

# 533 SABRE SQUADRON SPONSORING COMMITTEE

## By-Laws

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### OBJECTIVES

- 1) The objective of the 533 Sabre Squadron Sponsoring Committee is to provide financial and other support as prescribed by the Air Cadet League of Canada By-Laws, Policies, Procedures and Guidelines for 533 Sabre Squadron, Royal Canadian Air Cadet, located in the City of St. Albert, Alberta, Canada.
- 2) The objective includes, but is not limited to the following:
  - To acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for social and community purposes.
  - To encourage and promote amateur games and exercises.
  - To provide all necessary equipment and furniture for carrying on its various objects.
  - To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the society.

### **Additional Objectives:**

- a) . Obtain suitable training quarters for the squadron;
  - b) . Provide adequate financing for the needs of the squadron not otherwise covered by federal grants;
  - c) . Encourage the enrolment of qualified young people as Air Cadets;
  - d) . Work with the Squadron Commander in selecting Air Cadets for training and reward activities;
  - e) . Award trophies and other special inducements for proficiency;
  - f) . May support an Air Cadet band.
  - g) . Interpret the aims of Air Cadet training particularly to parents, civic authorities, community organizations, etc;
  - h) . Publicize the activities of the squadron through various media and special activities;
  - i) . Assist squadron officers in devising and carrying out squadron projects that will be of benefit to the community;
  - j) . Work with the appropriate Canadian Forces authorities in obtaining the services of properly qualified officers and instructors for the squadron; and
  - k) . Provide financial support as agreed to the Provincial Committee.
- 3) The term "Sponsor", wherever used in these bylaws, refers to the Official Sponsor of 533 Sabre Squadron, Royal Canadian Air Cadets, as designated by the Air Cadet League of Canada, Alberta Provincial Committee.

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### MEMBERSHIP

- 4) Membership in the society shall consist of a) “Appointed” Members and b) “Associate” Members.
- a) Appointed Members to the society shall also be Appointed Members of the Board of Directors and shall have full voting privileges regarding all matters of the society’s business.
- i) Any person residing in Alberta, and being of the full age of 18 years is eligible to become an Appointed Member.
    - (1) Notwithstanding the above, any member of the Cadet Instructor Cadre (CIC Staff Officers) directly affiliated with 533 Sabre Squadron is not eligible to become an Appointed Member.
  - ii) There shall be a minimum of five (5) and a maximum of seven (7) Appointed Members.
  - iii) The Sponsor, at any regular general meeting of the Sponsor, shall appoint four (4) members to the Society and those members shall occupy the Executive positions of; President, Vice President, Secretary, and Treasurer. Where the Secretary and Treasurer are the same person, the fourth Appointed Member shall occupy the position of Director.
  - iv) The Executive, at any regular meeting of the Board of Directors may appoint up to three (3) Associate Members to occupy the positions of Directors on the Board of Directors. In making these appointments preference should be given to the parents/guardians of Cadets, however, other members of the community at large may also be considered.
  - v) All appointments are for a term of up to one year. Incumbents may be reappointed effective September 01 of each year at the discretion of the Sponsor and/or the Executive as appropriate.
- b) Associate Members are non-voting members of the society.
- i) Any parent or guardian of a Cadet enrolled in 533 Sabre Squadron is an Associate Member.
  - ii) Any interested person residing in Alberta, and being of the full age of 18 years is eligible to become an Associate Member of the society upon application to the Board of Directors.

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- 5) Any Appointed Member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary. Any Appointed Member upon a majority vote of all executive members of the society in good standing may be expelled from membership for any cause, which the society may deem reasonable.

### BOARD OF DIRECTORS

- 6) Board shall mean the Board of Directors of the society.
- 7) The Board shall, subject to the by-laws, have full control and management of the affairs of the society.
- 8) A person appointed as a director becomes a director if they were present at the meeting when being appointed, and did not decline the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment, or within ten days after the appointment, or if they acted as a director pursuant to the appointment.
- 9) Any director or officer, upon a majority vote of all board members in good standing, may be removed from office for any cause, which the society may deem reasonable.

### PRESIDENT

- 10) The President is the Chief Executive Officer for the society and is responsible for overseeing all activities of the society.
- 11) The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- 12) The President shall represent the squadron at all official functions of the Air Cadet League of Canada, Alberta Provincial Committee, where such representation by the Sponsor is required. When the President is unable to carry out this duty in person, he/she may designate another member of the Executive to act on his/her behalf.

### SECRETARY

- 13) It shall be the duty of the secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In

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case of the absence of the Secretary, his/her duties shall be discharged by such other officer as may be appointed by the Board.

- 14) The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
- 15) The Secretary shall keep a record of all the members of the society and their addresses and send all notices of meetings to the members as appropriate.

### TREASURER

- 16) The Treasurer shall receive all monies paid to the society and deposit same in whatever Bank, Trust Company, Credit Union or Treasury Branch, and shall disburse said monies in accordance with the directions of the board. The treasurer shall maintain such books and receipts as deemed appropriate and necessary to accurately record all receipts and disbursements of the society. Such books and records shall be subject to an independent annual review.
- 17) The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested.
- 18) The Treasurer shall prepare for submission to the Annual Meeting a statement of the financial position of the society and submit a copy of same to the Secretary for the records of the society.
- 19) The Treasurer shall prepare for submission to the Air Cadet League of Canada the financial position of the society in a format prescribed by the League and submit a copy of same to the Secretary for the records of the society.
- 20) One person may fill the Office of the Secretary and Treasurer.

### DIRECTORS

- 21) Directors shall assist on an as required basis with the conduct of the business of the society and shall carry out to the best of their ability and special tasks as assigned by the President.

### AUDITING

- 22) The fiscal year of the society shall be 01 September to 31 August.
- 23) The books, accounts and records of the society shall be reviewed at least once each year by a qualified independent individual appointed by the Board or by any two members of the society appointed by the Board for that purpose at the Annual Meeting. A complete and

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proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society.

- 24) The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

### MEETINGS

- 25) Meetings of the Board shall be called by 10 days notice in writing mailed to each member or by three days notice by email, fax, or telephone.
- a) Regular meetings of the Board shall be held as often as may be required, but at least once every two month, and shall be called by the President.
  - b) A special meeting of the board may be called on the instructions of any two appointed members provided that they request the President in writing to call such meeting, and state the business to be brought before the meeting.
  - c) At any regular or special meeting of the board, a quorum shall consist of a) any two of the President or the Vice President or the Treasurer, and b) any two other Appointed Members.
  - d) Meetings of the board may be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall consistent with the by-laws and shall be ratified at the next regularly scheduled meeting of the Board; otherwise they shall be null and void.
- 26) General meetings of the society may be called at any time by the Secretary upon the instructions of the President or of the Board. A general meeting of the society shall be called by the President or by the Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting.
- a) One Annual General Meeting shall be called and this meeting should take place in the month of November.
  - b) Notice of the Annual General Meeting, or any other general meeting, shall be given in writing and delivered by mail to the last known address of each member, eight days prior to the date of such meeting.
  - c) A quorum at the Annual General Meeting, or any other general meeting, shall consist of all members present at the specified starting time or within 15 minutes following the specified starting time for the meeting provided that the quorum includes at least a) any two of the

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President or the Vice President or the Treasurer, and b) any two other Appointed Members, and c) one Associate Member.

### VOTING

- 27) Any Appointed Member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any Board meeting or any general meeting of the society. Such votes must be made in person and not by proxy or otherwise.
- 28) For any motion or resolution duly moved and seconded, the motion shall be carried if fifty (50) percent plus one of all Appointed Members present vote in favor of the motion.
- 29) For any Special Resolution regarding the alteration of these By-Laws, the motion shall be carried if seventy five (75) percent of all Appointed Members vote in favor of the motion. For Special Resolutions, in the event that any Appointed Member either abstains from voting or is not present when the voting is conducted, that member shall be considered to be voting in opposition to the motion.
- 30) Any Associate Member who has not withdrawn from membership nor has been suspended nor expelled, and is present at a general meeting, shall have the right:
  - a) to participate in any and all discussions conducted during the meeting.
  - b) to propose resolutions and/or recommendations for consideration by the Board.
  - c) to participate in any appropriate manner in the forming of a consensus regarding any proposed resolution or recommendation under consideration.
- 31) All resolutions or recommendations proposed at any general meeting of the society are deemed to be accepted as information by the Board. Such resolutions or recommendations, however, are not binding on the society unless reconsidered and passed at a subsequent regular meeting of the Board.
- 32) Generally, voting on any motion or resolution will be conducted by an open show of hands either for or against the motion. At any time before a vote is taken, any Appointed Member may request a secret ballot vote for the motion under consideration.

### REMUNERATION

- 33) Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the association shall receive any remuneration for his/her services.

### PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

- 34) Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his/her

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role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

- 35) No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Society, unless the act is fraud, dishonesty or bad faith.
- 36) Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

### **BORROWING POWERS**

- 37) For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as deemed appropriate, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

### **BY-LAWS**

- 38) The By-Laws may be rescinded, altered or added to by a "Special Resolution", however, such Special Resolution may not alter the objectives of the society as established herein.
- 39) Any By-Law or Special Resolution that is in direct conflict with the Air Cadet League of Canada By-Laws, Policies, Procedures and Guidelines or is in conflict with any specific direction of the Sponsor is deemed to be null and void.

### **Dissolution**

- 40) In the event that 533 Sabre Squadron, St. Albert Air Cadets, is permanently dissolved, the 533 Sabre Squadron Sponsoring Committee shall also be dissolved and disposal of the societies assets shall be in accordance with the following:
  - a) All non-monetary assets shall be liquidated at fair market value.
  - b) All monetary assets shall be held in trust by the Sponsor for a period not to exceed five (5) years.
    - i) At any time during this period, the funds may be:
      - (1) Donated to another Air Cadet Squadron as determined appropriate by the Sponsor,

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- (2) Donated to the Air Cadet League of Canada, Alberta Provincial Committee, in support of Air Cadet activities within Alberta,
  - (3) Donated as start-up funds for a new youth organization with similar aims and objectives to the Air Cadet League of Canada.
- c) In the event that the Sponsor no longer exists at the time of dissolution, the Air Cadet League of Canada, Alberta Provincial Committee, shall be deemed to be the Sponsor.

41) Dated this   2   day of   December   2003

Signature:	Address:	1871 – 151 Avenue	Apartment:	
<b>Claude Carignan</b> Print Name:	City/Town:	Edmonton	Alberta Province:	T5Y 1W1 Postal Code:

Signature:	Address:	14 Attwood Drive	Apartment:	
<b>Michael Clulow</b> Print Name:	City/Town:	St. Albert	Alberta Province:	T8N 2T6 Postal Code:

Signature:	Address:	8376 – 162 Avenue	Apartment:	
<b>Fred Johnsen</b> Print Name:	City/Town:	Edmonton	Alberta Province:	T5Z 3K6 Postal Code:

Signature:	Address:	19 Greenbrier Crescent	Apartment:	
<b>Brian Dennis</b> Print Name:	City/Town:	St. Albert	Alberta Province:	T8N 1A2 Postal Code:

Signature:	Address:	19 Orangewood Place	Apartment:	
<b>Terry Tuepah</b> Print Name:	City/Town:	St. Albert	Alberta Province:	T8N 6C5 Postal Code:

### WITNESS

Signature:	Address:	68 Glenwood Crescent	Apartment:	
<b>William W. Webber</b> Print Name:	City/Town:	St. Albert	Alberta Province:	T8N 1X5 Postal Code: