



Policies and Procedures Manual
Air Force Association of Canada - 2010

Introduction

In 2007 the National President of the Air Force Association of Canada expressed a desire to improve recruiting and retention of members. He acknowledged that two areas would require some attention: finances and governance. A new Executive Director was hired, and a number of significant financial recommendations quickly followed. At the same time the Strategic Organization and Constitution Committee was struck with a mandate to explore governance in general and groups in particular.

Within eighteen months the operating budget of the Air Force Association of Canada had been trimmed by more than 25 per cent. The aforementioned "S.O.C.C." committee was also well into its work. By February 2009 a report had been produced and the National Executive Council had begun to consider the recommendations and conclusions made therein. One particular issue – the state of the association's guiding documents – led to a decision to produce this Policies and Procedures Manual.

During the annual general meeting of 2009 members of the National Executive Council agreed to participate in a governance and orientation training session the outcome of which is the policies that can be found here. This is but the first of many and frequent sessions during which the association's senior elected members will be striving to enhance the governance of the association such that performance, in terms of providing needed programs, products and services to the association's members, improves over time.

It will be the goal of this evolving manual that all association guiding documents will be replaced by one set of policies and procedures to be entirely contained in these pages.

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Chapter 1 - Constitution

1.1. NAME

- 1.1.1. *The name of the association is: THE AIR FORCE ASSOCIATION OF CANADA and as heir to the Royal Canadian Air Force Association has sole claim to both styles and titles.*

1.2. PRINCIPLES AND POLICY

- 1.2.1. *The Association shall be democratic, non-sectarian and shall not be connected directly or indirectly with any political party or organization.*
- 1.2.2. *The Association shall stand for loyalty to the reigning sovereign, the principles of democratic and ordered government and for a strong and united comradeship among all who have served or serve in any aspect of Military or Civil Aviation.*
- 1.2.3. *The Association shall be an all ranks organization insofar as its military or ex-military members are concerned, and no member shall be entitled to precedence for any reason other than by elected standing in the Association.*

1.3. MISSION STATEMENT

- 1.3.1. *The Association is a national not-for-profit aerospace and community- service organization composed of aviation-minded citizens established to remind Canadians of their country's rich aeronautical tradition and history, to support Canada's Air Force, and to support and encourage the civil aviation component within the country.*

1.4. OBJECTIVE

1.4.1. *The following are the aims and objectives of the Association:*

- 1.4.1.1. *To preserve and perpetuate the glorious traditions of the Royal Canadian Air Force and all who served in it.***
- 1.4.1.2. *To provide a forum for serving and former participants in military and civil aviation.***
- 1.4.1.3. *To sponsor and encourage aeronautics in all its forms and branches.***
- 1.4.1.4. *To support Air Cadets and work closely with the Air Cadet League of Canada, and to participate in local civic and community programs, especially those designed to develop the physical, mental and moral well-being of our nations youth.***
- 1.4.1.5. *To undertake charitable and other projects of both a national and local character.***
- 1.4.1.6. *To work with various veterans' organizations in the attainment of their objectives.***
- 1.4.1.7. *To promote and encourage responsible citizenship among all Canadians.***
- 1.4.1.8. *To advocate a proficient and well equipped Air Force in Canada.***

Chapter 2 – By-laws

2.1. SHORT TERMS, ABBREVIATIONS AND DEFINITIONS

- 2.1.1. *“Association” shall mean the Air Force Association of Canada or the Royal Canadian Air Force Association.*
- 2.1.2. *“Association Meeting” shall mean a General Meeting of the Air Force Association of Canada.*
- 2.1.3. *Use of the masculine or feminine term shall be interpreted as interchangeable with the appropriate term of the opposite gender in the same context.*
- 2.1.4. *“NEC” where used shall mean the National Executive Council.*
- 2.1.5. *“Regular” and “Associate” membership shall mean an individual member or membership in the Association.*
- 2.1.6. *“Company” members or membership shall mean a company as a member of the Association with no rights or privileges accruing to a company individual.*

2.2. ORGANIZATION OF THE ASSOCIATION

2.2.1. National Executive Council

2.2.1.1. The affairs of the Association shall be managed by a National Executive Council as hereinafter set out, assisted by a National Headquarters Staff.

2.2.2. Regions

2.2.2.1. Superseded.

2.2.3. Groups

2.2.3.1. There shall be up to six Groups as the major administrative formations within the Association.

2.2.4. Wings

2.2.4.1. A Wing of the Association shall be constituted where there is sufficient member population and a Ladies Auxiliary may be affiliated with it. Wings will be under the jurisdiction of the Group in which they are geographically located.

2.2.5. Members

2.2.5.1. Members of the Association, their categories, classifications and affiliations shall be as hereinafter set out.

2.3. OFFICE

2.3.1. The National Headquarters or Head Office will be in Ottawa in the Province of Ontario or at a place to be determined at an Association General Meeting.

2.4. FISCAL YEAR

2.4.1. The fiscal year of the Association shall end on the 30th of June each year.

2.5. 2.5 BADGES AND SEALS

2.5.1. Badges and Insignia

2.5.1.1. Official badges and other insignia of the Association shall be fixed by the National Executive Council along with guidance as to their wearing or display.

2.5.2. Seals

2.5.2.1. The corporate seal of the Association shall be in the custody of the Executive Director of the Association in his capacity as secretary thereof, who, under seal shall have full authority to certify as to the authenticity of any and all documents in his possession by virtue of his appointment to such office.

2.6. QUALIFICATION FOR HOLDING OFFICE

2.6.1. Only individual Regular members as defined herein may hold office in the Association at other than Wing level. Individual Associate Members may hold office on a Wing Executive Council, other than President, as may from time to time be determined by the National Executive Council.

2.6.2. A salaried official or employee of the Association shall not be eligible for election or appointment as member of the National Executive Council, a Group Executive Council, or a Wing Executive Council other than by appointment as an ex-officio member.

2.6.3. A person shall not be nominated for any office in the Association unless they be present or have signified in writing their willingness to accept such office.

2.7. NATIONAL EXECUTIVE COUNCIL

2.7.1. Composition of the National Executive Council

2.7.1.1. The National Executive Council shall consist of the:

2.7.1.1.1. Honorary National President appointed biennially by the National Executive Council for a two year term, and the following directors:

- 2.7.1.1.2. *National President elected at an Association Meeting in an odd numbered year for a two year term.*
- 2.7.1.1.3. *National 1st Vice President elected at an Association Meeting in an odd numbered year for a two year term.*
- 2.7.1.1.4. *National 2nd Vice President elected at an Association Meeting in an odd numbered year for a two year term.*
- 2.7.1.1.5. *Immediate Past National President*
- 2.7.1.1.6. *Group Presidents Atlantic, Quebec, Ontario, Prairies, Alberta, Pacific. Group Presidents elected by groups for a two year period.*
- 2.7.1.1.7. *The Executive Director shall be an ex-officio member of the NEC.*

2.7.2. *Eligibility for Election*

- 2.7.2.1. *Subject to the provisions of paragraph 2.16 any duly nominated member may be elected or re-elected to the NEC.*

2.7.3. *Tenure of Office on the NEC*

- 2.7.3.1. *All members of the NEC shall continue to hold office until new incumbents are elected, except that a position shall be declared vacant if an incumbent:*
 - 2.7.3.1.1. *dies or files for bankruptcy,*
 - 2.7.3.1.2. *becomes medically or mentally unfit to serve,*
 - 2.7.3.1.3. *submits his resignation,*
 - 2.7.3.1.4. *has his removal requested by resolution of two-thirds of the delegates at an Association Meeting.*

2.7.4. *Vacancies on the NEC*

- 2.7.4.1. *Any vacancy on the NEC may be filled by appointment by the remaining members of the NEC.*

2.7.5. *Appointed Members on the NEC*

2.7.5.1. *Members Appointed to the NEC, except for the Honorary President, shall not have a vote at NEC meetings and will attend on individual invitation.*

2.7.6. *Powers of the NEC*

2.7.6.1. *The NEC may exercise such powers as are not by the Companies Act or these By-Laws required to be exercised by a General Meeting and without limiting the generalities of the foregoing shall have power to:*

2.7.6.1.1. *supervise generally the affairs of the Association,*

2.7.6.1.2. *formulate the overall policy of the Association,*

2.7.6.1.3. *operate through the National Headquarters, Groups, consortia of Wings or single Wings a charitable foundation(s) for the purpose of receiving donations, conducting lotteries, or other similar campaigns, and disbursing proceeds to worthwhile charitable causes, and to prescribe methods and procedures for the amount and destination of such disbursements,*

2.7.6.1.4. *establish a subsidiary company under the Companies Act, to undertake activities of a commercial nature associated with the aims and objectives of the Association, with the scope and type of activities being determined from time to time by the NEC,*

2.7.6.1.5. *appoint a Nominating Committee to serve at the pleasure of the NEC, composed of a Chairman and at least two members, the powers of which shall be limited to nominating a slate of members eligible for election at the Annual General Meeting as officers of the NEC, with the exception of Regional Directors, and to conduct the annual elections,*

- 2.7.6.1.6. *form additional committees as necessary, composed of its members and augmented by others if required, with duties and powers as established by the NEC,*
- 2.7.6.1.7. *make and issue such Rules and Regulations not inconsistent with these By-Laws, as may be necessary for the carrying out of the purpose and general administration of the Association.*

2.7.7. *Duties and Responsibilities of Group Presidents*

- 2.7.7.1. *The duties and responsibilities of Group Presidents include both individual and committee activities which shall be from time to time allocated by the NEC.*

2.7.8. *Administration*

- 2.7.8.1. *The NEC may appoint an Executive Director to hold office at the pleasure of the NEC, at a rate of remuneration determined by the NEC.*
- 2.7.8.2. *The Executive Director shall:*
 - 2.7.8.2.1. *conduct the National day-to-day operations of the Association within the parameters established by the NEC under the immediate supervision of the National President,*
 - 2.7.8.2.2. *supervise the National Headquarters,*
 - 2.7.8.2.3. *act as Secretary of the Association. In this respect he shall be responsible for all correspondence emanating from National headquarters, minutes of meetings and other secretarial duties as determined by the NEC, and*
 - 2.7.8.2.4. *be an ex-officio member of all committees except the Nominating Committee.*
- 2.7.8.3. *The President and the Executive Director may sign for the Association as a Corporation.*

2.8. ORGANIZATION OF GROUPS

2.8.1. Group Formation

2.8.1.1. *Groups of the Association shall comprise areas and/or Provinces as from time to time determined at an Association Meeting.*

2.8.2. Names of Groups

2.8.2.1. *Groups shall be known as Air Force Association of Canada (Name of Province and/or Area) Group.*

2.8.3. Group Executive Council

2.8.3.1. *The affairs of the Group shall be governed by a Group Executive Council (GEC) which shall consist of the Group President, Vice-President, Treasurer, and such other officers and members as may be determined at a Group Meeting, or as defined in the Group By-Laws as approved by NEC. Whenever possible a Group Honorary President should be appointed by the GEC. The GEC with the exception of the Honorary President, shall be elected at a Regular Group Meeting by majority vote, and proxies may be voted. It shall be empowered to conduct the business of the Group in accordance with the Group By-Laws.*

2.8.3.2. *The terms of office for members of the GEC shall be for one or two years as defined by the Group By-Laws. All members of the GEC shall continue to serve until new members are elected, except that a seat shall be declared vacant under the terms of 2.7.3.1.*

2.8.3.3. *Any vacancy on the GEC may be filled by appointment by the remaining members.*

2.8.3.4. *The Group Honorary President shall be a nonvoting appointment to the GEC for the purpose of providing advice to the President of the GEC. The appointment shall be for an initial period of two years but may be extended. The appointment must be approved by the NEC.*

2.8.4. Group Rules and Regulations

2.8.4.1. *A GEC may make such By-Laws, Rules, and Regulations governing its procedures and those Wings under its jurisdiction as are not inconsistent with the Constitution and these By-Laws and/or any Rule or Regulation made by the NEC, provided that such By-Laws, Rules and Regulations shall not be in force until approved by NEC.*

2.9. 2.9 ORGANIZATION OF WINGS

2.9.1. Wing Formation and Name

2.9.1.1. *The Association may establish in any locality a local Wing of the Association to be known as (number, designation and/or locality) Air Force Association of Canada.*

2.9.1.2. *Members resident in any locality may petition to be constituted as a Wing, and upon recommendation of the GEC, a certificate (Charter) may thereupon be issued to such wing by the NEC, and thereupon such Wing and its members shall be entitled to all the rights and privileges of the Association.*

2.9.2. Cancellation or Suspension of Charter

2.9.2.1. *Subject to appeal to an Association Meeting the NEC may at any time for cause cancel or suspend the Charter of any Wing.*

2.9.3. Wing Executive Council

2.9.3.1. *The affairs of a Wing shall be governed by a Wing Executive Council (WEC) of not less than four members of the Wing. The WEC shall be constituted so as not to contravene any By-Law, Rule, or Regulation issued by the NEC or GEC in that order of precedence. The WEC shall be elected annually at a meeting of the Wing by majority vote, and shall be empowered to conduct all regular business of the Wing. All members of the WEC shall continue to hold office until new incumbents are elected, except that a seat shall be declared vacant in accordance with 2.7.3.1.*

2.9.3.2. *Any vacancy on a WEC may be filled by appointment by the remaining members.*

2.10. WINGS AND MEMBERS IN THE UNITED STATES OF AMERICA

2.10.1. Wings in the United States of America

2.10.1.1. *The NEC may establish Wings of the Association in the United States of America and issue Charters thereto.*

2.10.1.2. *All Wings established in the United States of America shall be governed by the Constitution, By-Laws, Rules and Regulations of the Association.*

2.10.2. Members in the United States of America

2.10.2.1. *Members of the Association who are citizens of or residents in the United States of America shall maintain and uphold the principles, aims and objectives of the Association insofar as they are consistent with the allegiance they owe in that country.*

2.11. MEMBERSHIP

2.11.1. Membership Categories

2.11.1.1. *Membership in the Association shall be categorized as Individual Membership or Company Membership.*

2.11.2. Individual Membership Classification

2.11.2.1. *Individual Membership shall be classified as Regular, Associate and Honorary. Life membership shall be in each classification.*

2.11.3. Individual Membership Affiliation

2.11.3.1. *Affiliation of individual members may be:*

2.11.3.1.1. *with a Wing as a Wing Member or,*

2.11.3.1.2. *with National Headquarters as a Member at Large.*

2.11.3.2. *Administration of Wing Members shall be conducted through the Wing with which they are affiliated; however, the administration of Members at Large shall be directly between the member and National Headquarters.*

2.11.4. Regular Members

2.11.4.1. Regular membership in the Association shall be open to specified groupings in military aerospace and the aerospace industry, and others as may from time to time be determined at an Association Meeting.

2.11.5. Associate Members

2.11.5.1. Associate Membership shall be open to those who support the objectives of the Association with eligibility as from time to time determined at an Association Meeting.

2.11.6. Honorary Members

2.11.6.1. Honorary membership in the Association may be extended to individuals with the approval of the NEC.

2.11.7. Company Membership

2.11.7.1. Company membership in the Association shall be open to companies or associations of companies in the aerospace industry or who support such industry with actual eligibility and participation as determined at an Association Meeting.

2.11.8. Membership Rights and Privileges

2.11.8.1. The rights and privileges to be accorded members shall be from time to time determined at an Association Meeting; however, Wings may accord their members rights and privileges for local application provided they do not conflict with the Constitution, these By-Laws, Rules and Regulations.

2.11.9. Membership Fees

2.11.9.1. Membership fees shall be as from time to time determined at an Association Meeting and shall include an enrollment fee for initial membership.

2.11.10. Disqualification from Membership

2.11.10.1. No one who advocates the overthrow of democratic government shall be permitted to become or remain a member of the Association.

2.11.11. Withdrawal

2.11.11.1. Any member of the Association may withdraw from it by submitting his resignation in writing. No refund of membership fees shall be provided.

2.11.12. Expulsion or Suspension of Members for Cause

2.11.12.1. Any member may be expelled or suspended from the Association for breach of his obligations, or for profane or disorderly conduct at a meeting of any body of the Association, or for conduct unworthy of a member, or for any conduct which in any way brings discredit to the Association, or for non-payment of membership fees.

2.12. MEETINGS OF THE ASSOCIATION

2.12.1. Association General Meetings

2.12.1.1. An Association General Meeting shall take place annually, at such time and place as the NEC may from time to time determine, for the purpose of electing the NEC and conducting such other business as may be legally placed before it.

2.12.2. Special Association Meetings

2.12.2.1. Special Association Meetings may be called by the NEC and shall be called if requested by two thirds in number of the Wings. Notice of special meetings shall contain sufficient information to allow the members to make a reasoned decision.

2.12.3. Notice of Association Meetings

2.12.3.1. Not less than twenty-one days notice of any Regular or Special Meeting shall be given to Groups and Wings, which notice shall be communicated by mail. There shall be no obligation to give notice to individual members but Wing Presidents are responsible for giving notice to their members at least 14 days prior to the meeting, and reasonable steps shall be taken to bring the meeting to the attention of Members at Large.

2.12.4. Delegates to Association Meetings

2.12.4.1. Each Wing shall be entitled to send accredited delegates to an Association Meeting as follows:

2.12.4.1.1. for the first 100 Regular Wing members or part thereof, one accredited delegate.

2.12.4.1.2. for each additional 100 Wing members or part thereof one additional accredited delegate.

2.12.4.2. Each accredited delegate shall have one vote except for exercise of proxies as hereinafter described.

2.12.5. Delegate Status for other than Wing Accredited Delegates

2.12.5.1 Regardless of whether they have been elected as delegates the following shall have accredited delegate status at an Association Meeting:

2.12.5.1.1. members of the NEC,

2.12.5.1.2. Group Presidents,

2.12.5.1.3. Regional Vice-Presidents of those groups which have such officers,

2.12.5.1.4. Past Presidents in attendance at an Association Meeting.

2.12.6. Delegate Status for Members at Large at Association Meetings

2.12.6.1 Regular Members at Large may attend any Regular or Special Meeting of the Association. Such members may elect one voting delegate for every twenty-five such Members at Large, or fraction thereof, in attendance at the meeting.

2.12.7. Proxies at Association Meetings

2.12.7.1 The policy and procedures for the use of proxies at Association Meetings shall be as from time to time determined by an Association Meeting. Any voting delegate may be a proxy holder but all Proxies must be in writing.

2.12.8. Quorum at Association Meetings

- 2.12.8.1. *A quorum for any Regular or Special Association Meeting shall be the presence thereof of duly accredited delegates from at least five percent of the Wings of the Association in good standing at the time of such meeting, provided that one or more accredited delegates shall have authority to adjourn any such meeting from time to time for the purpose of obtaining a quorum.*

2.13. MEETINGS OF THE NATIONAL EXECUTIVE COUNCIL

2.13.1. Annual Meeting

- 2.13.1.1. *The NEC shall hold at least one annual meeting at such time and places as determined by the NEC.*
- 2.13.1.2. *Rules and procedures for advertising and conducting NEC meetings shall be as established by the NEC.*

2.14. MEETINGS OF GROUPS

2.14.1. Group Executive Council Meetings

- 2.14.1.1 *Group Executive Council meetings shall be held at such time and place within the Group as may be determined by the Group Executive Council.*

2.14.2. Regular Group Meeting

- 2.14.2.1 *Regular General Meetings of a Group shall be held at least annually for the purpose of electing Group Executives and/or transacting any other business which may legally placed before these meetings.*

2.14.3. Special Group Meetings

- 2.14.3.1 *Special Group Meetings may be called by the Group Executive Council, and must be called upon request therefore by two thirds in number of the Wings within the Group.*

2.14.4. Advertising and Procedures for Group Meetings

- 2.14.4.1 *Rules and procedures for advertising and conducting Group Meetings shall be as from time to time established by the Group Executive Council and*

approved by the NEC.

2.14.5. Delegates to Group Meetings

2.14.5.1 Each Wing within a Group shall be entitled to send accredited delegates to Group Meetings as follows:

2.14.5.1.1. if less than fifty Regular Members, one accredited delegate, and,

2.14.5.1.2. if more than fifty Regular Members, one additional accredited delegate for each additional fifty Regular Members or portion thereof.

2.14.5.2 Accredited delegates shall have one vote each except for exercise of proxies as hereinafter defined.

2.14.6. Delegate Status for other than Accredited Delegates

2.14.6.1 Regardless of whether they have been elected as delegates, members of a Group Executive Council shall have accredited delegate status at any Group Meeting.

2.14.7. Delegate Status for Members at Large at Group Meetings

2.14.7.1 Members at Large may attend any Regular or Special Group Meeting if residing in the Group area but cannot vote.

2.14.8. Proxies at Group Meetings

2.14.8.1 The policies and procedures for the use of proxies at Group Meetings shall be as from time to time determined by the NEC.

2.14.9. Quorum at Group Meetings

2.14.9.1 A quorum at any Regular or Special Group Meeting shall be the presence thereof of accredited delegates from at least fifty one percent of the Wings of the Group, which at the time of the meeting are in good standing, provided that one or more accredited delegates shall have the authority to adjourn any such meeting from time to time for the purpose of obtaining a quorum.

2.15. MEETINGS OF WINGS

2.15.1. Meetings of Wing Executive Council

2.15.1.1 *Meetings of a Wing Executive Council shall be held at such time and place as the Council may from time to time determine.*

2.15.2. Annual Wing General Meetings

2.15.2.1 *An Annual Wing General Meeting shall be held for the purpose of electing the Wing Executive Council.*

2.15.3. Wing General Meeting

2.15.3.1 *In addition to the Annual General Meeting, Wing General Meetings may be held at such time and place as the Wing Executive Council may from time to time determine and shall be called when requested by fifty percent of the members in good standing in the Wing.*

2.15.4. Notice of Wing General Meeting

2.15.4.1 *Not less than twenty-four hours notice of any Wing General Meeting shall be given to members of the Wing in good standing, which notice shall be communicated to the members by any appropriate means.*

2.15.5. Attendance at Wing Meetings

2.15.5.1 *All members in good standing of a Wing shall be entitled to attend all meetings of the Wing. Not less than ten percent of such members or not less than three of such members, whichever is the larger, shall form a quorum.*

2.15.5.2 *Wing Meetings shall be governed by such Rules and Regulations as may be determined by the Wing Executive Council, provided such rules are not in conflict with any Rule or Regulation issued by the NEC or the GEC.*

2.16. 2.16 ELECTIONS AND VOTING

2.16.1. Elections

2.16.1.1 *Elections shall be held annually at an Association, Group, or Wing Meeting to fill positions where terms of office have expired.*

2.16.2. Eligibility

2.16.2.1 *An otherwise eligible member shall be restricted to one office only among the offices of Regional Director or National, Group, or Wing President or Vice-President, and in the event that a newly elected member is an incumbent in one of the other positions the other position shall be relinquished concurrent with being sworn into the new position.*

2.16.3. Nominations

2.16.3.1 *Procedures for nominations shall be as from time to time established by an Association, Group, or Wing Meeting as applicable.*

2.16.4. Entitlement to Vote

2.16.4.1 *Only Regular Members as defined by Rules and Regulations shall be entitled to vote at an Association or Group Meeting. Regular and Associate Members may vote at Wing Meetings; however, the Associate Members voting privileges may be limited as from time to time determined by the NEC.*

2.16.5. Voting Procedures

2.16.5.1 *Voting procedures shall be as from time to time established at an Association, Group, or Wing Meeting as applicable.*

2.17. REMUNERATION EXPENSES AND ASSETS

2.17.1. Remuneration and Expenses

2.17.1.1 *A salary shall not be paid to any member of the NEC, a GEC, or a Wing Executive Council, and with the*

exception of salaried officials and employees, no member shall receive any remuneration for his services to or on behalf of the Association.

2.17.1.2 *Compensation for travel, living and incidental expense incurred on behalf of the NEC, a GEC, or a Wing Executive Council may be authorized by the applicable Council.*

2.17.2. Assets

2.17.2.1 *The business of the Association shall be carried on without monetary or other tangible gain for its members, and any profits or other accretions to the Association shall be used solely for promoting the objectives of the Association.*

2.17.2.2 *On the winding up or the dissolution of the Association all funds and assets remaining after all debts have been paid shall be transferred to the Air Cadet League of Canada, or any other non-profit organization with similar objectives.*

2.17.2.3 *The National Executive Council of the Association shall not have any rights in the assets of any Wing in the Association, or be liable for any debts or obligations of any Wing in the Association, and no Wing shall have any rights in the assets of, or be liable for any debts or obligations of the Association as a whole or of any other Wing thereof.*

2.18. AUDITS

2.18.1. Audit of National Accounts

2.18.1.1 *A certified member of an incorporated and recognized Association of Accountants and Auditors shall be appointed at an Association Meeting, for such period as may be determined at such meeting and until a successor is appointed, to audit annually the accounts of National Headquarters.*

2.18.2. Audit of Group Accounts

2.18.2.1 *A qualified Accountant may be appointed at a Regular Meeting of the Group, for such period as may*

be determined at such meeting and until a successor is appointed, to audit annually the accounts of the Group. In lieu of a qualified Accountant an Audit Committee may be appointed by Group Executive Council to audit annually the accounts of the Group.

2.18.3. Audit of Wing Accounts

2.18.3.1 *A qualified accountant may be appointed at a meeting at each Wing, for such period as may be determined at such meeting and until a successor is appointed, to audit annually the accounts of the Wing. In lieu of a qualified Accountant an Audit Committee may be appointed by the Wing Executive Council to audit annually the accounts of the Wing.*

2.19. AMENDMENT OF BY-LAWS

2.19.1. *These By-Laws may be amended, repealed, or re-enacted;*

2.19.1.1. *by the NEC, provided that any such amendment, repeal, or re-enactment is confirmed at an Association Meeting by a majority vote of the delegates, or*

2.19.1.2. *at any Association Meeting, by a majority of the delegates voting, provided that such amendment, repeal, or re-enactment has been submitted to and approved by, a Group General Meeting in accordance with the applicable Rules and Regulations.*

2.20. 2.20 APPROVAL OF BY-LAW AMENDMENTS

2.20.1. *Any amendment, repeal, or re-enactment of these By-Laws shall not be in force or acted upon until approved by the Minister of Commercial and Corporate Affairs for Canada.*

1-A

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: GOVERNING STYLE

The National Executive Council will approach its task with a style which emphasizes outward vision rather than an internal preoccupation, as well as encouragement of diversity in viewpoints, strategic leadership more than administrative detail, and a clear distinction between the National Executive Council and staff roles, future rather than past or present, and pro-activity rather than reactivity.

In this spirit the National Executive Council will:

1. Focus on intended long-term impacts (organizational priorities) and not on the administrative or programmatic means of attaining those priorities.
2. Direct, control and inspire the staff organization through careful establishment of the broadest organizational values and perspectives (policies).
3. Enforce upon itself and its members whatever consistent behaviour is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect for clarified roles, speaking with one voice, and self-policing any tendency to stray from the governance principles adopted in National Executive Council policies.
4. Monitor and regularly discuss the National Executive Council's own process and performance. Ensure the continuity of its governance capability through retraining and redevelopment. The National Executive Council, not the staff, will be responsible for National Executive Council performance.
5. Initiate policy, not merely react to staff initiatives.

6. **The President or his/her designate shall have a discussion with any National Executive Council member who misses two consecutive meetings, to discuss the reasons for same and recommend suitable action to the National Executive Council.**

1-B

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: NATIONAL EXECUTIVE COUNCIL JOB DESCRIPTION

The National Executive Council's specific contributions are unique to its trusteeship role and necessary for proper governance and management.

The "products" or job description of the National Executive Council shall be:

1. The link between the NEC and the association.
2. Written governing policies which at the broadest levels address:
 - a. **Priorities and Objectives:**
 - 1) Establish policies, objectives and a strategic plan for the association.
 - 2) Ensure an effective fiscal management structure and oversight process.
 - 3) Provide clear direction to and assessment of the Executive Director.
 - b. **Executive Limitations:**
 - 1) National Executive Council authorities and actions are subject to:
 - a) Restrictions as imposed by association bylaws
 - b) Restricted to the national sphere of responsibility
 - c) Governed by federal and provincial statutes governing not-for-profit organizations

c. Governance Process:

- 1) The governance process will be carried out through meetings and briefings:**
 - a) the National Executive Council shall convene semi-annually or more often as required to accomplish its objectives as stated above**
 - b) the National Executive Council will review its achievements and accomplishments which will then be briefed to the association at large**
 - c) policy review and monitoring shall be a part of each meeting**

d. National Executive Council-Executive Director Relationship:

- 1) The Executive Director is a direct employee of the National Executive Council and is delegated executive authorities through specific terms of reference. The assurance of Executive Director performance against National Executive Council policies is ensured through an annual personnel review process.**

1-C

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: PRESIDENT'S ROLE

1. The job output of the President is to ensure that the National Executive Council behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will only be those issues which, according to National Executive Council policy, clearly belong to the National Executive Council to decide, not the Executive Director.
 - b. Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.
 - c. Ensure that meetings adhere to the agenda which has been agreed upon prior to the meeting.
 - d. Robert's Rules of Order are to be observed except where the National Executive Council has superseded them.
2. The authority of the President consists of making any decision on behalf of the National Executive Council which falls within or is consistent with National Executive Council policies on Governance Process and on the National Executive Council-Executive Director relationship.
 - a. The President is empowered to President National Executive Council meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - b. The President's authority does not extend to making decisions within strategic goals and Executive Limitations policy areas, each of which is within the scope of the Executive Director.

- c. The President's authority does not extend to interpreting National Executive Council policies to, or otherwise supervising or directing the Executive Director.**

- d. The President shall serve as the official spokesperson for the organization relative to policy, vision and mission.**

1-D

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: COMMITTEE PRINCIPLES

The National Executive Council may establish committees to help carry out its responsibilities. Committees will be used when necessary and only when other methods have been deemed inadequate.

1. National Executive Council committees shall not speak or act for the National Executive Council except when formally given such authority for specific and time-limited purposes. Such authority will be stated in order not to conflict with any authority delegated to the Executive Director.
2. National Executive Council committees are to help the National Executive Council do its job, not to help the Executive Director to do his/her job. Committees will assist the National Executive Council chiefly by preparing policy alternatives and implications for National Executive Council deliberation. National Executive Council committees are not to be created by the National Executive Council to advise staff.
3. If a National Executive Council committee is used to monitor organizational performance in a given area, the same committee will not have helped the National Executive Council create policy in that area.
4. National Executive Council committees shall not exercise authority over staff. In keeping with the National Executive Council's focus on the future, National Executive Council committees will not have direct dealings with current staff operations.
5. This policy applies only to National Executive Council committees which are formed by National Executive Council action, whether or not the committees include non-National Executive Council members.

1-E

POLICY TYPE: GOVERNANCE PROCESS

***POLICY TITLE: NATIONAL EXECUTIVE COUNCIL MEMBER CODE
OF CONDUCT AND ETHICS***

1. National Executive Council members must represent loyalty free of conflict to the interests of the Association. This accountability supersedes any conflicting loyalty such as to advocacy or interest groups and membership on other National Executive Councils or staffs. This accountability also supersedes the personal interest of any National Executive Council member acting as an individual consumer of the organization's services.

This accountability will be publicly verbalized by the member during a formal swearing in ceremony.

2. National Executive Council members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no direct or indirect self-dealing or any conduct of private business or personal services between any National Executive Council member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - b. National Executive Council members must not use their positions to obtain for themselves, family members or close relatives and associates employment within the organization.
 - c. Should a National Executive Council member be considered for employment by the Association, s/he must withdraw from National Executive Council deliberation, voting and access to applicable National Executive Council information.

3. **National Executive Council members may not attempt to exercise individual authority over the organization except as explicitly set forth in National Executive Council policies.**
 - a. **National Executive Council members' interaction with the Executive Director or with staff must recognize the lack of authority in any individual National Executive Council member or group of National Executive Council members except as noted above.**
 - b. **National Executive Council members' interaction with the public, media or other entities must only reflect on behalf of the National Executive Council that which is consistent with and set forth in National Executive Council policies.**
 - c. **National Executive Council members will make no judgments of Executive Director or staff performance except as that performance is assessed against explicit National Executive Council policies by the official process.**

1-F

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: MEMBER CONSULTATION AND STRATEGIC PLANNING

The National Executive Council acknowledges the need to remain in touch with members' needs and wants, and to ensure the organization's resources are allocated to the achievement of a strategic plan based on input from the membership and external and internal stakeholders.

Accordingly:

1. A membership-needs survey shall be conducted at intervals as determined by the National Executive Council.
2. Survey results, in addition to internal and external information will be developed to assist the National Executive Council in establishing a strategic plan for the organization.
3. Annually, the Executive Director shall prepare, and the National Executive Council shall approve, an annual business plan, based on the priorities identified in the National Executive Council's strategic plan.
4. The Executive Director shall report on the status of the business plan at every meeting of the National Executive Council.

2-A

**POLICY TYPE: NATIONAL EXECUTIVE COUNCIL-EXECUTIVE
DIRECTOR RELATIONSHIP**

POLICY TITLE: DELEGATION TO THE EXECUTIVE DIRECTOR

The National Executive Council's job is to establish top-most policies, leaving implementation and subsidiary policy development to the Executive Director.

The National Executive Council's priorities and objectives direct the Executive Director to achieve certain results, and Executive Limitations policies constrain the Executive Director to act within acceptable boundaries of prudence and ethics.

All National Executive Council authority delegated to staff is delegated through the Executive Director, so that all authority and accountability of staff can be phrased (insofar as the National Executive Council is concerned), as authority and accountability of the Executive Director.

1. The Executive Director is authorized to make all decisions, take all actions and develop all activities which are true to the National Executive Council's policies. The National Executive Council will ensure the Executive Director's independence relative to the prescribed duties as outlined in policy. Notwithstanding, the National Executive Council, at its discretion, may change policies that may alter or impact upon the Executive Director's authority.
2. No individual National Executive Council member, officer or committee has authority over the Executive Director. Information may be requested, but if such request, in the Executive Director's judgment, requires a material amount of staff time and resources that will affect other priorities, the Executive Director may propose alternatives or suggest the request be referred to the National Executive Council for possible reallocation of priorities and timing.

3. **The Executive Director may not perform, allow, or cause to be performed any act which is contrary to explicit National Executive Council constraints (Executive Limitations policies).**

4. **Should the Executive Director violate a National Executive Council policy, s/he shall immediately inform the National Executive Council who will debate the nature of the violation and determine if corrective or disciplinary action is necessary.**

2-B

**POLICY TYPE: NATIONAL EXECUTIVE COUNCIL-EXECUTIVE
DIRECTOR RELATIONSHIP**

POLICY TITLE: EXECUTIVE DIRECTOR JOB DESCRIPTION

As the National Executive Council's single official link to the organization, s/he is accountable for all organizational performance and exercises all authority transmitted into the organization by the National Executive Council. Executive Director performance will be considered to be synonymous with organizational performance as a whole.

Consequently, the Executive Director's job contributions can be stated as performance in only two areas:

1. Organizational accomplishment of the priorities and objectives set out periodically by the National Executive Council.
2. Organizational operation within the boundaries of prudence and ethics established in National Executive Council policies on Executive Limitations.

2-C

**POLICY TYPE: NATIONAL EXECUTIVE COUNCIL-EXECUTIVE
DIRECTOR RELATIONSHIP**

***POLICY TITLE: MONITORING EXECUTIVE DIRECTOR
PERFORMANCE***

Monitoring Executive Director performance is synonymous with monitoring organizational performance against National Executive Council approved priorities and objectives and on Executive Limitations. Monitoring will be as automatic as possible, using a minimum of National Executive Council time so that meetings can be used to create the future rather than review the past.

1. The purpose of monitoring is simply to determine the degree to which National Executive Council policies are being fulfilled. Information which does not do this will not be considered to be monitoring.
2. A given policy may be monitored in one or more of three ways:
 - a. Internal report: Disclosure of compliance information to the National Executive Council from the Executive Director.
 - b. External report: Discovery of compliance information by a disinterested external party who is selected by and reports directly to the National Executive Council. Such reports must assess Executive Director performance only against policies of the National Executive Council, not the external party, unless the National Executive Council has previously indicated the party's opinion to be the standard.
 - c. Direct National Executive Council inspection: Discovery of compliance information by a National Executive Council member, or a committee of the National Executive Council as a whole. This is a National Executive Council inspection of documents, activities or circumstances directed by the National Executive Council which allows a "prudent person" test of policy compliance.

3. **Upon the choice of the National Executive Council, any policy can be monitored by any method at any time. However, each Executive Limitations policy of the National Executive Council will be classified by the National Executive Council according to frequency and method of regular monitoring.**

3-A

POLICY TYPE: EXECUTIVE DIRECTOR LIMITATIONS

POLICY TITLE: GENERAL EXECUTIVE DIRECTOR CONSTRAINT

The Executive Director shall abide by commonly accepted business practices and professional ethics within the not-for-profit sector.

MONITORING: Annual signed statement by Executive Director each September.

3-B

POLICY TYPE: EXECUTIVE DIRECTOR LIMITATIONS

POLICY TITLE: MEMBER SERVICES

With respect to treatment of members, the Executive Director shall not cause or allow conditions to occur which are unfair or undignified. Nor shall s/he allow disclosure of what may be considered privileged or confidential information.

The distribution of membership lists outside of the organization is governed by the Privacy Act. Internal release of membership lists by the Executive Director shall be in accordance with Article 7.04 of Booklet 111.

The above conditions will also apply with respect to those stakeholders outside of the actual membership for whom service and information is provided.

MONITOR: Annual statement of compliance by Executive Director in September.

3-C

POLICY TYPE: EXECUTIVE DIRECTOR LIMITATIONS

POLICY TITLE: STAFF TREATMENT

With respect to the treatment of paid staff and volunteers, the Executive Director shall not cause or allow conditions to persist which are inhumane, unsafe, unfair or undignified.

The Executive Director shall not allow violation of any legislative standard such as Federal or Provincial Human Rights Codes, the Employment Standards Act, or any legislation governing Pay Equity, Employment Equity, and Workplace Health and Safety.

MONITORING: Annual statement from Executive Director (September).

3-D

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: COMPENSATION AND BENEFITS

The Executive Director shall maintain fiscal integrity and a positive public image with respect to employment, compensation and benefits to employees, consultants and contract workers.

Accordingly, the Executive Director may not:

1. Change his or her compensation and benefits.
2. Make commitments regarding permanent employment without proper authorization or approval.
3. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
4. Create compensation obligations over a longer term than approved and available revenues.

MONITOR: Annual statement of compliance from Executive Director in September.

3-E

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: FINANCIAL PLANNING

The Executive Director shall not propose a budget which:

1. **Contains too little detail to enable: an accurate projection of revenues and expenses, separation of capital and operational items, subsequent audit trails and disclosure of planning assumptions.**
2. **Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that year, without the approval of the National Executive Council.**
3. **Deviates materially from National Executive Council-stated priorities and objectives in its allocation among competing budgetary needs.**
4. **Jeopardizes the integrity of the services provided by the organization.**

MONITORING: Budget presented in February for next fiscal year, which includes historical financial data and projections.

3-F

POLICY TYPE: EXECUTIVE DIRECTOR LIMITATIONS

POLICY TITLE: FINANCIAL CONDITION

With respect to ongoing financial health, the Executive Director shall not cause or allow fiscal jeopardy.

Accordingly, s/he shall not:

- 1. Expend more funds in the fiscal year to date than have been received in the cash flow, cash advances, or are provided for in any National Executive Council authorized line of credit.**
- 2. Use any long term reserves.**
- 3. Allow cash to drop below the amount needed to settle payroll and debts in a timely manner.**
- 4. Allow actual allocations to deviate materially from National Executive Council priorities and objectives.**
- 5. Authorize a line of credit without approval of the National Executive Council.**

MONITORING: Semi-annual revenue and expense statements and balance sheet.

3-G

POLICY TYPE: EXECUTIVE DIRECTOR LIMITATIONS

POLICY TITLE: ASSET PROTECTION

With respect to proper stewardship of organizational assets, the Executive Director shall not risk losses beyond those necessary in the normal course of business.

Accordingly, s/he shall not:

- 1. Fail to insure related property, premises and activities against property/liability losses and shall not fail to insure National Executive Council members and staff against liability losses arising from their agency related duties and activities.**
- 2. Unnecessarily expose the organization, the National Executive Council or its staff to claims of liability.**
- 3. Approve any purchase or make economic commitments exceeding \$5,000.00 for a single purchase of goods or services without conducting an open and fair tendering process.**
- 4. Transfer changes within the budget from one line to another that exceeds \$5,000.00.**

MONITORING: Annually (after policy anniversary) copies of renewed insurance policies shall be shared with the Board.

Annual statement of compliance from Executive Director in September for compliance with sections, 2, 3 and 4.

3-H

POLICY TYPE: EXECUTIVE DIRECTOR LIMITATIONS

POLICY TITLE: EXECUTIVE SUCCESSION

CONTINUITY OF EXECUTIVE SERVICES

The Executive Director shall maintain a comprehensive set of records and documents to facilitate continuity of executive services in the event of his/her departure, and inform the President (or his/her designate) of how to access same in case of an emergency.

In that regard, a thirty-day minimum transition period to permit replacement staff training will be written into the ED's contract.

MONITORING: Annual report in September to President from Executive Director.

3-I

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: COMMUNICATION AND COUNSEL TO THE NATIONAL EXECUTIVE COUNCIL

With respect to providing information and counsel to the National Executive Council, the Executive Director shall not cause or allow the National Executive Council to be uninformed or misinformed.

Accordingly, s/he shall not:

- 1. Fail to inform the National Executive Council of relevant trends, material external or internal changes, particularly changes in the assumptions upon which any National Executive Council policy, priority or objective has been previously established.**
- 2. Fail to gather staff and external points of view, issues and options and advice as needed for fully informed National Executive Council choices.**
- 3. Fail to inform the National Executive Council on program changes or staff changes related to services offered.**

MONITORING: Annual statement of compliance from Executive Director in September.

3-J

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: INVESTMENTS

Surplus funds are more generally referred to as “deferred revenues”. These deferred revenues are largely made up of membership dues paid by members who opt to pay their dues over a multi-year period. The most common is a 3-year (MAL) membership period. One-third of such a subscription may be allocated to the fiscal year during which the member joins or renews, with the remaining two-thirds being applied to the two subsequent fiscal year periods.

With respect to the investment of association surplus funds, the Executive Director shall ensure:

1. Surplus funds are invested to obtain the highest possible return by utilizing a mix of low-risk investment instruments on advice from a financial consultant.
2. Low-risk shall be defined to include: Federal or Provincial government bonds, government backed debt instruments (e.g., hydro, utilities, etc.), crown corporation bonds, treasury bills, guaranteed investment certificates from Schedule A chartered banks, and commercial paper or derivatives thereof and mutual funds.
3. A minimum of 50% of funds will be invested in instruments backed by either the Federal or Provincial governments or the Canadian Deposit Insurance Corporation. CDIC insurance limitations should be considered with all eligible investments.
4. A maximum of 50% of funds may be invested in mutual funds.
5. The services of an investment firm will be utilized and the firm selected will be provided with a copy of this policy as a limit to its activity on our behalf.

MONITORING: Semi-annual reports from financial advisor to the Executive Director and subsequently the National Executive Council (July and January).