



**Air Force Association of Canada
Constitution & By-laws 2009**

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ABOUT THE ASSOCIATION

Our History

The Royal Canadian Air Force Association was formed in 1948 as a national advocacy group to support the Royal Canadian Air Force, and to unite Air Force veterans of the Second World War.

Former Chief of the Air Staff, Air Chief Marshal L.S. Breadner accepted the task of organizing the new association. He successfully enlisted the participation of various community groups and clubs of former airmen and airwomen, and also invited unaffiliated air veterans to join as members-at-large.

An Order-in-Council legitimized the new association. With Treasury Board funding and headquarters accommodation provided by the Department of National Defence, the RCAF Association held its first annual meeting in Ottawa, 16 September, 1948 at which ACM Breadner was named the first Dominion President. Much organizational and administrative work followed, and the first membership cards were issued in February, 1949.

Constitution and Bylaws were framed so that the Association could be incorporated under the Companies Act. A Charter under the Act was granted by the Secretary of State of Canada, on 14 May, 1951. Over the years the Association grew and prospered, closely linked with the Royal Canadian Air Force. However, in 1968, the RCAF ceased to exist with the unification and integration of Canada's three armed services. This event resulted in a gradual disconnect between the RCAF Association and Canada's air element, redressed to some degree with the formation of Air Command in 1975. Air Command then became the focal point for all regular and reserve Air Force activity. In 1992 it challenged the RCAF Association to reposition itself as both an advocacy group and a focal point for Air Force veteran activity.

Following nearly 30 years after the demise of the RCAF, a name change for the Association was proposed by Air Command to reflect that reality. A change of name was an emotional issue, and the proposal was exhaustively debated within the Association for more than a year before it came to a vote at the annual convention in Winnipeg in October, 1993. The vote was overwhelming, with 86.2% of delegates in attendance voting in favour of a name change.

On 1 July, 1994 the Air Force Association of Canada became the new official title of our Association. Over the following two years, the membership of the Association has grown by 30%, to nearly 16,000 regular wing members and members-at-large, and an estimated 5,000 associate members. There are 74 Wings or chapters across Canada and in the western United States (California and Colorado). Wings actively sponsor and support air cadets and other community activities.

Nationally, the Association is a strong advocate of a professional and well-equipped Air Force for Canada, and is an active advocate of veterans rights through membership in the National Council of Veteran Associations.

Our Guiding Principles

The Association shall be democratic, non-sectarian and shall not be affiliated or connected directly or indirectly with any political party or organization.

The Association shall stand for loyalty to the reigning sovereign and the principles of democratic and ordered government, for a national and united spirit, and for strong and united comradeship among all who have served in military or civil aviation.

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 virtue of elected standing in the Association.

Our Mission Statement

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.

Our Objectives

- To preserve and perpetuate the glorious traditions of the Royal Canadian Air Force and all who served in it.
- To provide a forum for serving and former participants in military and civil aviation.
- To sponsor and encourage aeronautics in all its forms and branches.
- 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 nation's youth.
- To undertake charitable and other projects of both a national and local character.
- To work with the RCAF Benevolent Fund and various veterans organizations in the attainment of their objectives.
- To promote and encourage responsible citizenship among all Canadians.
- To advocate a proficient and well equipped Air Force in Canada.

More Info

For further information on the Air Force Association of Canada, contact us at Tel. (613) 992-7482 or FAX (613) 995-2196, or write to us at Executive Director, Air Force Association of Canada, P.O. Box 2460, Stn "D", Ottawa, ON, K1P 5W6. You are invited to visit our web-site at www.airforce.ca.

August, 1997

Notes on the Role of Directors of Not-for-Profit Corporations

Reference: Hugh M. Kelly, QC. *Duties and Responsibilities of Directors of Not-For-Profit Organizations*, (Toronto: Canadian Society of Association Executives, 2004).

While protection from personal liability flowing from the activities of the organization may have been the initial motivation for incorporation, members of the board still face exposure to liability for any of their own actions that are inconsistent with the duties owed by directors to the corporation that such directors serve. Directors must therefore be careful in fulfilling their duties to the corporation (and at times to others) to receive the benefit of such protections as are available. For many of the same reasons that apply in the case of commercial corporations, directors and officers of non-share corporations are subject to most of the same statutory liabilities imposed upon directors and officers of corporations governed by various business corporation statutes of Canada and the provinces.

One of the principal differences between commercial and not-for-profit corporations is that directors of not-for-profit corporations tend to be volunteers from the community in which the non-share capital corporation serves - persons whose experience in the world of business or commerce is more likely to be that of a consumer or an entrepreneur more accustomed to making independent decisions unilaterally. As a result, many of these directors are less sophisticated than their commercial counterparts, and mistakenly believe that they are completely shielded from liability merely as a result of incorporation.

It is important, therefore, that directors of non-share capital corporations fully understand their potential personal liability. Furthermore, they must be aware of the duty of care they owe in law - both statutory and common law.

Duty of Knowledge

A director of a corporation, whether non-share capital corporation or otherwise, must know certain aspects about that corporation. Although various jurisdictions have different requirements as to content (and identifying labels: charter, letters patent, memorandum, and so on), the constating (originating or establishing) documents outline the fundamental purpose for the existence of a corporation. At a minimum, the director must be constantly aware of the content, though not necessarily the detail, of these constating documents. The director must also be aware of the requirements of the internal governance mechanisms - generally known as the bylaws - by which the corporation operates. Such awareness can only be the result of initial understanding and regular refreshing of recollection of the content of these "cornerstones" of the corporation.

Similarly, directors must understand what the corporation does in practice: that is, how the corporation puts its purposes into action. In practical terms, orientation of

new board members is considered a fundamental prerequisite to full participation in the processes of the board; indeed, regular refreshing and updating of all board members is provided for directors in many organizations. Correspondingly, all board members must consider that the duties of office include an obligation to review, at least annually, these fundamental documents. Best practices of boards include, in every directors' meeting, at least some education as to the operations of the corporation so that directors can fully understand how mission, vision and objectives are translated into action.

Just as there is a need to periodically reflect on the mission, vision and objectives, directors must also formally review the constituting documents and bylaws to ensure that they each remain consistent to the *raison d'être* of the organization. The bylaws, in particular, are the servants of the work of the corporation. Although some parts of the bylaws are prescribed by the law of the incorporating jurisdiction, many parts should always continue to support, not inhibit, the fundamental purposes and activity of the corporation. Because of the "stable foundation" that the bylaws provide to the corporation, alterations should not be undertaken lightly or hastily, but only after careful reflection on the possible and available alternatives.

It must be noted, however, that the bylaws govern the internal workings of the corporation, and until altered in accordance with the appropriate amendment provisions, directors must comply with their terms. This applies not only to the substance of the particulars, but also to the timing as outlined in the bylaws.

Duty of Care

A director of a non-share capital corporation has a duty in the performance of the activities of the corporation to act in accordance with a minimum standard of care, and may incur personal liability where the conduct falls short of this criterion. In business corporations, this standard test of care is an objective one generally expressed as a standard of care that a reasonably prudent person would exercise under similar circumstances. This objective standard has been codified in the legislation of some provinces that governs business corporations.

For some reason, much of the federal and provincial legislation that applies to non-share capital corporations does not attempt to define a standard of care. Four provinces (British Columbia, Saskatchewan, Manitoba, and Newfoundland), however, have codified an objective standard of care similar to that found in the legislation governing business corporations. For example, the British Columbia Societies Act provides that a director of a society/association/organization shall:

- a. act honestly and in good faith and in the best interests of the society; and
- b. exercise the care, diligence and skill of a reasonably prudent person in exercising his powers and performing his duties as a director:

Where no objective standard is codified, directors of a non-share capital

corporation in that jurisdiction must discharge their duty by meeting a standard of care that has been defined by the courts. This more subjective standard that must be met is conduct that may reasonably be expected from a person of such knowledge and experience as the identified director.

What emerges from this is that a director with more skill, sophistication and experience will face a greater standard and a greater risk of personal liability than another director who might lack such specific expertise. Thus, a lawyer, accountant or other professional must be aware of the higher standard that will be expected of someone with such qualifications. Where the corporation is a charitable organization, an even higher standard of care may be exacted. Directors of charitable organizations are generally held to the same standard of care as a trustee in managing a charitable trust. It is trite law that trustees have a higher duty to the organization than would be the case of a person who does not serve in that capacity.

A director who acts honestly and meets these standards of conduct and care will not be liable for simple errors of business judgment that occur while the director performs the duties of the office.

Duty of Skill and Prudence

In most jurisdictions, there is no minimum required level of skill or prudence for a director of a non-share capital corporation. The level of skill required of each individual director will depend on that director's responsibilities within the organization and the individual skills and experience brought to the position. Where an individual director has a particular level of expertise, that level must be used in the best interests of the organization. As already noted, however, no liability is imposed for mere errors in business judgment.

To discharge the duty of prudence, a director must act with practicality and not necessarily expertise in mind. The duty of prudence forces a director to act cautiously and anticipate any probable consequences of any course of action that the organization may choose to undertake.

In British Columbia, a director must conform to the higher standard that a reasonably prudent person must exercise under the same circumstances.

Duty of Diligence

To discharge the duty of diligence, a director must act in the best interests of the corporation and must be as fully informed as reasonably possible with respect to all aspects of the corporation. As such, directors are accountable to the corporation and must act prudently and reasonably in attempting to preserve the integrity and reputation of the corporation.

In the practical order, the duty of diligence involves becoming thoroughly

acquainted with the organization's purpose and policies, what tasks are delegated and to whom, and an awareness of the operations of the organization. One of the most significant parts of the duty of diligence requires a director generally to exercise the level of care of an ordinary person, and for this purpose:

- to review the agenda and supporting material in advance of each meeting of the directors and any committee to which appointed;
- to attend meetings of the board and committees to which appointed;
- to be prepared to discuss the business before the meeting in a prepared and knowledgeable way;
- to vote (unless excluded by reason of conflict of interest or other prohibition) on matters that come before the meeting.

If attendance at the applicable meeting is not possible, a director should review the minutes of the meeting and other financial statements of the organization in order to stay informed. This will be particularly important when an illegal or similar act is undertaken at a meeting. The absent director may be liable unless that director immediately registers a dissent.

Duty to Manage

The board of directors of a non-share capital corporation has the duty to manage the affairs of the organization and to apply the bylaws of the organization. This managerial duty includes, but is not limited to:

- the duty to elect officers (where so authorized);
- to appoint and supervise staff;
- to establish policies and provide guidance;
- to comply with legal requirements;
- to acquire adequate knowledge of the business and functioning of the organization;
- and to enact bylaws as necessary and useful to the operations of the organization.

There is a distinction, and it should be a clearly delineated one, between the duties and obligations of the directors and those of the staff. In very broad and general terms, directors are responsible for establishing policies, management for implementing them, and directors for measuring management's implementation of those policies. The actual implementation of the duty to manage the organization can occasionally result in conflict between the directors and the senior employees. Such internal conflicts often arise when directors attempt to manage operations, or when senior employees exceed their operational authority as granted by the board of directors. This conflict is the result of misunderstanding of the respective roles of directors and the senior employees. For additional information about the relationship between volunteer directors and staff, please refer to CSAE's monograph, *Guide to Positive Staff-Board*

Relationships for Directors of NonProfit Organizations, by Sandi L. Humphrey, CAE, and Donald G. Evans.

Fiduciary Duty

A fiduciary within an organization is a person who maintains a position of trust. Where such a position exists, there is a higher standard of care. Directors of business corporations and non-share capital corporations alike are subject to common-law fiduciary obligations. The imperative of these obligations in the corporate context requires the person to:

- act honestly and in good faith;
- to be loyal to and to act in the best interest of the corporation;
- to avoid any conflict of interest; and
- to subordinate every personal interest to those of the corporation.

This duty, when it exists, applies to all organizations in all jurisdictions. One of the most important features of the fiduciary duty is the obligation to avoid acting in such a way that personal interests conflict with the interests of the corporation, and more specifically, those interests of the corporation that the director must protect. For this reason, a breach of fiduciary duty can occur even in cases in which a director is acting in good faith.

Even where the bylaws of a non-share capital corporation permit its directors to enter into contracts with the corporation that would otherwise result in a conflict of interest, the fiduciary obligation of the director may prevail over the permission contained in such bylaws.

Duties as Trustees

The courts have not conclusively held that directors of non-share capital organizations are automatically trustees but in one case the directors of a charitable foundation were found to be in breach of trust by reason of having made an improper investment for the foundation. Directors of charitable organizations have been held to be subject to the same standard of care to which a trustee would be held. Thus, for example, a director of a charitable corporation in Ontario is subject to the Charities Accounting Act. The imposition of this standard of care to directors of a charitable corporation means that such directors are subject to the higher standard of a reasonable and prudent person in the management of that person's own affairs; it is important to note that this is an objective, not a subjective, standard.

One of the reasons that the distinction between trustees and directors is so important is that trustees of charities are prohibited from being paid, even for work performed in a professional capacity. Underlying this conclusion is the concept that a

person may not profit from his or her position as director. Therefore, a trustee can only be paid a fair and reasonable allowance where it is sanctioned by a court.

CONSTITUTION, BY-LAWS
REGULATIONS AND PROCEDURES
OF THE
AIR FORCE ASSOCIATION OF CANADA

CHAPTER 1
CONSTITUTION

1.1 - Name

1.1.1. The name of the association is:

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-nor-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(s)

- 1.4.1 The following are the aims and objectives of the Air

Force Association of Canada:

- 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 ~~the RCAF Benevolent Fund and~~ 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 for a proficient and well-equipped Air Force in Canada.

CHAPTER II

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 There shall be up to six Regions as the major geographic formations of the Association.

2.2.3 Groups

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

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 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:

- Honorary National President appointed biennially by the National Executive Council for a two year term,

and the following directors:

- National President elected at an Association Meeting in an odd numbered year for a two year term.
- National 1st Vice President elected at an Association Meeting in an odd numbered year for a two year term.
- National 2nd Vice President elected at an Association Meeting in an odd numbered year for a two year term.
- Immediate Past National President
- Group Presidents Atlantic, Quebec, Ontario, Prairies,

Alberta, Pacific. Group Presidents elected by groups for a two year period.

2.7.1.2 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:

- (1) dies or files for bankruptcy,
- (2) becomes medically or mentally unfit to serve,
- (3) submits his resignation,
- (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:

- (1) supervise generally the affairs of the Association,
- (2) formulate the overall policy of the Association,
- (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,
- (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,
- (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,

(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,

(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:

(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) supervise the National Headquarters,

(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

(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 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:

(1) with a Wing as a Wing Member or,

(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

2.11.12.2 for nonpayment 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:

(1) for the first 100 Regular Wing members or part thereof, one accredited delegate.

(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:

(1) members of the NEC,

(2) Group Presidents,

(3) Regional Vice-Presidents of those groups which have such officers,

(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:
 - (1) if less than fifty Regular Members, one accredited delegate, and,
 - (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 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;
(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) 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 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.

OUR SYMBOLS

THE HISTORY OF THE AIR FORCE ASSOCIATION BADGE



1948-1949

For the first few months following the RCAF Association's founding in 1948, the Association used the RCAF badge. However, this action by the Association was criticised by the Judge Advocate General of the Royal Canadian Air Force, and in late 1949 an RCAF Association badge was introduced. The badge was informally brought into use. The design was never researched or trade-marked nor was design approval sought from the RCAF.

It wasn't until the late 1950s when the RCAF advised the Association that the "unapproved" badge was inadequate, and would have to go; it did not meet with official criteria established by the Air Force. It was then that RCAF graphic artist Harold Diceman was tasked with the design of a heraldically correct badge for the RCAF Association. Serving on the National Executive Council at the time was Mr. George Penfold of Don Mills, Ontario who later went on to become national president in 1964-65. With some humour, he recalls that the design criteria established by the RCAF was most demanding, and Mr. Diceman was sent back to the drawing board more than once to come up with an "old" eagle that differed substantially from the smooth-feathered bird that graced the official badge of either the RCAF or the RAF. Eventually, the Association's eagle looked old and ruffled enough to be instantly recognized as a "veteran," and the design was put forward for Royal approval.

1960-1994



Royal approval was received in May 1960, when Her Majesty Queen Elizabeth II signed the design. There was just enough time to rush into production an Association banner emblazoned with the newly approved badge. The Banner was proudly paraded at the 20th anniversary ceremony of the Battle of Britain, on Parliament Hill in September, 1960.

At the Association general meeting in October 1993 the delegates voted overwhelmingly to accept the challenge put forward by Air Command to change the name of our Association from the “RCAF Association” to “Air Force Association of Canada.”

1994-Present



Effective July 1st, 1994, the Air Force Association came into being, and with it a newly designed badge. An Association member, Bruce Beatty of the Canadian Heraldic Authority, came up with the design. Approved by Her Majesty, the present badge features a single, central stylized maple leaf, emblazoned with a gold eagle, and topped by the Royal Crown. An outer circle bears the Association’s motto “Per Ardua Ad Astra”. A bold, simple design that communicates forcefully, the new badge quickly won favour among Association members. The badge was trade-marked in 1997.



Using the badge's graphic elements, an eagle, maple leaf and crown motif is sometimes used as an embroidered mark or symbol on Association gear, such as sweaters and windbreakers.

THE AIR FORCE ASSOCIATION ENSIGN



The Royal Canadian Air Force ensign, incorporating a red maple leaf in lieu of a red disc used in the RAF roundel, was approved by His Majesty King George VI in June, 1940. Over the next two decades the design of the ensign was altered, albeit slightly, several times as it continued to be an instantly recognizable symbol of the RCAF.

With integration and unification of all three Canadian armed forces in the mid-1960s, the RCAF ensign was officially “retired” on February 15th, 1965, coincident with the introduction of the new Canadian Maple Leaf flag. Although the ensign disappeared from Canadian military airbases, it continued in use with the RCAF Association. In 1972 the Association petitioned our Royal patron, Her Majesty Queen Elizabeth II, and in September 1973 the Queen decreed that the former RCAF Ensign should be adopted by the RCAF Association and henceforth be known as the “Association Ensign.” At that time, the director of ceremonial for the Canadian Forces requested the Association to adopt a “stylized” maple leaf to replace the central leaf design utilized in the old RCAF roundel.

On January 1st, 1997, the Air Force Association ensign was copyrighted as the property of our Association, and registered under section 9 of the Canada Trade Mark Act. The particulars are published in the Trade-Marks Journal, Vol. 44, No. 2201 (No. 9908 824).

SERGEANT SHATTERPROOF



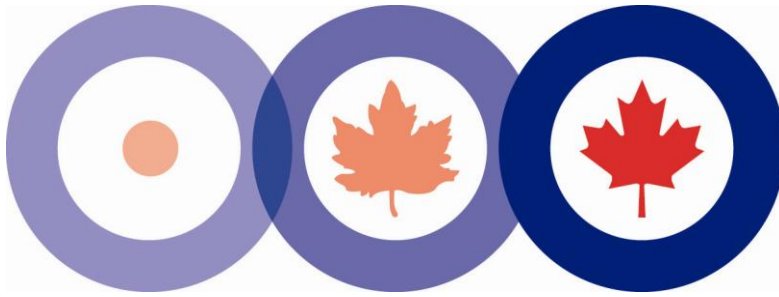
Sergeant Shatterproof was the invention of RCAF cartoonist WO1 Ray Tracy, and was introduced to readers of Roundel magazine in 1949, shortly after the new magazine went into production. As the official magazine of the Royal Canadian Air Force, Roundel was seen by literally tens of thousands of Air Force people between 1949 and the early 60s when it ceased publication due to unification/integration.

Officer, airman, airwoman or veteran, Shatterproof was the spokesman for “the little guy,” the erk on the hangar-line, the clerk in the office or the “sprog” pilot officer at flying school. Sgt. Shatterproof would not be tolerated in the politically correct Air Force of today. He spent too

much time at the bar in the Sergeant’s Mess, and he continually harassed “the brass” by speaking out on behalf of “the boys in the field.” During his fiefdom at Roundel, Shatterproof often commented on activities within the RACF Association. In fact, he was a Charter member of our esteemed “Moose Pelvis” Wing, and more than once donned his “blues, greys and gongs” to parade during the annual Battle of Britain commemoration.

Demoted from the rank of Warrant Officer 2nd Class, and demoted once again from the rank of Flight Sergeant, Shatterproof would never have been a contender for today’s Medal of Military Merit. In fact, it took him 17 years to qualify for the Canadian Forces Decoration, routinely awarded to mark 12 years of good conduct or, as Shatterproof might say, “a dozen years of undetected crime!” Shatterproof is a throwback to simpler times. As a unilingual, pipe-smoking chauvinist “with an attitude,” Shatterproof has no place in Canada’s modern military. But he’s got a big heart, a ready wit and he’s a hard worker. We accept him as he is; a proud Canadian, and an active, contributing member of the Air Force Association of Canada.

THE AIR FORCE ROUNDEL



This blending of the three roundels is currently used by the National Air Force Museum of Canada, with the permission of the members of the Air Force Association of Canada. On the left can be seen the Roundel that was applied to Canadian aircraft flying as part of the Royal Air Force during the Second World War. In the centre is the “Silver-Maple-Leaf” roundel affixed to Canadian aircraft most prominently during the post-war period. After a time the maple leaf evolved to resemble the simplified version shown on the right. Today, the roundel is recognized as the symbol marking Canadian aircraft operated by the Canadian Armed Forces. The Roundel and other symbols presented are marks and symbols attributed to the Air Force Association of Canada, on behalf of the Canadian Air Force Chief of the Air Staff and the offices of Intellectual Property.

ASSOCIATION MEETINGS

Year	Location	Date	National President
1950	Ottawa, ON	May 12-13	* A/C/M L.S. Breadner
1951	Ottawa, ON	May 25-26	* A/V/M A.L. Morfee
1953	Ottawa, ON	May 25-26	* A/V/M A.L. Morfee
1954	Ottawa, ON	May 17-18	* A/V/M G.E. Brookes
1955	Ottawa, ON	May 26-27	* A/V/M G.E. Brookes
1956	Windsor, ON	May 17-19	* A/V/M K.M. Guthrie
1957	Saint John, NB	Jun 6-8	* A/V/M F.G. Wait
1958	Edmonton, AB	Jun 5-7	* A/M W.A. Curtis
1959	Montreal, PQM	May 24-26	* A/M W.A. Curtis
1960	Toronto, ON	May 19-21	* A/M W.A. Curtis
1961	Winnipeg, MB	May 18-20	* L.N. Baldock
1962	Halifax, NS	Sep 27-29	* L.N. Baldock
1963	Vancouver, BC	Sep 26-28	*P.F. Connell
1964	Charlottetown, PE	Oct 1-3	* A/M Hugh Campbell
1965	Regina, SK	Sep 30-Oct 2	*G.E. Penfold
1966	Edmonton, AB	Jul 14-16	* G.A. Ault
1967	Montreal, PQ	Oct 5-7	* G.A. Ault
1968	Kitchener, ON	Oct 2-	*A.M. Jardine
1969	Victoria, BC	Oct 2-4	*A.M. Jardine
1970	Saint Johns, NF	Oct 1-3	* A.T. Goodwin
1971	Saskatoon, SK	Sep 29-Oct 1	* A.T. Goodwin
1972	Ottawa, ON	Sep 28-30	*F.D. Way
1973	Moncton, NB	Oct 10-13`	*F.D. Way
1974	Windsor, ON	Oct 9-12	* W.A. Gryba
1975	Edmonton, AB	Oct 8-11	* W.A. Gryba
1976	Hamilton, ON	Oct 6-9	* W.A. Gryba
1977	Charlottetown, PE	Oct 12-15	* W.J. Hunt
1978	Victoria, BC	Oct 11-14	* W.J. Hunt
1979	London, ON	Sep 12-16	J.G. Freeman
1980	Calgary, AB	Oct 7-10	BGen B.A. Howard
1981	Peterborough, ON	Oct 6-9	BGen B.A. Howard
1982	Fredericton, NB	Oct 5-8	Col. A.J. Bauer
1983	Ottawa, ON	Oct 11-14	Col. A.J. Bauer
1984	Saskatoon, SK	Oct 2-5	*A. Karlen
1985	Sarnia, ON	Oct 8-11	*A. Karlen
1986	St. John's, NF	Oct 7-10	G. Wood
1987	Red Deer, AB	Oct 6-9	G. Wood
1988	Victoria, BC	Oct 4-7	G. Wood
1989	Windsor, ON	Oct 3-7	*A/V/M G.F. Ockenden
1990	Moncton, NB	Oct 9-12	*A/V/M G.F. Ockenden
1991	Colorado Springs	Oct 8-11	BGen R.B. Button
1992	Penticton, BC	Oct 5-10	BGen R.B. Button
1993	Winnipeg, MB	Sep 13-18	G.A. McMahon
1994	Kingston, ON	Oct 4-7	G.A. McMahon
1995	Edmonton, AB	Oct. 3-7	P. DeSmedt
1996	Ottawa, ON	Oct. 9-13	P. DeSmedt
1998	Halifax, NS	Oct. 2-11	*A. Stewart Logan
1999	Ottawa, ON	Oct. 12-15	*A. Stewart Logan
2000	Penticton, BC	Oct. 5-8	P.A. Hayes
2001	North Bay, ON	Oct. 4-7	P.A. Hayes
2002	Montreal, QC	Oct. 10-13	J. Owens

2003	Regina, SK	Oct. 9-12	J. Owens
2004	Halifax, NS		D. Mcleod
2005	Red Deer, AB		D. Mcleod
2006	Ottawa, ON	Oct. 13-15	T. Mahood
2007	Ottawa, ON	Oct 15-17	T. Mahood
2008	Montreal, QC	Oct 25-27	J. Melbourne

* Deceased