

Constitution & By-laws, Regulations and Procedures of the Air Force Association of Canada

REVISION OF THE CONSTITUTION AS A REQUIREMENT OF THE CANADA
NOT-FOR-PROFIT CORPORATIONS ACT, 17 OCTOBER 2011

02 July 2013

Revision 2.6 – Qualification for Holding Office

Aim – this instruction seeks from the Constitution & By-laws sub-committee a motion amending article
2.6 Qualification for Holding Office

References:

- A. CNCA dated 10 June 2013, <http://laws.justice.gc.ca/eng/acts/c-7.75/>
- B. Canadian Association Management Handbook

Original Article

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.

Revised Article for Sub-committee Approval (Motion as Detailed)

2.6. Qualification for Holding Office

- 2.6.1. Only individual Regular, as well as Regular (Life) members and Honorary (Life) members as defined herein may hold office in the Association at and above the office of Wing President. All other offices below Wing President may be held by individuals at the discretion of the members of the Association affiliated with the Wing in question and the non-association members of the Wing, if applicable.
- 2.6.2. Regardless of his or her membership status, in the association, a salaried official or employee of the Association shall not be eligible for election or appointment as a member of the National Executive Council, a Group Executive Council, or a Wing Executive Council.
- 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.

Background

This particular revision is undertaken ostensibly to remove albeit, possibly, temporarily any and all references to the current Associate Member category. The reason for doing so has to do with the definition of member, in a membership-dues-funded organization like ours, as well as the exigencies of the new not-for-profit corporations act, where voting privileges are concerned. Additionally, there exists a four-decades-long business conflict related to the creation of the national association's Associate member category between the national executive council and the provincially-incorporated Wings that contravenes or contradicts aspects of article 2.17.2.3 of the association's by-laws. This article absolves the National Executive Council from being liable for any debts or obligations of any Wing in the Association, and vice-versa. However, the requirement for such an absolution raises serious questions about liabilities that may be implied or inferred as a consequence of the process of creating or sanctioning a national membership category that pays dues only at the Wing level, whose members are not entitled to any administrative support, are ineligible to hold most offices, whose voting privileges are significantly restricted and whose members are ineligible for any association awards. These are not the kind of attributes we would wish for or bestow upon an association member, and since article 2.17.2.3 categorically precludes the NEC from being liable for such Wing aspects that can relate to debts and obligations at the Wing level, it would seem wise to ensure any perception of liabilities or obligations for this particular membership category on the part of the national executive council are remedied in accordance with the constitution.

The basic definition of what constitutes a member is a person (or company) that pays dues to belong to an organization.¹ This is problematic for the Air Force Association of Canada because the Associate members currently pay no dues to the association whatsoever. A more detailed definition describes a

¹ American Society of Association Executives, see www.asaecenter.org.

member as a person who participates in shaping the future affairs of their association. Unfortunately, since Associate members pay no dues the association long ago restricted their voting privileges such that these members have no chance of ever participating in the shaping of the affairs of their association. For example, one Wing in Nova Scotia boasts of over 480 members, more than 360 of which are Associates. If all 360 showed up at a meeting, which also happened to be attended by ten Regular members, the maximum number of Associate member votes that can be counted is five, regardless of the national association issue being raised. It is entirely possible 355 Associate members would be quite upset to learn their votes are meaningless, even though they may be paying double in dues what their Regular member counterparts are paying, for the very same privilege of belonging to that Wing – not the Association, but to that Wing.

The first aspect requiring revision is elimination of the Associate member category. Elimination of the category, as part of this revision process, does not preclude subsequent post-continuance efforts to reinstate a new version of the category, or to possibly introduce other different membership categories going forward. However, the current Associate member category is eliminated now, as part of this revision process, because it was stood up in 1970 on the basis of two agreements: Associate member voting privileges would be restricted; and, there would be additional restrictions on which offices Associate members would be ineligible to fill. These agreements no longer apply owing to new exigencies introduced with the new Canada Not-for-Profit Corporations Act. For example, regardless of any membership category's voting status, even the members of a non-voting category are provided voting rights, under the new act. Additionally, the new act introduces the concept of "unanimous member agreement" which implies even non-voting membership categories would have to be polled, under certain circumstances. Thus, it simply makes no sense to create a non-voting membership category, when the act legislating such practices provides all members with the right to vote, and, in some cases, demands all of them have a say. Nevertheless, should the membership wish to (re-) create a new class or group of members, article 197.(1), (d) of reference A applies.

The term "Dual" does not refer to a separate membership category. Members designated "Dual" are in fact "Regular" members who happen to co-habitate with another "Regular" member, and this means only one magazine is sent to that household. The term "Member-at-Large" does not refer to a separate membership category. "Members-at-Large" are "Regular" members who happen to live in communities not served by a Wing. These "Members-at-Large" are administered by (affiliated with) the national headquarters. The term "Honorary" is a separate and distinct membership category; "Honorary" members pay no dues to the association; however, their honorary status does not disqualify them from standing for office in the Air Force Association of Canada. It is simply unacceptable to honour someone with membership, and then tell them they cannot participate as a member.

As regards the association's "General Manager" today, known more so by the title "Executive Director", it has been tradition to appoint the "Executive Director" to the national executive council *ex officio* with full voting privileges. However, modern governance best practices put an end to this practice. Whereas before it mattered not whether the executive director had voting powers; his or her vote was not seen as a conflict of interest because the best interests of the association are always implied. Today, however, there is no need for the individual to vote, since what he or she says, or the staff work he or she may prepare is deemed in the best interests of the association. Therefore, the executive director requires no vote, and requires no *ex officio* appointment to the board of directors.

Motion Sought

Be it resolved that article 2.6. of the revised constitution and by-laws so read.

Administrative Points

If you are in support of the motion as written, please convey your vote to the chairperson of your sub-committee (see lists below to determine to which sub-committee you may belong).

If you have any questions, or you wish to raise discussion points, please convey your message to the members of your sub-committee.

Your sub-committee's decision is required no later than 15 August 2013, at which time the chairperson of your sub-committee is requested to forward the results of your deliberations to the national president of the association at terry.chester@airforce.ca

Your sub-committee's motion will be presented to delegates at a meeting of the association, as part of the association's application for articles of continuance.

The members of the Air Force Association of Canada extend their sincere gratitude for supporting this important work as an active participant.

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