

Minutes of the 63rd Annual General Meeting
of the
Air Force Association of Canada
held at the
Sheraton Hamilton Hotel, Hamilton, Ontario
12 to 14 October 2012

Present

See Annex A for a list of Delegates, Quorum Details and Proxy Details

Secretary

Dean C. Black, CD, CAE

Saturday, 13 October 2012

Item	Discussion	Actions and Comments
	8:00 AM - Administrative Remarks. Mr. Black described the classroom layout for the benefit of delegates seeking their seats. He also encouraged everyone to help themselves to the handouts located at the first table.	Executive Director
I	Call to Order and National Anthem. The Chairman opened the meeting with O' Canada.	National President
II	Appointment of Parliamentarian and Scrutineers. Mr. George McMahon accepted the Chairman's request for members of the National Advisory Council (NAC) to serve as parliamentarians.	National President
III	Acknowledgement of Notification of Annual Meeting. Mr. Chester reviewed events and activities that had served to notify members of the annual meeting. A motion to accept the Notification was made by John Bamlett and seconded by Bud Wilds.	National President
IV	Adoption of the Agenda. André Labelle moved to adopt the agenda; Mr. 'Des' Dessario seconded the motion. The motion was carried.	National President
V	Ratification of NEC Actions. Danny Gosse moved to ratify NEC actions; John Bamlett seconded the motion, which was carried.	National President
VI	Recognition of Special Guests, Dignitaries from other Veterans' Organizations, Past National Presidents, Liaison and Contact Officers. Amongst those acknowledged by the national president, were Mr. Mike Cook of the Royal Canadian Legion and Mr. John Scott of the Air Cadet League. The past national presidents included: Ted Mahood, Brian Darling, George McMahon, Sr, John Melbourne and Paul Hayes.	National President
VII	Recognition of Members-at-Large and motion therefrom to permit the MAL Director to represent them. John Scott moved to accept Gaston Cloutier as the MAL representative; Len Boyd seconded the motion, which carried.	MAL Director
VIII	Roll Call of Accredited Delegates and Quorum Check. Of the 99 eligible votes throughout the association, 64 were present and accounted for, and an additional 17 proxy forms were turned in, for a total of 81 votes cast.	Executive Director
IX	Honorary National President's Opening Remarks. Lloyd Campbell expressed his gratitude for a successful annual meeting and for the support of the many volunteers ('Ladies of Hamilton', 447 Wing, 779 Air Cadet Squadron), along with the hotel staff. He also explained to the delegates the very professional approach that is taken by the NEC.	Honorary National President
X	Introduction of New NEC Members. Terry Chester introduced Ralph Murphy,	National President

	Atlantic Group President and Ron Bannister, Pacific Group President. Mr. Chester also acknowledged the outstanding work of the outgoing NEC members Randy Cox and Jan Hogan.	
XI	<p>National President's Keynote Address. See Annex B. Following his address, Mr. Chester opened the floor for questions:</p> <ul style="list-style-type: none"> • Cecile Thompson cited a "lack of reference to 'Wings' in the Constitution". <i>Secretarial Note: the document to which Cecile was referring is not a constitution; it is Form 4031 – Articles of Continuance (Transition). (See www.ic.gc.ca for further information). The executive director had drafted a set of replies to options presented in Form 4031 on the Industry Canada web-site. Since Form 4031 applies to more than 161,000 separate and distinct potential associations, specific references to sub-organizations in each organization are not a part of the generic Form 4031. This should help to explain why the term 'Wings' does not appear on the generic Form 4031; the text is provided by the Industry Canada web-site for a very good reason. The more our text complies with the government model, the less likely we will have to incur legal expenses to have our model reviewed.</i> • Stan Nichols emphasized his support for the NEC's idea to tap the MAL membership for more volunteers, and he described some concepts for a model of representation. Further discussion revealed Mr. Nichols' model was very nearly achieved with the current representation, and all agreed we were on the right track. • Eric Martin of 428 Wing (Peterborough) congratulated Mr. Chester on what he perceived to be an all-encompassing assessment of the state of affairs in the association. He then requested to poll each member (Group President) of the NEC individually to confirm the extent of their personal level of support for and trust in the national president and executive director. <i>Secretarial Note: those familiar with the art and practise of governance understand the opinions and protests of the individual are informative to the whole board, and duly respected, but are much less relevant than the expressed policies and rulings of the board as a whole. In this regard, individual responses to Mr. Martin's question are of no particular value, but the collective response of the board is another matter entirely.</i> • Joanne Peckham insisted membership chairs be provided with lists of MAL members in their local areas, and she could not understand why this was not happening. In response to the question "would the executive director be providing a list", Mr. Black explained that he would no longer be doing so, because "all members of the air force association already have access to contact information for all other members of the association, any time, and from anywhere". In other words, membership chairs already have this information, through the new on-line secure AVECTRA-supported membership database application which can be accessed from our airforce.ca web-site when a member signs in to their personal web-portal page. <i>Secretarial Note: 1) the executive director distributed a complete listing of MAL members via e-mail through the national president (for onward distribution) on Saturday, 01 October 2011 at 11:04 PM; and, 2) every member and every membership chair can access the database using the instructions found in the AGM 2012 Information Booklet. Use the "%" symbol in the postal code search engine field, preceded by your first three postal code alphanumeric digits to generate a contact list for your area. Questions may be directed to the Ottawa office.</i> 	National President

	<ul style="list-style-type: none"> Reg Lownie raised a number of points concerning the Associate member category, the use of Facebook, and the role to be played by 'national' in respect of encouraging members-at-large to join their local Wing. 	
XII	<p>Motion to Accept Minutes of the 62nd Annual General Meeting held in Quebec City, 2011. Stan Nichols moved to accept the minutes; Reg Daws seconded the motion, which carried.</p> <ul style="list-style-type: none"> Question: Application for Continuance (Item XXVI, page 48 of 108) The Chairman began with "Ladies and Gentlemen, I have a sense that the members are comfortable and informed, and that no more debate is required at this time. Therefore, I believe the members are ready for the question to be put to them": If you approve, the NEC will prepare Articles of Continuance using the Industry Canada website, and apply for Continuance. Thereafter, as a second step sub-committees of member volunteers will be struck to draft a constitution and by-laws for the approval of the membership in whole or in part, at the annual general meeting of the air force association of Canada in Saskatoon in 2013. The process must be concluded not later than 17 October 2014. Would you like the National Executive Council to apply for a Letter of Continuance? André Labelle moved in support of applying for a Letter of Continuance; John Bamlett seconded the motion, which carried with no visible opponents or abstentions. A formal "Charter of Intent" was prepared, on which there was expressed wording to the effect that signatories affirm their support for seeking a Letter of Continuance in accordance with the aforementioned vote. Eighty-one (81) signatures are reflected on the "Charter of Intent", which will be suitably framed and displayed at future meetings of the association. 	
XIII	<p>Resolutions 2012/1 – The NEC supports this resolution. [Be it resolved that the Air Force Association of Canada adopt the name Royal Canadian Air Force Association.]. Cecile Thompson moved to support the resolution; John Bamlett seconded the motion. In the ensuing discussion, Mr. Bud Wilds encouraged members that it would be inappropriate to pursue a name change for sentimental reasons; that there must be good reason to do so. Mr. Black also reminded the delegates that it will be important to translate a new name, to reflect the inclusivity evident in our current name, in French (l'Association des forces aériennes du Canada). In other words, Mr. Black explained that in the phrase Royal Canadian Air Force and in the phrase Air Force Association of Canada, the word "Force" is understood to be a common noun, the plural of which is implicit, as in the word "fish". The plural "forces" is explicit in the French translation, and the delegates must pursue a similar translation, to show how inclusive the association is, to all our air force elements. The motion carried. <i>Secretarial Note: 731 e-mail votes in favour of the name change were acknowledged, as were the 30 that were not in favour and the nine e-mail votes that could not be counted for various reasons. When added to the unanimous support from delegates present at the meeting, the desire for a name change was evident.</i></p> <p>2012/2 – Withdrawn.</p> <p>2012/3 – The NEC believes existing procedures already adequately address this important need and that the resolution is not required.</p> <p>2012/4 – The NEC does not support this resolution. This resolution was defeated.</p> <p>[Be it resolved that: as part of its aims and objectives to inform new generations of Canadians about the sacrifices and service of those who have gone before them, that the Air Force Association of Canada request of the Minister of Veterans Affairs and the Royal Canadian Legion an opportunity to</p>	

	discuss and explore extending permission to surviving family members to wear specially marked miniature medal sets only on those occasions during the year when it is appropriate to do so and in a manner that respects the intent of the criminal code.]	
XIV	<p><u>Executive Director's Report.</u></p> <p>a. 2011-2012 Budget Finalisation. Mr. Black reviewed the past year's revenue stream and expenditure results. The budget was overspent by only \$141, which represents a 0.002 % accuracy. He indicated that this near-perfect result is a tribute to the very professional accounting/bookkeeping staff at the association's head office. To this amount the auditors decided to add capital depreciation and investment losses of \$4,894, resulting in a budget deficit of \$5,883. Mr. Black also emphasized that there were insufficient funds to pay out the Wing Visitation Allowance and fund the AGM in Saskatoon, in 2013. He added that if the delegates believed these activities were important enough to fund then a dues increase should be considered. Mr. John Bamlett moved to accept the budget report, and Mr. George McMahan, Jr. seconded the motion. In the ensuing discussion resistance to a dues increase was obvious. The Chairman encouraged Wing delegates to return to their wings and do their best to present the association's financial situation, in the context of an overwhelming desire to pursue "Continuance", going forward. Mr. Chester reminded the delegates that it is up to the Wings and their members to back up their desire to see the association continue, with some degree of financial support. Mr. Black added comments relating to a new promotional tool (Multiview), which could generate royalties, as an alternate revenue stream. The motion was carried. <i>Secretarial Note: a contract has been signed with Multiview, after confirming there would be no impact on local advertising support to Wings who produce bulletins. Where royalties are generated, those funds will be applied to the programs, products and services members expect and for which delegates approve a budget at each annual general meeting.</i></p> <p>b. Audit Statement (AFAC). Danny Gosse moved to accept the audit statement and Stan Nichols seconded the motion, which carried. Blair Buchanan moved to appoint McCay-Duff as the auditors for next year; Don Hogan seconded the motion.</p> <p>c. 2012-2013 Budget Proposal. Reg Daws moved to accept the proposal; Bill Grahlman seconded the motion, which carried.</p> <p>d. Membership to include New Database. Kurt Abels explained opposition to the use of the on-line membership payment system. He said it would be inconvenient for Wing membership chairpersons. Joanne Peckham added that there were concerns with the use of credit cards at the Wing level and also questioned the process of paying a corporate membership and receiving magazines. Mr. Black emphasized that all members have unrestricted access to all member information through the new on-line database "to the extent individual members allow, mindful of PIPEDA legislation".</p>	Executive Director
XV	RCAF Association Trust Report. Mr. Black drew everyone's attention the report from Mr. Mahood, a copy of which was to be found in the latest issue of <i>Airforce</i> magazine. Mr. Abels moved to accept the auditor's report on the Trust Fund and Mr. Labelle seconded. The motion carried.	Chairman, RCAF Association Trust Fund
XVI	Aviators of the Year Luncheon (12:00 to 1:20 PM) – A Tribute to the Regular and Reservist Air Force Personnel of the Year, offered by Buchenwald Survivor, Edward Carter-Edwards.	

XVII	Commander RCAF Presentation	LGen Y Blondin
XVIII	Royal Canadian Legion - Greetings	Mr. Mike Cook
XIX	Air Cadet League – Greetings	Mr. John Scott
XX	4:00 PM Adjournment for the Day	

Sunday, 14 October 2012

Item	Discussion	Actions and Comments
XXI	8:30 AM – Resolutions Committee Report (Continues if Required). Cecile Thompson, 444 Wing, rescinded her motion in favour of the 410 Wing resolution seeking a change in the name of the association, so as to allow the 410 Wing president, Mr. Earl Sinnett the privilege of extending said motion. The Chairman accepted the request, and the record has been duly annotated.	1st Vice President
XXII	New Business.	National President
XXIII	Future AGM Options and Locales (Proposals and Discussion) <ul style="list-style-type: none"> • 2013 – Saskatoon; • 2014 – Windsor; and • 2015 – Halifax, Fredericton, Ottawa No further discussions ensued. Delegates acknowledged the offer of Caesar's Windsor, and the Executive Director acknowledged the formal verbal expression of interest from 890 Wing and informal verbal expression of interest from 306 Wing, as regards a meeting in 2014.	Executive Director
XXIV	9:45 AM - Closing Remarks	National President

Original signed by

Dean C. Black, CD, CAE
Secretary

Approved/~~Not Approved~~

Original signed by

Terry Chester, CD
Chairman

Annex A to
Minutes of the 63rd Annual General Meeting
Dated November 2012

Name	Accreditation (Accredited or Fraternal)	Affiliation	Eligible Votes	Voters Present	Proxies Carried
Gene A. Bell	Accredited	102-1	2	1	1
		105	1	0	
		107	2	0	
		110	1	0	1
Mary Boutin	Accredited	111-1	1	1	
Elizabeth Moores	Accredited	150-1	1	1	
R. Blair Buchanan	Accredited	200-1	2	2	
Phyllis Buchanan	Accredited	200-2			
Dave H. Currie	Accredited	201-1	1	1	
Terry Robertson	Accredited	250-1	1	1	
		252	1	0	
		302	1	0	
Lyna Boivin-Smith	Accredited	306-1	1	1	
		338-1	1	0	0
Andre Labelle, CD	Accredited	394-1	1	1	
		401	1	0	1
		403	1	0	1
Harvey Fry	Accredited	404-1	1	1	
John Bamlett	Accredited	408_437-1	1	1	
Earl Sinnett	Accredited	410-1	2	2	
Steven Dieter	Accredited	410-2			
		411	1	0	
George McMahon, Jr	Accredited	412-1	1	1	
Neil Elliott	Accredited	413-1	4	4	
Art Darnbrough	Accredited	413-2			
Jo Anne Peckham	Accredited	413-3			
Sandra Carter	Accredited	413-4			
		415	1	0	1
		416	1	0	
Murray Hope	Accredited	418-1	1	1	
Jerry Smith	Accredited	420-1	1	1	
Rita Patry	Accredited	422-1	2	2	
Stan W. Nichols	Accredited	422-2			
	Accredited	424-1	2	1	

Name	Accreditation (Accredited or Fraternal)	Affiliation	Eligible Votes	Voters Present	Proxies Carried
Rene McKinnon	Accredited	427-1	2	2	
Reg Lownie	Accredited	427-2			
Eric Martin	Accredited	428-1	2	1	1
Ted Russell	Accredited	429-1	1	1	
		431	0	0	
John C. Hooper, RVP	Accredited	432-1	1	0	1
Daniel Duchene	Accredited	433-1	2	0	0
Charles Leguerrier	Accredited	434-1	1	1	
Robert Coxon	Accredited	441-1	1	1	
		443	1	0	
Cecile Thompson	Accredited	444-1	1	1	
Keith Clifford	Accredited	447-1	1	1	
		450	1	0	
Garry Beck	Accredited	483-1	1	1	
		484	1	0	1
		500	1	0	1
Sherry Burgess	Accredited	600-1	1	1	
Louis Montreuil	Accredited	602-1	1	1	
		700	2	0	1
		702	1	0	1
Al Low	Accredited	703-1	1	1	
Dave Watson	Accredited	783-1	2	2	
Robert Clarke	Accredited	783-2			
		784	2	0	1
		801	1	0	1
		808	1	0	
		861	1	0	1
Reginald L. Daws	Accredited	879-1	1	1	
		883	1	0	
		886	1	0	
Don Hogan	Accredited	888-1	5	5	
WComd (Ret) Syd Burrows	Accredited	888-2			
Guyline Plamondon	Accredited	888-3			
John Wood	Accredited	888-4			
F. "Duke" Reid	Accredited	888-5			
H. "Des" Dessario	Accredited	890-1	1	1	
		900	0	0	
		902	1	0	
		904	1	0	

Name	Accreditation (Accredited or Fraternal)	Affiliation	Eligible Votes	Voters Present	Proxies Carried
		971	1	0	
George McMahon, Sr	Accredited	NAC	1	1	
Paul Hayes	Accredited	NAC	1	1	
Ted Mahood	Accredited	NAC	1	1	
John Melbourne	Accredited	NAC	1	1	
Greg Spradbrow	Accredited	NEC	1	1	
Gaston Cloutier	Accredited	NEC	1	1	1
Dave Donovan	Accredited	NEC – ON Gp	1	1	
Alex Richards	Accredited	NEC	1	0	
Guy Vallieres	Accredited	NEC-QC Gp	1	1	
Robert Roe	Accredited	NEC-AB Gp	1	1	
Ralph Murphy	Accredited	NEC-Atl Gp	1	1	
Dean Black	Accredited	NEC-ED	1	1	
Lloyd Campbell	Accredited	NEC-HNP	1	1	
Brian Darling	Accredited	NEC-IPNP	1	1	
Terry Chester	Accredited	NEC-NP	1	1	
Ronald Bannister	Accredited	NEC-Pac Gp	1	1	1
Duncan Campbell	Accredited	NEC – Prairie	1	1	1
Robert Dimillo	Accredited	On Gp - RVP	1	1	
Gerry Cuffe	Accredited	On Gp - RVP	1	1	
John Hooper	Accredited	On Gp – RVP	1	1	
Howard Johnston	Accredited	On Gp – RVP	1	1	0
Milford J "Bud" Wilds	Accredited	Pac Gp - RVP	1	1	
			101	65	18

A Perspective on the Association, by Terry Chester.

(Taken from the President's Keynote speech to the AFAC AGM 13 Oct 2012, in Hamilton, ON)

(Note for members: with the passage of time more and more non-profit associations working in the volunteer sector have grown increasingly aware of the ineffectiveness if not inappropriateness of traditional titles such as "president" and "vice-president". This is one of those 'governance failures' the new Canada-not-for-Profit Corporations Act (CNCA) is designed to fix. These titles ("president, vice-president, group president, and Wing president") are misleading since their legitimacy and appropriateness should also be matched by executive powers. In the wider world those who do wear the mantle of a president tend to have legitimate powers only they can exercise. However, a close examination of the constitution and by-laws of the Air Force Association of Canada reveals there are no such executive powers or authorities vested in any one individual member at any level, in our association. Instead, the full extent of executive powers and authorities are vested only in the entire body known as the NEC, or the Group Executive or the Wing Executive, with additional limits applying increasingly the further down in the association one goes. This is all done out of respect for the voice of the individual member. These important governance points are raised in part because during the recent AGM one Wing President demanded that Group Presidents rise individually and affirm their individual confidence in the national president. The demands were thus meaningless. These points are also raised because some members may read the following "perspective" and assume that our national president is leveraging some sort of executive authority in prescribing a way ahead for our association that members have no choice but to accept. This could not be further from the truth. As is reflected in this note to members, the aforementioned Wing President's meaningless demands clearly demonstrate a misapplication of the functions and powers of individuals on the NEC, perhaps assuming the existence of such powers where none actually exist; and, as regards Mr. Chester's "perspective, it is important to emphasize that his remarks are not intended to be prescriptive in any way, but are meant to reflect aspects of the association that have survived six decades of service, as well as reflecting and respecting the collective ideas of over 800 members all of whom participated in a strategic development survey conducted in May-June 2011. The remarks also reflect the collective thoughts of his fellow members of the NEC, in discussions that have taken place since the conclusion of the strategic planning session in July 2011. Our "national president" officer is also known as the "Chairman of the NEC", meaning that it is his (or her) responsibility to help encourage and marshal (not control) the collective ideas and thoughts of the members of the NEC, into cohesive, clear and concise policy that reflects the needs and wants of the majority of our members. Most importantly, all members in-good-standing share in the association's success, each day, and all have important considerations. The following "perspective" hopefully reflects these considerations; if you as a member can see yourself in some or all of the promising ideas that follow, then you are a very important member to the Air Force Association of Canada because you obviously have a vested interest in the association you have joined.

What we accomplish over the next couple of days will be one of the most important tasks that we will ever have, as regards the future of our organization. We are at an important point in our history,

not just because we need to conform to the requirements of the NFPCA, or that we need to re-write and revise our documentation and by-laws, it's actually even more important than that. It's about what we need to do, what we must do, to ensure that we as an Association can thrive and prosper beyond the next couple of years. Our funding is rapidly approaching levels that make it difficult to sustain our operation, our membership levels continue to decline - they are now at levels that we had in the early 1950's, and we are divided internally over such issues as membership categories. If we continue to act and operate as we have done over the last twenty or so years, we may not survive long as an institution. You will be glad to hear that your NEC is fully cognizant of all of this, and we have an approach that we would like to introduce to you today.

My talk today will be broken down into three main areas:

- a. Who we are and what we do
- b. Where we find ourselves
- c. What we need to do.

I am sometimes surprised when I chat with Association members, to find out how little that some of them know about us, our roots and foundations, in fact our very *raison d'être*, and what and why we do things and why we might have to change. Not that it is critical that we are all students of history or can recite chapter and verse our mantras, but when we are faced with change (as we are now) we need to have an understanding of what and who we are, so that we can determine what it is we need to do. Because change will always occur, but it's always better if we can guide and direct it, rather than have it guide us. From time to time during this discourse, I will use the pronouns "I" or "me" when I'm speaking – but, I really mean "Us" or "We", and I'm referring to this group of distinguished gentlemen sitting in front of you; your National Executive Council, the board that you elected to make the policies, and chart the direction of our Association. My principal role, and the one you really elected me to do, is to be chairman of the NEC, the title President is really just that - a title, and it does not confer any special powers or privileges to me, any authority that I have accrued is at the call of the NEC, it is my job to lead them and form them into a team that can best serve the interests of you, our members, the Association and the RCAF.

A. Who are we, and what do we do?

This should probably start with "who we were". The Air Force Association was originally established as an air force veteran's association to provide its members with a venue or co-op in which they could share their common experiences and identities. People who had served in the air force needed a place where they could go and be recognized for what they had contributed to their country, and one that could provide meaning for what they had done with their lives – most importantly, however, it was always intended as an organization that could show support for the very Air Force that had nurtured them. Because of that, in the early days and well into the mature stage of our organization, the Air Force helped us both physically and financially; the RCAF, and later, Air Command, acknowledged our relevance and purpose and our mutually supportive relationship worked to both our purposes. Our legitimacy and reputation preceded us. Unfortunately, that relationship changed over the years as the Association began to look inwards and became more focused on itself and its structure, rather than on supporting the Air Force and the people who were serving therein; consequently the people in the Air

Force became less interested in us, financial help dried up, but, more importantly people leaving the air force saw little reason to join us.

Early on we were heavily populated with those who had served in WWII, and then through the fifties and sixties by those who had also served long and well. One by one, their voices are falling silent, and others are replacing them; people with different priorities, different histories, and different agendas. I'll talk about this later, but there are some who espouse that the Association is a means unto itself, that our only cause should be self-perpetuation and preservation. They are fighting change and progression for their own reasons, and as they do so, they are impeding efforts to chart us a new course. Thankfully you have a national executive council in front of you who have different ideas than the naysayers, - we want our Association to prosper and grow, not be stuck doing the same old thing with the same old inevitable results. We believe that innovation, creativity, the use of new business practices and new technology will sustain our cause.

When trying to make a point regarding our organization, I've often used the process of comparing our Association with the Air Force that we support. It's rather easy - we are structured in a similar hierarchical fashion, most probably because those who designed the Association were, or had been, members of the RCAF. They went with what they knew and what worked. They established a headquarters, organized to maintain a national perspective, determine the mission and vision, set common policies and standards and administrate the organization. There was only one type of member, regular, and some of these members organized themselves into formations based on proximity to facilities and each other, which they called, not surprisingly, Wings. Just like joining the Air Force, Association members who join through a Wing swear an oath, except that instead of accepting a bond of unlimited liability like in the Air Force, they swear to promote the aims and objectives of the Association. Some people forget that aspect of our Association. There the easy similarity ends, primarily because the Association is, and was always intended to be, an individual-member-funded organization instead of a publicly funded one, and we are a direct democracy (one person, one vote), unlike the military where you don't get to vote, and unlike a representative democracy where someone you elect gets to vote on behalf of a wider body of people.

So, what do we currently do?

This is our vision statement: Canada's leading force in aerospace commemoration, education and advocacy.

The NEC didn't just think that up by themselves; we actually conducted a survey of our entire on-line membership in 2011, to see what they thought and we were able to distill their collective wisdom into those few, powerful words.

Our mission?

We are a leading national organization dedicated to:

- preserving Canada's rich air force history;
- inspiring and educating our youth; and
- supporting and enhancing our aerospace capabilities.

In fact I would go so far as to say, we are the lead agency in this regard. The three pillars that underpin our Association, those of Youth, Advocacy and Heritage provide essential direction towards everything we do, and what we stand for. Our work with, and support for, the Air Cadets is something for which we can feel great pride. When we see those kids marching and flying, public speaking and having fun, it means we are doing something that adds to the fiber and future of our country. These kids are our future. Advocacy of course is another very important thing we do, it keeps us relevant and connected to our Air force, they see and very much appreciate our support for what they do and what they need to do their job. On the advocacy front, our AAC has produced some timely and comprehensive documents that have been seen and read by those who make and shape Canadian policies and politics. Such distinguished groups as the Conference of Defense Associations recognize us as being one of the most significant authorities on the Air Force and its needs. We are also very visible through our Flagship magazine, Airforce, - you may not be aware that the RCAF also uses this platform to help get its message out, too, and buys thousands of our magazines for this purpose. Our magazine is, in itself going through some changes as we bring our format and content more into line with what you are asking for. The last couple of issues have been outstanding, in my view. As a quick aside, all the past copies of Airforce are now digitized and available on line, and represent a treasure trove of information for anyone researching our Air Force history. Under support for Air Force heritage, of course our trust fund supports in a very large way, our museums and many other worthy causes (you'll see them when we discuss the trust fund, later) and of course the support to the recent air force veterans trip to the UK for the bomber command memorial was outstanding. Aply organized by Our Executive Director, Dean and his staff, the other Government departments who were involved were impressed beyond belief at his organization skills and abilities. I am very sure in saying that if he had not become involved when he did, the expedition would never have been the resounding success that it was. Dean was helped financially by the managers of the Trust fund that I spoke of, and I would also like to thank those of you who are here today who also contributed financially to this most worthy event.

A little more now on how we are comprised. Let me show you what the NEC approved last year as what we saw as important objectives for our Association:

- a. Wings that are strong, functional and sustainable;
- b. A National Executive Council that is educated, informed and engaged;
- c. A Governance structure that is valued, organized, responsive, and accountable
- d. A Membership-at-Large that is connected, informed and engaged;
- e. Groups that are cohesive, well-managed and transparent; and

I want to talk about some of these in turn, and observe on each.

Wings, the structure that we use to organize our people into collective agencies that can promote small unit cohesion and interface directly with their respective communities, are very important. Wings are how we are seen and how we are heard in the community. It's the AFAC that most people see and recognize. Wings, like all things, are evolving from what they once were; it is becoming increasingly evident that they are slowly but surely becoming less and less influential within our Association. Please note, I did not say that Wings and what they represent and do are not important, I'm just observing on what is, and if we ignore what is happening then we cannot complain about the consequences. Almost all Wings that report to us indicate that membership is on the decline, with no apparent way to turn it around; that no one seems to want to step forward to fill executive positions – it's the same folks year after year who seem to do the work, and most times not enough people show up at meetings to form a quorum. There are serious systemic problems out there, and when the NEC tries to approach areas where we think change might be helpful, we are sometimes met with a fierce defensive posture. Some Wings have started to circle the wagons and focus only on what is important to them and their individual survival. This unhelpful process is diverting us from addressing some of our major problems such as finance and our Constitution.

This is a quote from AVM Gord Ockenden, regarding the concept of focusing on Wings versus the Association having a national perspective. "We must decide what it is we want here. If the focus is only on our Wings and their preservation, perhaps all we need are local social clubs. We wouldn't need a National HQ at all - but then who would do what it is that we do at the national level, the coordination, the advocacy, the connection. No, strong viable wings are an important part, but only a part of us, we are and must be a national organization, our aims and objectives must be national in scope; we must always think and act nationally not locally when it suits us. You must always ask yourself not what has the Association done for me lately but what have I done for the Association?"

Our executive director has often spoken to us about a renewed covenant or contract with our Wings. As I've noted, Wings are the mechanism by which we organize ourselves at the field level, "where the rubber meets the road", so to speak. Wings are an integral part of us, a proud and visible representation of the Association as a whole. But the Association is primarily one that works at the highest national levels of our country, as well as at the municipal, regional and provincial levels, hopefully at all times upholding Her Majesty Queen Elizabeth II as our Patron. The extent to which we succeed will always be directly proportional to the quality and strength of our social capital with our key stakeholders, at each level; most importantly, the actions of each individual member and each individual Wing can easily destroy any social capital building efforts at other levels in a heartbeat. It is that simple. Wings are and should be our biggest "recruiting tool". But they aren't, and I would like to explore one of the reasons that I think this might be.

Circumstances have caused the Association to evolve into something quite different from what, I'm sure, was the original intent of our founders, and the structures and relationships that have developed are straining the Association's very bonds. The introduction of a new category of membership, the Associate member, some forty-three years ago was a marketing initiative used to recruit people who were supportive of our mission, but didn't necessarily have a military background. The plan was that when they had proven to themselves (and to us) that they were ready, they were to be "elevated" to a regular category. Initially, a majority of the membership had misgivings about this, but with the imposition of restrictions (holding office, voting rights, etc) and the withholding of certain benefits (awards, pins and uniforms), the majority gave their approval and accepted the Associate member category under those terms. This process proved to be the savior of many a Wing, as the funds collected

from these people were retained at the local level until the member's "elevation" occurred. Accordingly, and understandably, there was a growing reluctance to expedite this process, and slowly but surely a "permanent" associate category evolved. In some Wings, it became so entrenched that the Wing could not survive without this cash infusion, so much so that other Wings made a move to convert a majority of their Regular members to the Associate category just to survive. These Associate members began to hold considerable sway over an organization into which they paid no dues, and because some associates did eventually move up into a regular category, (and therefore were eligible to hold office) it became accepted as part of our structure, even though the consequences of this change were never fully explored, and no formal constitutional modifications or by-law amendments were ever proposed or voted on. Some Wings became so wedded to the concept that when people started to discuss the possibility of changing or amending this practice because of the observed adverse effects it was having, they were met with strong opposition and threats of secession from the Association. Clearly, we were losing our way by diverting from some of our founding principals, and setting ourselves up for a long glide into irrelevance.

Previous NECs have tried unsuccessfully to deal with this issue, in fact, at least one president resigned in disgust over the issue. There are some who think that one of the reasons we may have lost our way in the Association, why people don't see the value in joining us, why our very relevance is in question, why the people leaving the Air Force don't seem to be interested in us is because this issue affects our legitimacy - it continues to nag at us and divide us and it has created camps and bastions within our midst. For example, some espouse that the NEC would like to use the NFPCA as a lever to pry this category from our midst, or at least to use the pretext of this change as a "cash grab". In my view, this is a classic example of poor leadership at all levels and bad communication throughout. Nothing could be further from the truth; for example, as we go through the constitutional and by law amendment process, membership categories will remain unchanged, - as we begin the deliberations about what we might want to do about this situation, we will be soliciting help and input from all quarters and we redesign and professionalize our Association so it may continue to do what it does best. The members will decide what's best for us – as it should be.

Board of Directors/Governance

I want to introduce this section with this thought: the government of Canada has been investigating the (economic) state of the volunteer sector since the early 1990s; the end result is the new Canada Not-for-Profit Corporations Act (CNCA) the aim of which is to strengthen the (economic) state of the volunteer sector so as to better assure a significant part of the Canadian economy continues to make its contribution. During the study, they found that one of the biggest problem areas is governance, i.e. there are too many boards out there comprised of well-meaning people who have little idea what it is they are supposed to do, and how to do it. This isn't their fault - they are volunteers after all, but if we are to succeed as an Association we cannot continue to do things as we have always done. Getting it right means we need to do a better job electing, governing, and working together. You'll be happy to know that your NEC is fully engaged in the education process and transforming themselves into a responsive, engaged and informed decision making body. For this coming year for example, we will be transforming the way we actually determine who will lead the National Executive Council and who will carry out the myriad of jobs that this body must do.

Members at large.

Finally, last but not least, our Members at Large. This group is comprised of thousands of members, the great silent majority I call them, who faithfully send us their money every few years or so, and in return get our magazine, are actually what sustains us. Are you aware we couldn't even hold AGMs without their funds? They are, to a person, all regular members, 99.9% have previous service experience, some of it extensive yet we generally do not ask their advice, or ask them to participate in our activities, or elections or policy formulation or whatever. This is, in my view, a great shame. There is a wealth of talent out there. The response to the recent surveys we've done on-line, such as for inputs to the SOCC last year, and the recent one to ask their opinion on the name change, indicates that they do, in fact want a voice – and we are at a point in the maturation of our web site where we can get their input. We have just over a quarter of their e-mails now, I would like that to be over 50% by this time next year and higher in the out years. This is going to take some digging to get because of privacy concerns etc, but it will be worth it, I assure you, if only that they might start to feel “valued” again, and be more likely to re-join and tell their friends.

B. Where are We? Where do we Find Ourselves?

We've heard a lot about the “fiscal cliff” faced by the U.S. brought on by overspending and reluctance to raise taxes; well we are at the same sort of juncture, but ours is more like a fiscal ramp, rather than a cliff, it's much more of a gradual process, and we still have time to fix what's wrong. But not much time. Your HQ staffs have been taking draconian action to cut spending and reduce costs, if you take a look at any one of our previous budgets, going back five or so years you will see that overhead costs (Salaries, Infrastructure, Administration etc,) have been cut by close to \$400,000 but it's not enough. As I noted, the Air Force is not permitted to support us with public monies even though they are now just seeing us as relevant again after a hiatus of many years; many of our previous sponsors and donors do not apparently see the value in advertising or assisting us, there is little perceived value for their money to be had, so beat the drums as we may, they have gone elsewhere. Accordingly, it is revenues from members that sustains us. This, as you know, is decreasing annually, and the situation is becoming increasingly bleak. Again when we touch the subject of a possible dues increase to offset this decline, we are immediately met with strong opposition from those who perhaps prefer not see the big picture but want to think locally, instead. Instead of thinking “How will this benefit the Association?”, they think “How will this impact me?”

C. What we need to do

Our immediate tasks have to center on the steps to comply with the NFPCA, which is what I want to focus on now. As we get to the business of the AGM today, you will be asked to decide on whether or not you wish this Association to continue, and you will do that by providing the authority for the NEC to apply for a letter of continuance to the Government. The fact that you all took the time and made the

effort to be here today is an indication to us, that you do in fact believe in our Association, but we must go through this process together.

Here are “Five Reasons Why You Can’t Ignore the new Canada Not-for-profit Corporations Act” as written a Nova Scotia Lawyer, - Richard Bridge

1. Comply or be dissolved

The first and most dramatic reason you must not ignore the new Act is that failure to complete the formal steps to continue under the new Act will result in the dissolution of your organization.

2. Avoid liability

A second reason not to ignore the new Act is that it includes a range of substantive changes to the law and to governance practices that must be followed once the continuance process is completed. It will not be “business as usual” for organizations. Not knowing and not complying with the new Act could amount to failure to meet the legal duty of care.

3. Guidance to Competence

A third reason to become familiar with the new Act is that it includes provisions that clarify and in some cases change the legal requirements of board members and officers. There are comprehensive sections relating to the legal duties, powers, potential liabilities, and the standard of care. All board members and officers must understand these new provisions in order to do their jobs properly. Again, failure to do so could result in personal liability.

4. New Rights and Powers of Members

A fourth reason to pay attention is that the new Act changes the relationship between the members of an organization and its board of directors. Briefly, it expands and clarifies the rights and remedies available to members, and includes new procedures that must be followed. One controversial example is that members of non-voting membership classes will have the right to vote in relation to some fundamental decisions, despite past bylaw provisions and practices. (in here read “Associate” members)

5. Future benefits

The four reasons outlined above are based on fear of potential problems. But a more encouraging reason to become familiar with the new Act is that this wisdom will help us adopt better and more streamlined business practices, as we learn from those who have done this and studied NFP corporations.

So how do we intend to do this?

1. Review the current Letters Patent and Bylaws, consider the corporation’s current structure and procedures, and determine whether the corporation will either retain or remove the provisions that are no longer required.
2. Prepare Articles of Continuance (transition) using Form 4031 to be made available online by Industry Canada.

3. Revise the bylaws following a review of the new requirements, default provisions, and choices open to the corporation under the CNCA.

There will be a Number of Special committees established to look specifically at, and make recommendations to, our bylaws. They will get input from every spectrum of our Organization and make their reports in time for consideration by your NEC and in readiness for the next AGM.

4. Obtain member approval at a members' meeting duly called under the existing rules, with approval by two-thirds of the members. This would be at our next AGM, - reminder we will already be two years into the process at this time.

5. File with Industry Canada the Articles of Continuance (transition), Initial Registered Office Address, first board of directors and amended bylaws.

Well, you've been very patient with me, as I covered quite a bit of ground. There you have it, the way ahead as we see it. It won't be easy but if we are all pulling on the same rope, it will be possible.

I want to close with something that was written to us by a member of the group of Second World War bomber command Veterans that went to the UK last June. I contend that his remarks express better than any others the very *raison d'être* – our reason for being – of the ***Air Force*** association. All of our members are encouraged to try and come to terms with the meaning of these remarks, within the context of our own aims and objects; should anyone have questions please do not hesitate to ask:

“Having recently returned from the unveiling of the Bomber Command Memorial in Green Park, London, I feel impelled to record some of my thoughts about this momentous and emotional event. Because of the lateness of the government decision to send an official delegation to the unveiling, it became apparent that the Air Force Association of Canada was the only organization capable of locating all of the qualified RCAF Bomber Command veterans and ensuring that the necessary medical, immigration and customs documentation was completed in the time left before departure. Not only did the Air Force Association complete this task; they also ensured that the veterans would present a uniform and appropriate appearance as Canada's representatives at all of the programmed events. It was an impressive and successful demonstration of the Association's national authority, scope and capability. We are now in a stage where the Second World War veterans are rapidly diminishing in numbers. The various service organizations which represented the veterans in the past have closed shop, not by choice but simply as a fact of life's passing. This must not be the fate of the Air Force Association. The RCAF is once again a force in Canada and that alone should give reason for the continued role and existence of the Air Force Association. The Bomber Command Memorial was just one demonstration of the national role which is exercised by the Association. This capability and the preservation of the RCAF membership's way of life while serving their country must be maintained long after the last Second World War RCAF veteran has passed away. Leave us this remembrance as we leave you the responsibility of serving your country as we have done.”

Brigadier-General (Ret) J.V. “Jack” Watts, DSO, DFC & Bar

That my friends, and comrades-in-arms, says it all.