

Bylaws of
Friends of '88' Squadron Society or Squadron Sponsoring Committee
(hereafter called "SSC")

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1. INTERPRETATION

1.01 Definitions

In all bylaws and resolutions of the SSC, unless the context otherwise requires:

- a) “**Act**” means the *Societies Act*, RSA 2000, c. S-14, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time;
- b) “**Air Cadet League**” or “**ACL**” means the Air Cadet League of Canada as incorporated or continued under the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23;
- c) “**Alberta Provincial Committee**” or “**APC**” means the Air Cadet League of Canada -Alberta Provincial Committee as incorporated under the *Societies Act*, RSA 2000, c. S-14;
- d) “**Board**” or “**Board of Directors;**” means those individuals elected or appointed by the Members to lead or govern the SSC;
- e) “**Bylaws**” means this bylaw and all other bylaws of the SSC as amended and which are in force and effect;
- f) “**Director**” means any person occupying the position of director by whatever name called;
- g) “**Majority**” means more than half;
- h) “**Member**” means a member of the SSC and “**Members**” or “**Membership**” means the collective membership of the SSC;
- i) “**Officer**” means an Officer of the SSC such as chairperson, secretary or treasurer;
- j) “**Policy and Procedure Manual**” or “**PPM**” means the manual with respect to the structure and activities of the ACL, APC and the SSC approved from time to time by the ACL and APC that are required to be published;
- k) “**Special Resolution**” means a resolution as defined in the Act as follows:
 - i. A resolution passed:
 - A. At a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given; and
 - B. By vote of not less than 75% of those Members who, if entitled to do so, vote by person or by proxy;
 - ii. A resolution proposed and passed as a special resolution at a general meeting of which less than 21 days’ notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or;
 - iii. A resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

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

2. AMENDMENT OF BYLAWS

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

3. CONDITIONS OF MEMBERSHIP

- 3.01 Membership in the SSC shall be open to persons interested in furthering the objects of the SSC who meet the conditions of Membership in 3.03 below and shall consist of anyone whose application for admission as a Member has received the approval of the Board of Directors of the SSC.
- 3.02 The APC has the right to appoint representatives who meet the conditions of Membership in 3.03 below as Members of the SSC.
- 3.03 All Members must meet the conditions of Membership set forth herein:
- a) Be a legal resident of Canada or a Canadian citizen living abroad;
 - b) Be at least eighteen (18) years of age; and
 - c) Have a genuine interest in the objectives of the SSC.
- 3.04 Any Member wishing to withdraw from Membership may do so upon a notice in writing to the Board.
- 3.05 The Board may suspend or expel any Member from the SSC for any one or more of the following grounds:
- a) Violating any provision of the Bylaws, or policies of the SSC;
 - b) Carrying out any conduct which may be detrimental to the SSC as determined by the Board in its sole discretion; and/or
 - c) For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the SSC.
- 3.06 Any Member upon a majority vote of all Members of the SSC in good standing may be expelled from Membership for any cause which the Members of the SSC may deem reasonable.
- 3.07 Membership in the SSC is terminated when:
- a) The Member dies; or
 - b) The Member ceases to maintain the conditions for Membership set out by the ACL.

- 3.08 Upon any withdrawal, suspension, expulsion or termination of Membership, the rights of the Member automatically cease to exist.
- 3.09 The SSC shall keep a register of its Members containing the names of every person who is admitted as a Member of the SSC, together with the following particulars of each person:
- a) the full name and street address or postal address;
 - b) the date on which the person is admitted as a member; and
 - c) the date on which the person ceases to be a member.

4. MEMBERS' MEETINGS

- 4.01 The annual meeting of the Members shall be held once a year in Alberta to transact any business required by the Act or the PPM.
- 4.02 The Board of Directors or the Chairperson shall have power to call, at any time, a general or special meeting of the Members of the SSC. The Board of Directors shall call a general or special meeting of Members on written requisition of Members carrying not less than 33% of the voting rights.
- 4.03 The greater of two (2) Members or five (5%) percent of the Membership present in person but not by proxy at a meeting will constitute a quorum at any Members meeting.
- 4.04 Six (6) days' notice shall be given to each Member of any annual or general meeting of Members. Twenty-one (21) days' notice shall be given of any meeting where special business requiring a Special Resolution will be transacted. All notices shall contain sufficient information to permit the Member to form a reasoned judgment on any decision to be taken. Notice of each meeting of Members must remind the Member of the right to vote by proxy.
- 4.05 Each Member present at a meeting shall have the right to exercise one vote. A Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxyholder must be a Member of the SSC.
- 4.06 Any Members meeting may be held by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, A person participating in a meeting by such means is deemed to be present at the meeting. When a vote is to be taken at any meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits

the tallied votes to be presented without it being possible to determine how each Member voted.

5. BOARD OF DIRECTORS AND CHAIRPERSON

- 5.01 The property and business of the SSC shall be managed by a Board of Directors, comprised of a minimum of three (3) Directors, including the Chairperson. Directors must be individuals, 18 years of age, with power under law to contract. Directors must be Members and screened as in accordance with the ACL Screening Process.
- 5.02 The Directors and the Chairperson shall be nominated and elected by the Members at an annual meeting of the Members for a term of 1 year, commencing September 1st of each year.
- 5.03 The office of Director shall be automatically vacated:
- a) if a resolution is passed by the Members that a Director be removed from office;
 - b) if a Director resigns by delivering a written resignation to the Board of the SSC;
 - c) if a Director is found by a court to be of unsound mind;
 - d) if a Director makes an assignment in bankruptcy; or
 - e) on death.
- 5.04 If any vacancy shall occur for any reason on the Board, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of the SSC.

6. POWERS OF DIRECTORS

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

7. DIRECTORS' MEETINGS

- 7.01 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours notice of such meeting shall be given to each Director. There shall be at least six (6) meetings per year of the Board of Directors.
- 7.02 A Director may participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

- 7.03 A majority of Directors in office, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the bylaws of the SSC.
- 7.04 Each Director is authorized to exercise one (1) vote at all meetings of the Board of Directors and every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

8. REMUNERATION

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

9. OTHER OFFICERS

- 9.01 The Officers of the SSC include the Chairperson and may include a secretary and treasurer and any such other Officers as the Directors may determine.
- 9.02 Officers other than Chairperson of the SSC may be appointed from among the Directors elected by resolution of the Board of Directors at any meeting of the Board of Directors following an annual meeting of Members.
- 9.03 Officers shall be subject to removal by resolution of the Board of Directors at any time.

10. DUTIES OF OFFICERS

- 10.01 The Chairperson shall preside at all meetings of the SSC and of the Board of Directors, shall have the general and active management of the affairs of the SSC and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 10.02 The duties of all other Officers of the SSC shall be such as the terms of their engagement call for or the Board of Directors requires of them.
- 10.03 The Chairperson, or the secretary if one is appointed, shall be responsible for the preparation and custody of minutes of proceedings of meetings of the SSC and of the Directors, and the Chairperson, or the Treasurer if one is appointed, shall be responsible for the preparation of all other books and records of the SSC.

11. COMMITTEES

- 11.01 The Board of Directors may appoint committees made up of Directors, Officers or Members who hold their offices at the will of the Board of Directors. The Directors shall

determine the duties of such committees. Committee appointees shall receive no remuneration for serving as such but are entitled to reasonable pre-approved expenses incurred in the exercise of their duty.

12. BORROWING POWERS

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

13. AUDITING

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

14. BOOKS AND RECORDS

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

15. METHOD OF GIVING NOTICES

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

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

15.02 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched.

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

16. RULES AND REGULATIONS

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

17. ARBITRATION

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

18. DISSOLUTION

- 18.01 In the event of dissolution or windup of its affairs, the Board of the SSC shall ensure that the following procedures are carried out:
- a) All liabilities are paid;
 - b) Any gaming proceeds remaining shall be distributed to eligible charitable organizations approved by the Board as per Alberta Gaming, Liquor & Cannabis regulations;

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

18.02 In no event shall any Members receive any assets of the SSC.

Dated this _____ day of _____ 20_____.

Authorized Representative/Authorized Signing Authority for the SSC

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

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

Signing Authority for SSC Applying to be a Society

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

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