expelled from Membership for any cause which the APC may deem reasonable.

3.06 Membership in the APC is terminated when:

- a) The Member dies;
- b) The Member ceases to maintain the conditions for Membership set by these Bylaws, the Bylaws of the ACL or the PPM; or
- c) If the Member is an SSC Chairperson, when they are no longer an SSC Chairperson.

3.07 A Member shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members. Upon any withdrawal, suspension, expulsion or termination of Membership, the rights of the Member automatically cease to exist.

4. MEMBERS' MEETINGS

4.01 The annual meeting of the Members shall be held once a year in Alberta to transact any business required by the Act or the PPM.

4.02 The Board of Directors or the Chairperson shall have power to call, at any time, a general or special meeting of the Members of the APC. The Board of Directors shall call a general or special meeting of Members on written requisition of Members carrying not less than 33% of the voting rights.

- 4.03 A minimum of twenty-five (25) Members of which fifty percent (50%) plus one (1) must be SSC Chairpersons will constitute a quorum at any Members meeting.
- 4.04 Thirty (30) days' notice shall be given to each Member of any annual or general meeting of Members. Twenty-one (21) days' notice shall be given to each Member of any special meeting where special business requiring a Special Resolution will be transacted. All notices shall contain sufficient information to permit the Member to form a reasoned judgment on any decision to be taken. Notice of each meeting of Members must remind the Member of the right to vote by proxy.
- 4.05 Each Member present at any Members meeting shall have the right to exercise one vote. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder must be a Member of the APC.
- 4.06 A majority of the votes cast by the Members shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the Act or these Bylaws.
- 4.07 Notwithstanding anything contained in the Bylaws or the PPM, any Members meeting may be held by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting. When a vote is to be taken at any meeting of Members, the voting may be carried out by means of a telephonic, electronic, or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented without it being possible to determine how each Member voted.
- 4.08 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the APC shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5. BOARD OF DIRECTORS

- 5.01 The property and business of the APC shall be managed by a Board of Directors, comprised of a maximum of fifteen (15) Directors. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board of Directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors need not be Members.

5.02 Directors shall be elected by the Members at an annual meeting of Members for a term of one (1) year.

5.03 The office of Directors shall be automatically vacated:

- a) If a resolution is passed by the Members that a Director be removed from office;
- b) If a Director resigns by delivering a written resignation to the Board of the APC;
- c) If a Director is found by a court to be of unsound mind;
- d) If a Director makes an assignment in bankruptcy; or
- e) On death.

5.04 If any vacancy shall occur for any reason on the Board, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of the APC.

6. POWERS OF DIRECTORS

6.01 The Directors of the APC may administer the affairs of the APC in all things and make or cause to be made for the APC, in its name, any kind of contract which the APC may lawfully enter into as the APC and is by the PPM, by the ACL or otherwise authorized to exercise and do.

7. DIRECTORS' MEETINGS

7.01 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours-notice of such meeting shall be given to each Director. There shall be at least five (5) meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meetings of the Board of Directors of the APC shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

7.02 A Director may participate in a Board meeting, by means of a telephonic, electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

7.03 A majority of Directors in office, from time to time, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the Bylaws of the APC.

7.04 Each Director is authorized to exercise one (1) vote at all meetings of the Board of Directors and every question shall be decided by a majority of the votes cast on the

question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

- 7.05 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors, shall be as valid as if it had been passed at a meeting of the Board of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board.

8. REMUNERATION

- 8.01 No Director, Officer, Committee appointee or Member of the APC shall receive any remuneration for their services but are entitled to reimbursement for Board preapproved and reasonable expenses incurred in the exercise of their duties.

9. OFFICERS

- 9.01 The Officers of the APC shall include the Chairperson, Vice-Chairperson, secretary, and treasurer and any such other Officers as the Directors may determine.
- 9.02 The Officers shall be elected at an annual meeting of Members.
- 9.03 The Officers of the APC shall hold office until their successors are elected or appointed in their stead. Officers shall be subject to removal by a majority vote of the Board of Directors at any time.

10. DUTIES OF OFFICERS

- 10.01 The Chairperson shall preside at all meetings of the APC and of the Board of Directors, shall have the general and active management of the affairs of the APC and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 10.02 The duties of all other Officers of the APC shall be such as the terms of their engagement call for or the Board of Directors requires of them.
- 10.03 The secretary shall be responsible for the preparation and custody of minutes of proceedings of meetings of the society and of the Directors and shall be the custodian of any corporate seal adopted by the APC, which shall only be used when authorized by a resolution of the Board of Directors to do so.
- 10.04 The treasurer shall be responsible for the preparation and custody of all other books and records of the society.

11. EXECUTIVE COMMITTEE

- 11.01 The Board of Directors may, at its discretion appoint an executive committee composed of any number of Directors or Officers. The executive committee shall exercise such powers as are authorized by the Board of Directors. Any executive

committee appointee may be removed from the executive committee by a majority vote of the Board of Directors.

11.02 Meetings of the executive committee shall be held at any time and place to be determined by the appointees to such committee provided that forty-eight (48) hours-notice of such meeting shall be given to each committee appointee. No less than 2 of such committee appointees shall constitute a quorum.

12. OTHER COMMITTEES

12.01 The Board of Directors may appoint other committees made up of Directors, Officers or Members who hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees.

13. BORROWING POWERS

13.01 For the purpose of carrying out its objects, the APC may borrow money in accordance with any process set down in the PPM, but in no case shall debentures be issued without the sanction of a Special Resolution of the APC.

14. AUDITING

14.01 The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant. A financial statement setting out the income, disbursements, assets and liabilities, of the APC for the previous year, audited and signed by the auditors shall be submitted to the annual meeting of the APC. Any further requirements contained in the PPM must also be complied with.

15. BOOKS AND RECORDS

15.01 The books and records of the APC may be inspected by any Member of the APC at the annual meeting or at any time upon giving seven (7) days' notice and arranging a time satisfactory to the Officer or Officers having charge of same.

16. METHOD OF GIVING NOTICE

16.01 Any notice to be given pursuant to these Bylaws shall be sufficiently given:

- a) If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the APC;
- b) If mailed to such person at such person's recorded address as shown in the records of the APC by prepaid ordinary or air mail; or
- c) If sent to such person by telephonic, electronic, or other communication facility at such person's recorded address as shown in the records of the APC for that purpose.

16.02 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be

deemed to have been given when deposited in a post office box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched.

- 16.03 The APC may change or cause to be changed the recorded address of any Member, Director, Officer, or Member of a committee of the Board in accordance with any information believed by the APC to be reliable.
- 16.04 The declaration by the Chairperson that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice.
- 16.05 The signature of any Director or Officer of the APC to any notice or other document to be given by the APC may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

17. RULES, REGULATIONS AND OPERATING POLICIES

- 17.01 The Board may adopt, amend, or repeal by resolution such rules, regulations and Operating Policies that are not inconsistent with these Bylaws or the PPM relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the Bylaws or the APC as the Board may deem appropriate from time to time. Any such rules, regulations and Operating Policies adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

18. ARBITRATION

- 18.01 Any dispute arising out of the affairs of the APC and between any Members of the APC or between:
 - a) a Member or a person who is aggrieved and who has for not more than 6 months ceased to be a Member; or
 - b) a person claiming through the Member or aggrieved person or claiming under the Bylaws of the APC, and the APC or a Director or Officer of the APC, shall be decided by arbitration, which shall be under the *Arbitration Act*, RSA 2000, c A-43.
- 18.02 A decision made pursuant to arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench.

19. DISSOLUTION

- 19.01 In the event of dissolution or windup of its affairs, the Board of the APC shall ensure that the following procedures are carried out:
 - (a) All liabilities are paid;
 - (b) Any gaming proceeds remaining shall be distributed to eligible charitable organizations approved by the Board; and

- (c) Any property remaining shall be paid or transferred to the ACL in Trust to support Air Cadet Squadrons in Alberta, provided at the time of distribution, the ACL is a qualified donee within the meaning of subsection 248(1) of the *Income Tax Act* (Canada), R.S.C. 1985, c.1 (5th Supp.), as amended from time to time, otherwise any property remaining shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act* (Canada), R.S.C. 1985, c.1 (5th Supp.), as amended from time to time.

19.02 In no event shall any Members receive any assets of the APC.

Authorized Representative/Authorized Signing Authority for the APC

| | | | |
|---------------------------------|--------------|-------------------------------|-------------|
| Last Name | First Name | Middle Name <i>(optional)</i> | |
| Street/Postal Address | City or Town | Province | Postal Code |
| Date of submission (yyyy-mm-dd) | | Signature | |

Witness

| | | | |
|-----------------------|--------------|-------------------------------|-------------|
| Last Name | First Name | Middle Name <i>(optional)</i> | |
| Street/Postal Address | City or Town | Province | Postal Code |
| Signature | | | |