

**Minutes of the Biennial General Meeting
of the RCAF Association held in the
Hotel Arts, in Calgary, Alberta
on 13 October 2018**

In Attendance and Absent Parties (See Annex A)

Serial	Item & Discussion	Action & Responsibilities
I	<p>Opening Ceremony & Remarks. The Chairman opened the Business Sessions at 8:40 AM; acknowledging the participation of Members-at-Large, Past National Presidents and past members of the National Executive Council including Grant Whitson (783), Reginald Daws (879) and Dave Vokey (200). Mr. MacDonnell also expressed gratitude for the participation of Major General William “Bill” Seymour, here to address delegates on the state of Canada’s air force. Mr. Grant Whitson (783) accepted the temporary appointment of parliamentarian, while Jan Hogan (888) and Dave Vokey (200) accepted the appointments of scrutineers.</p> <p>Quorum Declaration. For further information, please consult Annex A. Wings represented by attending delegates = 20 Wings. Delegates present represented 1,824 Wing members. Proxy forms carried represented 17 Wings, or an additional 742 Wing members for a total of 2,566 Wing members represented, or 78% of Wing members, or 51% of the total Regular membership of the RCAF Association. Declaration: A quorum of RCAF Association Regular members cannot be declared. The business of the association is restricted to decisions and actions with no impact on substantive and constitutional matters, which would otherwise require a two-thirds (representation) majority, and is necessarily limited to identification and initial scoping of important ideas which can then be presented or shared for further discussion with all of our members including those in Wings who could not be present today.</p>	<p>Mr. Terry Chester (888) moved to appoint individuals to the parliamentarian and scrutineer roles; Walter Peckham (413) Wing seconded the motion, which carried.</p> <p>Reg Daws (879) moved to acknowledge the notice of meeting; he was seconded by Michael Roy (784).</p> <p>Mr. Bob DiMillo (424) moved to accept the “Consent Agenda”; seconded by Mr. Tim Balasz (784), and the motion carried.</p>
II	<p>Mr. John Murphy (200), Chairman of the RCAF Association Trust Fund Board of Trustees provided a briefing on the activities and state of the Fund. Mr. Walter Peckham (413) asked about using Wing lottery money to donate to cadets or other charities. He also asked about the double entry and purpose for the 408 Squadron expenditure. The Secretary to the RCAF Association Trust Fund, Mr. Dean Black, answered both questions. Nick Czernkovich (408-437) asked about the Air Cadet Medals and why they are a liability. Mr. Black explained the purpose of the medals, and responded specifically to this issue.</p>	
III	<p>Greg Spradbrow, NEC Treasurer, shared the combined membership report, encouraging members/delegates to note the bottom line (total number of members approaching 5,000. Mr. Spradbrow then drew the attention of delegates to the audited financial statement and then the budget proposal. He conveyed</p>	<p>Dave Vokey (200) and David Sharp (413) moved and seconded Greg’s presentation and initiatives.</p>

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	<p>the historical pay freeze unofficially in effect since 2010, meaning the staff have not had a pay raise since 2010. Greg emphasized the staff were behind 11.6%, owing to the cumulative consumer-price-index (CPI) increases (inflation) over the past several years. A pay raise of 6.0% was implemented earlier this year. It will be followed by 5.6% + CPI increase 1 July 2019. During the next renewal cycle beginning 1 April 2019, a \$5 increase in membership dues will be implemented for the last time, but will then be followed by a CPI-tied automatic increase if and when substantively necessary. A yearly dues increase and a yearly wage increase will be managed through a CPI-synchronized increase through the renewal cycle, going forward.</p> <p>Walter Peckham (413) asked for further clarification; specifically, asking for confirmation that the NEC is mandated or obligated to seek the approval of the delegates to the General Meeting for any and all membership fee increases/changes. Mr. Peckham's exact question was: "Are you not supposed to run these dues increase issues past the membership, first?"</p> <p>Mr. Spradbrow responded by saying this was no longer the case; that because the board of directors holds the fiduciary, they and they alone will determine if and when a dues increase is required.</p> <p><i>Secretarial Note: A more complete answer was shared with the delegates, later. To wit, "The answer to Mr. Peckham's important question is yes, and no. No, the NEC will no longer seek a motion from the membership directly seeking their support for a dues increase. This is not how associations like ours deal with the requirement to raise dues, in the 21st century. Things are done quite differently, nowadays. Having said that, "Yes" the NEC is constantly connected to the members through Wing and Group leaders seeking confirmation members are getting the value they want and need from the dues they submit. Since the value they want is reflected in the programs, products and services to which they subscribe, by paying membership dues, when inflation increases the cost of those products, programs, and services, since they have the fiduciary the NEC is obligated to raise dues when necessary to cover the cost increases that occur so as to be able to continue offering the same package to the members.</i></p> <p><i>It is wrong to ask members to approve a dues increase – it is more correct and more appropriate to ask "if you do not want to pay more, which of the many products, programs and services now offered in your package would you like to cut, or which would you no longer wish to subscribe to.</i></p> <p><i>In other words, the members themselves always have the final say. It just happens to matter what question should be asked.</i></p>	

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IV	Call for Nominations. Mr. Daws initiated the 1 st call for nominations. No nominations were forthcoming.	
V	NEC Member reports. Stephen Macdonnell provided his president's report to the assembled delegates, highlighting some of our more significant events and activities that took place over the year. LGen Andre Deschamps honorary national president, introduced comments on the strong Secure and Engaged document. Don Hogan Pacific Group presentation. Michael Roy Alberta Group presentation and Henri Levasseur provided a report from Quebec Group. Major General Bill Seymour provided a briefing on the state of Canada's air force, after the lunch time presentation o the subject of Kenn Borek Air Services.	
VI	Greg Spradbrow explained the background to and requirement for implementation of the new electoral process portions of the Canada Not-for-Profit Corporations Act. The aim is to have the CNCA fully implemented by all Wings and Groups as the association works through the next membership renewal cycle. Mr. Spradbrow described three scenarios – wings that just meet and do association business in a member's home; or, a wing that meets, without bricks and mortars but with gaming and lottery licensed activities; and, third, a Wing with all the normal activities and infrastructure.	Delegates acknowledged the need to finally implement all portions of the CNCA (2014) no later than 30 June 2019.
VII	Call for Nominations. A 2 nd call for nominations was made by Mr. Daws (879). No additional nominations were forthcoming.	
VIII	Call for Nominations. A 3 rd request for nominations was made by Mr. Daws (879). An e-mail from Sandra Carter was read. Ballots were distributed. Accredited and Fraternal delegates were offered an opportunity to vote. The results of the election were Guy Vallieres, Terry Chester, Stephen MacDonnell and the six Group Presidents were elected to the national executive council.	Nominations were closed, and an election was carried out.
IX	Next General Meeting. Ron Gallant (201) asked about the promise made by someone about holding the General Meeting permanently in Trenton. Terry Chester (888) responded to the question.	
X	Resolutions. Sherry burgess (600) moved the 100th birthday resolution and Mary MacKay (784) seconded the motion. Bud Wilds (888) complained he had eleven years to wait. The motion was carried.	
XI	Adjournment. Bud Wilds adjourned the meeting at 4:34 pm	

Dean C. Black, CD, CAE, SMP
Executive Director

Approved/Not Approved

Stephen MacDonnell
Chairman

Annex A to
Minutes of the Biennial General Meeting 2018

In Attendance and Registration of Proxies

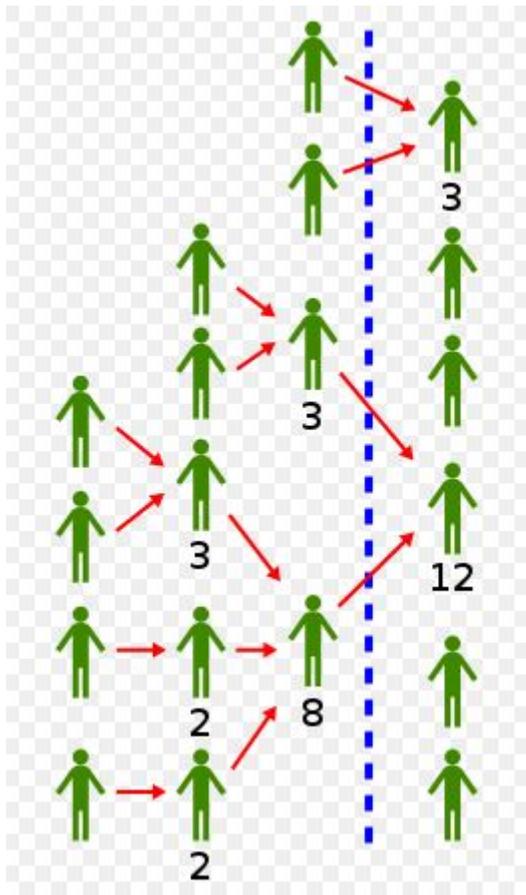
One Wing President attending the recent General Meeting admitted to having appointed the delegate seated beside her as her proxy. She is not alone in her uncertainty; a significant number of RCAF Association leaders continue to show either carelessness, possibly, or confusion, perhaps more certainly, with the proxy process. The fact so many Wing Presidents were unable to attend the General Meeting, but also failed to appoint a proxy is distressing. This is a sign the aims and objectives of the RCAF Association are not important enough to these Wings for their leaders to participate whatsoever. Failing to identify a proxy disadvantages not just yourself, the absent Wing President, but also all the members in your Wing for whom you accepted personal responsibility when you accepted their nomination and subsequent election. Your Wing's members elected you in part to vote on substantive and other matters in a way that respects how your individual members actually feel about those issues. Carelessness – or the Wing President's decision to simply not bother – is a matter best left in the hands of the affected Wings' members, along with the appropriate Group Presidents who are responsible for the Wings in those Regions. Confusion – on the part of the Wing President – on the other hand, may be best addressed more formally, here.

Clearly, in order to come to a better understanding of these issues we must explain what purpose or role is to be served by a Wing President. Before we do that, everyone needs to understand what is a vote, who has a vote, and why a vote is important. A vote is “used to express a wish to follow a particular course of action.” It is a formal expression of an individual's choice for or against some motion. Whenever several people, who do not all agree, need to make some decision, voting is a very common way of reaching a decision peacefully.

Like many such organizations, the RCAF Association is a direct democracy. In a direct democracy everyone has a vote. It is because the RCAF Association bestows the power to vote on each and every member-in-good-standing that we must act in keeping with what it means to be a direct democracy. For example, there are currently no restrictions on who can attend a general meeting of the association. All members are welcome. In reality, however, since not all members actually desire to attend, nor is it cost-effective to contract for facilities able to accommodate thousands of members, the RCAF Association employs a delegated voting system. A delegated voting system still respects each and every individual member's right to vote, but it also provides members with the means to delegate their personal vote to another authorized individual. Those to whom votes have been delegated are known as a proxy. At the association's basic level, the Wing President is elected in part to (automatically) serve as his or her Wing's members' proxy. Proxy voting is a form of voting whereby a member of a decision-making body may delegate his or her voting power to a representative, to enable one's vote in absence. The representative may be another member of the same body, or external. A person

so designated is called a "proxy" and the person designating him or her is called a "principal". In delegated voting, the proxy is transitive and the transfer recursive. Put simply, one's vote may be further delegated to the proxy's proxy, and so on. This is also called transitive proxy or delegate cascade.

In the diagram, below, individual members of the RCAF Association are shown to the left of the blue dashed-line, while accredited delegates to the General Meeting are shown to the right of the blue dashed-line. Individual members "delegate" their votes to select "proxies", some of whom can accumulate more than one proxy. Wing Presidents, for example, by virtue of their elected status are authorized automatically to carry the proxy vote for each and every one of their Wing's members. In turn, some Wing Presidents will attend the General Meeting and vote on behalf of their members, while others will select someone they know will be attending, and appoint them as the proxy for themselves, and/or for all the people in their Wing. Regional Vice-Presidents often serve as proxy to all of the members who had already assigned their vote to their own Wing President.



In a Wing of 50 people, with 24 voting in favour of an idea, 23 opposed and 3 abstained, how should a (Wing President) proxy then vote? For these reasons the RCAF Association relies on parliamentary procedures described in Robert's Rules of Order. According to Robert's Rules of Order, the basis for determining voting results consists of two elements: (1) the percentage of votes that are required for a proposal to be adopted or for a candidate to be elected (e.g. more than half, two-thirds, three-quarters, etc.); and (2) the set of members to which the proportion applies (e.g. the members present and voting, the members present, the entire membership of the organization, the entire electorate, etc.). For example, in the RCAF Association substantive changes to the constitution and by-laws require a minimum two-thirds majority of the entire membership of the association. For other non-substantive issues, a simple majority will suffice, although there are times when it is very important for leaders to try and seek a unanimous consent. The easiest way to do so is to simply ask if anyone is opposed to an issue, and then explore the nature of the oppositions until they are

all eradicated or resolved.

The only exception to all of this, is the RCAF Association's board of directors (national executive council). The elected members of the NEC are the only members who hold the "fiduciary", and because they hold the "fiduciary" there are certain other voting matters that come into play. For example, it is not entirely accurate to refer to the assembly of elected directors as a direct

democracy. It is because the board collectively holds the “fiduciary” that at times they must act like a representative democracy. In other words, they must vote according to what is best for the organization/corporation, and may do so without consulting the members – something that is required in direct democracies. Upon their election to the board of a common interest organization like ours, directors become fiduciaries with powers to act on behalf of the association. As fiduciaries, directors are held to a higher standard of conduct and have two primary duties: (i) duty of care, and (ii) duty of loyalty. Fiduciary responsibility entails three particular duties to the institution, commonly known as the fiduciary duties of care, loyalty, and obedience. The universal rule of directors and officers of an organization is that they occupy a fiduciary position and, as such, owe a duty of loyalty to the organization. This duty is to act only in the best interests of the organization and all its members. This duty of loyalty is the very nucleus of the oath of office each elected director swears to, on being elected to the NEC, including Group Presidents.

The “fiduciary” can in part be defined in terms of the financial responsibility to spend members’ funds in a manner reflecting the trust placed in them by the members of the RCAF Association. However, the fiduciary also applies to all manner of things that encompass the entire organization, such as brand, intellectual property, infrastructure and disciplinary matters. Only those who have accepted elected status can be held accountable for the well-being of the organization, and they accept this responsibility by choosing to act as any reasonable person might do given the situations presented to them. They also agree never to act independently but only as a body corporate, in all governance matters.

Here is a brief summary of some of the more important things that underscore the “fiduciary”. The board is responsible in five key areas:

1. To establish the organization's mission, vision, and direction
 - (a) vision and values
 - (b) mission and philosophy
 - (c) strategic planning
 - (d) programs and services
 - (e) evaluation
2. To ensure the financial health of the organization
3. To ensure the organization has sufficient and appropriate human resources
 - (f) responsible for the working conditions in the organization
 - (g) responsible for hiring, giving direction to and evaluating the senior staff person
 - (h) responsible for ensuring the capability, suitability and vitality of its membership
 - (i) responsible for ensuring the existence of a Nominating Committee
4. To direct organizational operations
 - (j) responsible for ensuring that the organization and its directors are in compliance with its legal requirements
 - (k) responsible for ensuring that the board works effectively
 - (l) oversees organizational structure and agency administration
5. To ensure effective community relations
 - (m) respond to changing needs/pressures in the community

- (n) find new ways to meet needs
- (o) use marketing and public relations

In summary, by election and default all Wing Presidents are automatically serving as proxy for the Regular members in their Wing. Should they be unable to attend the General Meeting Wing Presidents are expected to delegate their proxy to another eligible representative – either another Wing President who will be attending, or a Regional Vice-President, the Group President or another elected member of the NEC. Any Regular member can in fact act as a proxy for another Regular member. Failure to secure a proxy demonstrates a reckless and careless cavalier attitude toward one’s elected duties.

Srl	Name	Status (Accredited or Fraternal)	Wing	Wing Strength	Proxy for Wing Carried?	Proxy Strength	Total Votes Carried by Proxy
1	Herb Harrison	Accredited	600	22	500	27	47
2	John Murphy	Fraternal	200				
3	Grant Whitson	Fraternal	783				
4	Terry Chester	Accredited	888				
5	Don Hogan	Accredited	888		801	8	
6					808	28	
7					886	31	
8					890	34	
9					899	26	
10					902	17	144
11	Robert DiMillo	Accredited	424		403	54	54
12					432	43	97
13	Michael Roy	Accredited	784				
14	Henri Levasseur	Accredited	302	83	394	59	142
15	Greg Spradbrow	Accredited	107	109	111	63	172
16							
17	Stephen MacDonnell	Accredited	783		971	33	33
18	André Deschamps	Fraternal	MAL				
19	Dean Black	Fraternal	MAL				
20	William Seymour	Fraternal	MAL				
21	Reginald Daws	Accredited	879	36			36
22	Patricia Sulek	Accredited	783	118			118
23	Kenn Nixon	Fraternal	783				
24	Arthur C. Hill	Fraternal	783				
25	Helen Hill	Fraternal	783				
26	Ron Gallant	Fraternal	200				
27	Craig Henderson	Fraternal	783				
28	Dave Vokey	Accredited	200	130			130
29	Michele Henderson	Fraternal	783				
30	Bev Spielman	Fraternal	783				
31	Adriano Fisico	Fraternal	783				
32	Tim Balasz	Accredited	784	125			125
33	Mary MacKay	Fraternal	784				
34	Evelyn Lapratt	Fraternal	784				
35	Robert Clarke	Fraternal	783				
36	David Sharp	Accredited	413	232			232
37	Robert Wade	Fraternal	783				
38	Keith Mann	Fraternal	783				
39	Walter Peckham	Fraternal	413				
40	Joanne Peckham	Fraternal	413				
41	Elizabeth Coyle	Accredited	424	49	410	83	
42					443	49	
43					433	89	270

Srl	Name	Status (Accredited or Fraternal)	Wing	Wing Strength	Proxy for Wing Carried?	Proxy Strength	Total Votes Carried by Proxy
44	Nick Czernkovich	Accredited	408/437	43			43
45	Dan Coutu	Accredited	888	374			374
46	Jan Hogan	Fraternal	888				
47	Milford "Bud" Wilds	Fraternal	888				
48	Catherine Forestell	Accredited	422	67			67
49	Sherry Burgess	Accredited	600	22			22
50	David Jackson	Accredited	700	41			41
51	Erwin Loewen	Fraternal	700				
52	Sylvia Loewen	Fraternal	700				
53	Rene McKinnon	Accredited	427	59			59
54	Brenda Wilson	Accredited	429	37	434	33	
55					441	65	135
56	Rob Wilson	Accredited	447	80			80
57	Andrew Serwacki	Accredited	306	49			49
58	Brian Beveridge	Fraternal	702				
59	Evelyn Beveridge	Fraternal	702				
60	Walter Den Hoed	Accredited	702	73			73
61	Barbara Den Hoed	Fraternal	702				
62	Ron Gallant	Accredited	201	29			29
63	Raymond Elphick	Fraternal	703				
64	Alan Low	Accredited	703	46			46
65	Totals	Accredited Members	26				
66		Accredited Wings	20				
67		Fraternal Delegates	27				
68		Votes	26	1,824			2,566
69		Number of Wing Proxies Carried			17	742	
70		Wings Failing to Submit Proxies	17	769			

Totals – 1,824 + (742) = 2,566 which = 78% of Wing members and = 51% of Association members