

## RCAF ASSOCIATION BOARD OF DIRECTORS QUARTERLY MEETING

### Minutes of a Meeting of the RCAF Association Board of Directors held via Zoom on Sunday 26 June 2022 at 2:00 PM

#### Present

André Deschamps, CMM, CD – Honorary National President  
Terry Chester, CD - Chairman  
Don Hogan, CD  
Guy Vallieres  
Michael Roy, MMM, CD  
Serge De-Serres, CD  
Herb Harrison, CD  
Walter Peckham, CD  
Thomas Morin-Cabana

#### Regrets

Henri Levasseur, CD  
Sandra Carter

#### Secretary

Dean C. Black, CD, CAE, SMP, CVRM

#### Observing

John Murphy, CD  
Joan Embleton

Serial	Item & Discussion	Decisions & Actions
I	<b>Opening Remarks.</b> The chair called the meeting to order at 11:04 AM (2:04 PM ET) and began with the traditional opening ceremony.	
II	<b>Chairperson's Remarks.</b> The chair emphasized the need to review the budget report and give serious consideration to certain information presented.	
III	<b>Approval of the Previous Minutes.</b> The minutes were approved via e-mail beforehand.	
IV	<b>Treasurer's Report.</b> The Chair asked Dean Black to deliver the budget report details. As Deputy Treasurer and in the absence of the Treasurer Sandra Carter, Serge De-Serres moved to accept the budget report as presented. The budget was seconded by Michael Roy. Walter Peckham asked for details regarding magazine printing, postage, and delivery, as well as what constituted royalties. Dean Black also reviewed the TD Insurance results for February 2022. The TD Insurance program shows since 2013 more than 495 policies have been taken out, and the RCAF Association percentage in royalties of 1.5% of each policy has net the association \$34,079. More details are attached at	The Chair asked Dean Black to share options that might feature offering only a digital magazine. <i>Secretarial Note: this is a viable option, and it would eliminate printing and mailing costs of approximately \$56,000 annually wef the moment the decision is made.</i> Michael Roy asked if there was a typo in the budget information package on page 3, suggesting the word "magazine" may be missing. Dean Black responded that there was indeed no typo, that the dissolution of the RCAF Association if it were to occur, would require approximately two years' of planning, and the current estimate suggests a dissolution by December 2024

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	<p>Annex A. A discussion regarding the requirement to plan for a potential dissolution of the RCAF Association ensued. Planning for such a dissolution can take up to two years; based on budget projections, now is the time to begin this planning.</p>	<p>would be wise. Michael Roy then asked since at least in the case of Alberta Group “the Wings all exist under the umbrella of the RCAF Association,” what would they do in the event the RCAF Association was no more?”</p> <p><i>Secretarial Note: the response to this question yet again highlights the importance of striking a new covenant/signing a new charter with all Wings, something that Don Hogan recently tried to have the board revisit. This effort has been ongoing since it was first introduced in 2008, when the original paper was presented to the NEC, and the NEC/Board of Directors has for some reason chosen to do nothing over these many years. The important point to realize is that it is the charter that is intended to provide Wings of 25 or more Regular members the permission to carry out their many functions and activities under the guise of the wordmarks (RCAF) and relevant trademarks that are now owned by the government of Canada. That is to say, these marks are no longer owned by the RCAF Association, as was the case from 1968 to 2014. In the case of for-profit businesses like Red Canoe, Labusch Skywear, I Love a Hangar, The Bradford Exchange, and any other individual or company that wishes to use copyright protected wordmarks and trademarks belonging to the government of Canada, they have to apply to do so, and then they have to comply with a sub-license agreement created and managed by the RCAF Association (Dean Black). The provincially-incorporated, small-business-licensed, hospitality-venue-managing entities we mistakenly refer to as “Wings” are no different, and yet the board of directors has repeatedly skirted the issue of having them sign a new charter written to resemble aspects of the sub-license agreement other for-profit businesses have to sign. The board of directors has a responsibility here, and it is again unclear why this responsibility is being avoided.</i></p> <p><i>Should the RCAF Association cease to exist, any for-profit business (such as the Alberta Group Wings Michael is referring to) would have to write to the government of Canada, applying for permission to continue using the relevant wordmarks and trademarks, and secure a sub-license agreement. The RCAF Association is currently capable of issuing such sub-licenses, and it is unbelievable that this current advantage is not being leveraged to help Wings continue operating with the requisite permissions, especially knowing those sub-licenses could be in place at the time of dissolution if dissolution should come about. In other words, it would be easier to continue operating under a duly authorized sub-license, than it would without one, and having to apply for one after the fact.</i></p>

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<b>Serial</b>	<b>Item &amp; Discussion</b>	<b>Decisions &amp; Actions</b>
V	<b>Trust Fund.</b> John Murphy provided a 10-slide powerpoint, bringing board members up to date. The presentation is attached at Annex C. The Chair reminded board members of their responsibilities to keep members informed about the work and purpose of the RCAF Association Trust Fund; how their donations matter.	LGen Deschamps asked if there was an update regarding the efforts made to have the Trust Fund included on the DND/CF United Way campaign donation sheets. Dean Black explained two donations have come in from what appears to be the United Way, and both indicate administrative fees exceeding 70% of the value of the donation. Colonel Margaret Jacula volunteered to reach out to United Way for an explanation, and we are waiting to hear back from her.
VI	<b>Unfinished Business.</b> A bonus for Wendy was discussed. The Chair moved to provide a \$500 bonus to Wendy for Christmas. Don Hogan seconded the motion. The motion was approved.	
	<b>New Business.</b> No new business was offered.	
	<b>Advocacy comments.</b> LGen Deschamps asked about Lockheed Martin (LM) and a request made of them from the RCAF Foundation for \$500,000. LGen Deschamps mentioned LM might be confused about multiple requests reaching out for donations. He asked, "is the RCAF Association or the RCAF Association Trust Fund asking LM for a donation?" LGen Deschamps also asked about reviving Air Force Day on the Hill. Dean Black explained neither the RCAF Association nor the RCAF Association Trust Fund have ever asked for this kind of support from Lockheed Martin for the RCAF Association itself. The RCAF Association has invited Lockheed Martin to sponsor Air Force Day on the Hill, and other advocacy events, like the Dawn Patrol Breakfast, but this represents the limit of support requested. Dean explained further that the RCAF Foundation is actively pursuing corporate support from aerospace industry partners and others in part to achieve the goal of accumulating \$2 million or more to help sustain the RCAF Foundation going forward. Dean Black also explained since the RCAF Foundation is not itself a charity, should any prospective corporate sponsor require that it make donations ONLY to charities, the RCAF Foundation correspondence includes guidance about how to convey their charitable donation to the RCAF Association Trust Fund while designating it to the RCAF Foundation. Dean Black explained this is what has sustained the high levels of activity in the Trust Fund, for the past four years. Dean offered the confusion Lockheed Martin may be experiencing also stems from certain Wings, and Wings with members who have contacts with certain aerospace industry partners, and it is these Wings who unfortunately represent themselves as the "RCAF Association" when seeking (local) funding support. An example is a member and former honorary colonel in 441 Squadron who has reached out to his contacts in various aerospace firms seeking donations to help fund RCAF centenary activities. These practices are not sanctioned or authorized by the RCAF Association, and Group Presidents are encouraged to speak to Wings to share details of the kinds of problems which LGen	

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	<p>Deschamps has described. This aspect came up in discussions with the RCAF Centenary committees also, and the RCAF Chair was adamant about ensuring if any individual member of the RCAF Association or any Wing of the RCAF Association was in the habit of making such requests, that they had to provide notice (to the RCAF Association and the RCAF) before doing so, to ensure aerospace industry partners are not approached by multiple groups claiming to be from the same organization.</p>	
	<p><b>Biennial General Meeting.</b> The meeting is scheduled for 14-16 October 2022, in Hamilton, and it will be a hybrid event. The Chair encouraged all members to attend, understanding travel costs may prohibit some from making the journey. Walter Peckham shared his recent experiences showing now is a good time to purchase air travel tickets. The Chair also encouraged Group Presidents to (work with Dean) record on Zoom their group and area activities, so that the report can be shared with on-line members during the BGM. A discussion ensued initiated by Walter Peckham regarding voting procedures. <i>See Annex D for a response to Walter Peckham's complaints.</i></p>	<p>What is a quorum usually for a "national?" Walter Peckham posed this question, and he was referring to what constitutes a quorum at a (biennial) general meeting. The context of Walter Peckham's complaint was the confusion over who has a right to vote. For some people, including Walter it would seem, the only people permitted to vote are those who have credentials – those who have been accredited and/or they are holding proxies (a maximum of four per delegate). The reference Walter Peckham may have been referring to could have been Article 17 Voting, from Booklet 100-A dated 15 April 2000 (see page 26). Another reference that may be informing some, is Booklet 103 dated 2009; specifically, section 3. These references in their day suggest a quorum for a meeting of the "NEC" is three members, and a quorum for any Regular or Special meeting of the Association (including BGMs) is sufficient delegates representing a minimum of 5 percent of the number of Wings in the Association. Presently, there are approximately 50 Wings across the country and 5 percent would be 3 Wings. Furthermore, these references (and others) specifically mandate a minimum of 25 Regular members before a Wing is eligible to send a delegate; however, in more recent decisions the Board of Directors has reduced this number to ten (10), at least for the retention of a charter. In response to Walter's question, therefore, it seems appropriate to ask the board of directors, knowing a quorum of three delegates representing only 30 members is sufficient for a quorum, when the RCAF Association is made up of close to 4,000 members, is it appropriate for those three delegates representing only 30 members to decide on substantive matters concerning the RCAF Association? Of course not. Most importantly, Walter Peckham's (and possibly other's) perception of the problem reflects an outdated process, one that was superseded by the exigencies of the Canada Not-for-Profit Corporations Act (CNCA) which came into effect in October 2014 when the RCAF Association successfully obtained Articles of Continuance. The exact nature of the impact of the CNCA on the efforts to declare a quorum in Calgary, are reflected in the minutes from the BGM in Calgary which state the following:</p>

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		<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>Nevertheless, Walter Peckham was unhappy with the method by which votes were counted at the BGM in Calgary. Specifically, the attendance of accredited delegates to the BGM in Calgary was the lowest in the association history, such that “substantive motions” could not be tabled simply because a two-thirds majority (of the membership) was not represented. “Non-substantive motions” could be and were tabled in Calgary only if and when the normal per-capita representation was calculated based on delegates in attendance, and the number of members-in-good-standing in each of the organizational elements signaled a majority. This is precisely what we were able to do. For a more thorough explanation of what happened in Calgary, please refer to Annex A to the minutes of the 2018 general meeting. You can find those minutes here at this link: <a href="https://www.rcafassociation.ca/about-us/governance/national-executive-council-nec-directors-and-officers/minutes-of-meetings-key-documents/">https://www.rcafassociation.ca/about-us/governance/national-executive-council-nec-directors-and-officers/minutes-of-meetings-key-documents/</a>. Elements of this important summary are included at Annex D to this document.</p>
	<b>Resolutions.</b> No discussion regarding resolutions was offered at this time.	
	<b>Membership Discussion.</b> Michael Roy initiated a discussion about “Associate” members. The purpose was to expose the reality the RCAF Association is in serious decline owing to an inability to recruit new members, but Wings with Associates continue to operate because they are recruiting members not for the RCAF Association but for the Wing. Michael Roy made it clear just how unhelpful the practice was. Walter Peckham admitted a number of Wings in Ontario offer “Associate” member options to new members, and that he supports the practice. Michael Roy asked what should we do to put an end to this? In response to the Chair Terry Chester’s suggestions effectively encouraging moral suasion efforts, Dean	

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	<p>Black shared the article from the Ontario Not-for-Profit Corporations Act (ONCA) that explains why, as an example, the act of recruiting Associates is a commercial act itself consistent with the commercial for-profit nature of the provincially-incorporated, small-business-licensed, for-profit venue-managing entity the RCAF Association mistakenly refers to as a "Wing," the commercial act of recruiting Associates itself is also inconsistent with the non-profit purposes of the (RCAF Association) corporation that issues a charter simply because these Associates do not become part of the RCAF Association. In other words, provincial law in Ontario mandates all commercial activities undertaken by these entities affiliated with the RCAF Association must demonstrate consistency with the purposes of the RCAF Association, and the purposes of the RCAF Association underscoring this affiliation is supposed to be reflected in the charter issued to them by the RCAF Association. This point has been raised repeatedly, in recent times, including emphasizing the need to "strike a new covenant" and issue a more formal charter that explains all of this to Wings. Don Hogan recently raised the requirement to revisit this important aspect, but the board of directors seems to have done nothing about it.</p> <p>Specifically, the ONCA Article 7 – Incorporation says... <b>(3) If any of the purposes of a corporation are of a commercial nature, the articles must state that the commercial purpose is intended only to advance or support one or more of the non-profit purposes of the corporation. 2010, c. 15, s. 8 (3).</b></p> <p><i>Secretarial Note: This article from the ONCA delineates the for-profit and non-profit aspects of these entities we mistakenly refer to as "Wings." The label "Wing" only applies to the non-profit entity or aspect of the organization. To retain their identity with the RCAF Association, and thus continue claiming for the purpose of the ONCA their non-profit status, the article specifically says any and all acts of a commercial nature (including the recruiting of individuals) such as recruiting Associates, must be consistent with one or more non-profit purposes (which should be ideally explained in the charter). Clearly, this is not the case when it comes to Associate members, and the practice should be halted. Dean Black further explained, what Michael Roy is seeking is no longer a decision about the practice of recruiting "Associates," because this decision was already made in 2012. What Michael Roy and the board of directors need to confront is the decision regarding whether or not to rescind the charter of the for-profit entity in violation of the ONCA (and other similar provincial legislation). Dean Black essentially explained the time for moral suasion is over; just as Terry Chester explained the definition of insanity is to keep doing the same old things that fail</i></p>	

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	<i>over and over again. The time for action is now, if the board of directors hopes to sustain the RCAF Association, and the action required is to emphasize the need to end the practice of recruiting people into the organization that make no contribution to the RCAF Association in any form.</i>	
	<b>Open Discussion.</b> Serge De-Serres shared a feel-good story about issuing a membership to someone who really appreciated it. Don Hogan spoke to the subject of the recruiting brochure, and how each of us needs to share them widely to help recruit new members. Guy Vallieres confirmed there are no associate members in Quebec Group. Herb Harrison distributed brochures to all his Wings and described his air cadet league liaison activities. Thomas Morin-Cabana said all is good and well. LGen Deschamps emphasized the need to meet and discuss the financial issues raised during the meeting. Dean Black asked for an informal non-binding show of hands of those intending to travel to Hamilton and attend in-person. Seven of the board members signaled they were seriously considering travelling to Hamilton to attend the event in-person.	
	<b>Adjournment.</b> The meeting adjourned at 4:37 PM.	
	Formal closing ceremonies were held. The next meeting will be either on 14 or 21 August to discuss only the BGM.	

Dean C. Black, CD, CAE, SMP, CVRM  
Secretary

Approved/Not Approved

Terry Chester, CD  
Colonel (Ret)  
Chairman

Appendix A to Minutes of the Meeting of the Board of Directors 26 June 2022

Dated 27 June 2022

TD Insurance Program

## Program History



**Royal Canadian Air Force Association**  
Program History & Growth

	Affinity Partner Since	July 13 <sup>th</sup> , 2013
	Agreement Expiry Date	July 12 <sup>th</sup> , 2023
	Current Agreement Term	5 years

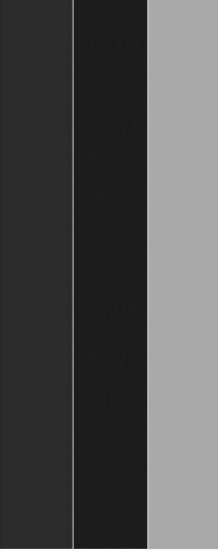
	2017	2018	2019	2020	2021	2022
<b># Clients</b>	142	145	192	245	295	-
<b># Policies</b>	224	244	328	410	495	-
<b>Written Premiums</b>	\$ 269,952	\$ 293,868	\$ 398,430	\$ 536,078	\$ 658,940	-
<b>Sponsorship</b>	\$ 3,109	\$ 3,963	\$ 4,249	\$ 5,769	\$ 7,678	\$ 9,311

- Total Financial Sponsorship Payment to RCAFA - \$ 34,079

Appendix B to Minutes of the Meeting of the Board of Directors 26 June 2022

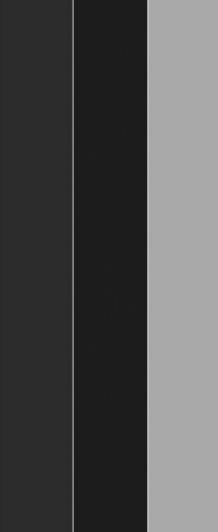
Dated 27 June 2022

RCAF Association Trust Fund Report



# RCAF Association Trust Fund

Operations Update June 2022



# RCAF Association Trust Fund

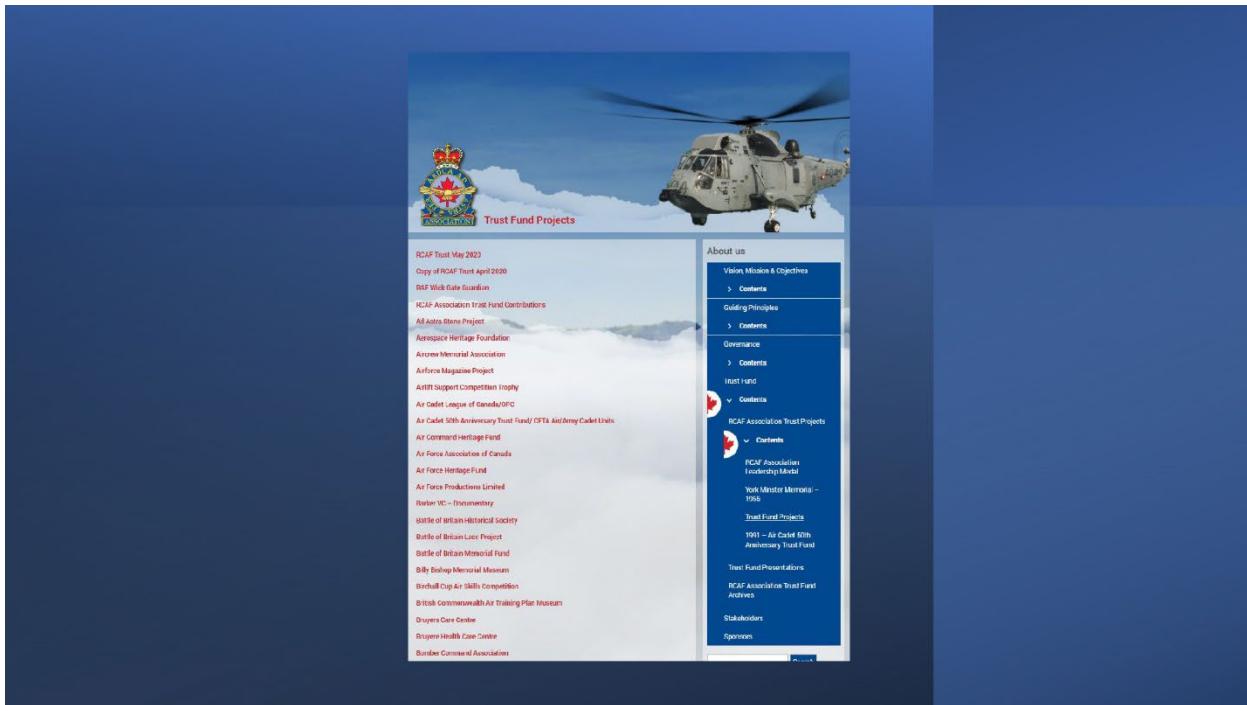
Operations Update June 2022

- Trust Fund Projects Website (Under Construction)
- Estevan (1946) Crash Project
- Queen's Platinum Jubilee Pageant Commemorative Album
- General Summary

# RCAF Association Trust Fund

Operations Update June 2022

- Trust Fund Projects Website (Under Construction)
  - Close to 100 individual and distinct projects each have their own webpage, now (see following slide);
  - Information is being gleaned from thousands of file pages, and collected to help project the breadth and depth of the Trust fund volunteers since 1975;
  - One goal will be to determine if we have exceeded \$4 million in donations, since 1975;



## RCAF Association Trust Fund Operations Update June 2022

- Estevan (1946) Crash “Banners” Project
  - Trustees agreed to help support creation of “Banners” for display throughout the city of Estevan on a (relatively) permanent basis
  - \$1,900 was authorized from non-designated donations, and the banners are now being installed;
  - The aim is to help new generations of Canadians understand the scope of sacrifice, offered from every corner of Canada, during and after the Second World War;



We Will  
Remember  
Them



# RCAF Association Trust Fund

Operations Update June 2022

- Queen's Platinum Jubilee Pageant Commemorative Album
  - Successful Project
  - \$54,000+ including close to \$20,000 in donations, helped to secure two pages of editorial content and 30 copies of a limited edition keepsake;
  - Wings interested in raising funds through the sale of remaining copies, or through "draws," are encouraged to contact the Treasurer (Wendy Song) to learn more;



# RCAF Association Trust Fund

Operations Update June 2022

- General Summary
  - Year over year comparison of Assets:
    - \$82,650 at 30 June 2018;
    - \$161,796 at 30 June 2022.
  - Assets have doubled in five years, and have remained at the \$160,000 level for the past four years;
  - Much of this is to be accredited to the RCAF Foundation;
  - It is to be noted that the RCAF Foundation is pursuing charitable status for itself, and will likely succeed before the end of calendar year 2023;

- General Summary
  - Other active projects include:
    - RCAF Centenary;
    - 408 Squadron Association;
    - 427 (London) Wing;
    - 700 Wing;
    - 441 Wing;
    - Stocky Edwards Legacy Trust;
    - Chris Ecklund Air Cadet Scholarships;
  - Trustees and Elections;
    - All Trustees are installed until June 2023;
  - General Meeting;
    - RCAF Association Trust Fund will require a general meeting in the early Spring 2023;
  - Air Cadet League of Canada;
    - A Co-operative Partnership Agreement is being created to help guide the application of the use of RCAF Association (invested) funds on charge to the Air Cadet League of Canada (now exceeding \$306,000

## RCAF ASSOCIATION BOARD OF DIRECTORS QUARTERLY MEETING

Appendix C to Minutes of the Meeting of the Board of Directors 26 June 2022

Dated 27 June 2022

### BUDGET REPORT AS AT 24 June 2022

#### 2020-2021 Budget Report Post-Audit & 2021-2022 Budget Proposal

<b>Revenues</b>	Post-Audit Results										<b>Actual</b>	<b>2021-22 Proposal</b>	In %
	2011-2012	2012-2013	2013-2014	2014-2015	2015-2016	2016-2017	2017-2018	2018-19	2019-20	30-Jun-21	24-Jun-22	2021-2022	
Membership Dues and Subscriptions	\$361,558.00	\$341,406.38	\$297,532.34	\$290,402.35	\$279,079.22	\$249,406.59	\$229,375.00	\$215,775.07	\$203,423.61	\$192,720.30	\$155,026.92	\$ 150,000.00	103.33%
Non-member Subscriptions (Magazine Bulk)	\$32,535.00	\$42,498.18	\$34,304.20	\$34,001.92	\$35,929.00	\$33,475.00	\$33,519.00	\$33,386.60	\$33,400.00	\$33,961.00	\$8,038.00	\$ 82,000.00	26.99%
Electronic Publishing Sales(MAGLOFT and EBSCO)								\$99.34	\$4,375.02			\$3,517.46	
Advertising & Editorial Support	\$29,260.00	\$44,168.00	\$35,830.84	\$35,937.59	\$39,106.01	\$36,634.79	\$36,452.00	\$32,497.80	\$32,100.00	\$32,660.00	\$8,541.88	\$ 32,000.00	26.69%
Merchandise Sales and Freight Revenue	\$104,488.00	\$83,062.61	\$91,651.60	\$55,326.85	\$64,843.07	\$43,275.44	\$64,870.00	\$56,947.10	\$41,062.68	\$28,009.00	\$40,851.09	\$ 20,000.00	204.26%
Airforce Magazine Award	\$ -	\$ -	\$ -	\$ -	\$ -	\$47,048.00	\$39,258.00	\$49,892.00	\$50,845.00	\$68,556.00	\$54,614.00	\$ 60,000.00	91.02%
Government Grant											\$30,102.00		
AGM Revenue (Registrations & Paying Guests)	\$28,613.00	\$29,376.91	\$21,836.94	\$22,316.65	\$ -	\$13,250.76	\$ -	\$10,700.00	\$0.00	\$0.00	\$0.00	\$ -	
Advocacy (Sponsorships)	\$13,008.33	\$18,000.00	\$9,260.00	\$11,680.00	\$10,621.00	\$6,200.00	\$8,350.00	\$11,325.00	\$5,517.50		\$3,000.00	\$ 3,500.00	85.71%
Royalties, Donations and other	\$33,772.67	\$36,409.54	\$46,702.93	\$174,899.05	\$51,761.24	\$54,348.15	\$67,037.00	\$69,162.15	\$63,269.01	\$48,405.00	\$43,554.55	\$ 45,000.00	96.70%
<b>Total</b>	<b>\$603,235.00</b>	<b>\$594,921.62</b>	<b>\$537,118.85</b>	<b>\$624,564.41</b>	<b>\$479,339.54</b>	<b>\$483,638.73</b>	<b>\$478,861.00</b>	<b>\$479,784.76</b>	<b>\$433,992.82</b>	<b>\$399,311.30</b>	<b>\$347,845.90</b>	<b>\$ 342,500.00</b>	<b>101.56%</b>
<b>Post-Audit Results</b>										<b>Actual</b>	<b>2021-22 Proposal</b>	In %	
<b>Expenditures</b>	2011-2012	2012-2013	2013-2014	2014-2015	2015-2016	2016-2017	2017-18	2018-19	2019-20	30-Jun-21	24-Jun-22	2021-2022	
	\$12,903.00	\$9,456.80	\$11,830.99	\$14,135.81	\$12,652.20	\$16,804.29	\$11,484.00	\$16,802.34	\$13,810.02	\$825.02	\$4,359.90	\$ 750.00	581.32%
Advertising and Promotion	\$3,230.00	\$1,448.73	\$2,906.46	\$2,536.86	\$2,209.14	\$2,081.77	\$3,435.00	\$3,928.82	\$3,801.95	\$2,914.21	\$2,500.00	\$ 2,500.00	100.00%
Bad Debts	\$ -	\$15.52	\$51.73	\$ -	\$ -	\$ -	\$ -	\$0.00	\$184.00				
Donations-Gifts-Group and Wing Allowances	\$4,750.00	\$6,212.26	\$4,975.20	\$1,128.38	\$7,525.96	\$6,418.70	\$ -	\$7,463.79	\$7,486.87		\$27,843.25	\$ -	RCAFA Trust \$
Insurance	\$2,137.00	\$2,013.18	\$2,051.47	\$2,203.39	\$1,943.10	\$2,555.18	\$2,552.00	\$2,607.33	\$2,851.26	\$2,730.00	\$3,211.42	\$ 2,750.00	116.78%
Interest, Bank and Credit Card Charges	\$5,335.00	\$5,371.31	\$5,364.76	\$4,740.81	\$5,877.20	\$4,416.24	\$4,731.00	\$3,815.87	\$3,355.75	\$2,897.00	\$3,659.87	\$ 8,000.00	122.00%
Membership Enrolment package	\$1,754.00	\$1,159.84	\$2,315.09	\$2,504.92	\$4,182.83	\$1,655.41	\$3,603.00	\$4,908.46	\$2,960.42	\$4,502.00	\$3,252.25	\$ 8,500.00	92.02%
Merchandise	\$57,433.00	\$47,908.23	\$56,597.46	\$38,812.85	\$45,239.84	\$28,580.35	\$44,397.00	\$28,920.44	\$20,641.82	\$21,449.00	\$19,902.82	\$ 12,000.00	165.86%
National Convention (BGM)	\$87,253.00	\$67,233.76	\$50,614.04	\$60,293.50	\$2,968.75	\$48,894.56	\$95.00	\$60,977.17		\$6,723.00	\$3,235.70	\$ -	
NEC Meetings and Travel (Not BGM)	\$13,468.00	\$6,673.18	\$6,940.49	\$18,789.30	\$11,206.83	\$8,861.85	\$17,817.00	\$15,114.89	\$11,997.50	\$1,956.07	\$4,586.84	\$ 1,500.00	305.79%
Office and membership	\$36,300.00	\$22,871.89	\$11,456.69	\$12,908.22	\$13,873.32	\$16,041.35	\$32,183.00	\$17,281.48	\$16,078.26	\$4,502.00	\$11,853.09	\$ 3,000.00	395.10%
Magazine mailing, Postage and Delivery	\$43,679.00	\$47,311.28	\$41,465.51	\$34,581.41	\$38,341.47	\$33,814.22	\$35,881.00	\$30,927.42	\$30,217.82	\$27,890.15	\$27,456.79	\$ 24,000.00	114.40%
Professional Fees	\$22,246.00	\$14,138.61	\$13,268.89	\$12,134.74	\$10,475.29	\$9,685.46	\$9,626.00	\$9,684.10	\$9,445.00	\$10,214.51	\$9,244.17	\$ 10,000.00	92.44%
Publications (Magazine Printings writers)	\$41,675.00	\$75,508.76	\$65,842.38	\$48,748.94	\$54,310.40	\$50,357.38	\$47,654.00	\$46,629.27	\$40,168.30	\$38,187.00	\$29,897.13	\$ 34,000.00	87.93%
Electronic/Website/Online Products, Programs, Services	\$9,262.57	\$5,766.25	\$5,869.60	\$15,626.46	\$6,542.79	\$8,373.55	\$ -	\$9,785.42	\$10,275.21	\$22,985.00	\$13,663.95	\$ 20,000.00	68.32%
Rent	\$27,542.00	\$38,255.27	\$80,269.06	\$34,719.62	\$82,764.13	\$31,768.00	\$29,266.00	\$31,114.11	\$31,709.91	\$26,347.00	\$15,460.47	\$ 20,000.00	77.30%
Salaries, Contract Services and Benefits	\$223,119.00	\$214,664.19	\$202,092.34	\$188,594.83	\$187,369.82	\$195,660.67	\$195,176.00	\$194,414.97	\$182,352.37	\$196,338.00	\$171,221.17	\$ 195,200.00	87.72%
Telephone (Land-lines and Toll-free)	\$4,664.43	\$4,439.20	\$7,510.25	\$7,583.79	\$5,025.39	\$7,014.54	\$5,333.00	\$5,090.67	\$7,241.86	\$6,803.76	\$6,151.92	\$ 6,800.00	90.47%
Staff Travel, Local and Misc Travel/Education, Admin Sp	\$6,272.00	\$6,742.53	\$7,199.93	\$7,429.78	\$9,214.48	\$12,192.65	\$7,703.00	\$17,345.88	\$15,003.37	\$8,325.00	\$6,254.08	\$ 8,500.00	178.69%
Operational Contingency/Investment or Capital Loss or Gain	\$4,894.00	\$12,892.93	\$1(1,969.47)	\$1(383.87)	\$1(1,127.74)	\$185.48	\$ -	\$ -	\$ -		\$ -		
<b>Total</b>	<b>\$609,118.00</b>	<b>\$585,095.52</b>	<b>\$526,652.87</b>	<b>\$502,572.75</b>	<b>\$408,588.20</b>	<b>\$485,807.85</b>	<b>\$450,936.00</b>	<b>\$507,410.43</b>	<b>\$409,579.76</b>	<b>\$380,588.72</b>	<b>\$383,754.77</b>	<b>\$ 342,500.00</b>	<b>106.21%</b>
Net Income	( <b>\$ 5,883.00</b> )	<b>\$ 9,826.10</b>	<b>\$ 10,465.98</b>	<b>\$ 121,991.66</b>	<b>\$ 30,751.34</b>	<b>-5,216.92</b>	<b>\$ 27,925.00</b>	<b>\$27,625.67</b>	<b>\$24,413.06</b>	<b>\$18,722.58</b>	<b>\$15,908.87</b>		

RCAF ASSOCIATION BOARD OF DIRECTORS QUARTERLY MEETING

Annex D to Minutes of the Meeting of the Board of Directors 26 June 2022

Dated 27 June 2022

RCAF ASSOCIATION VOTING PROCEDURES

## Minutes Biennial General Meeting 2018 | Secretary

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.

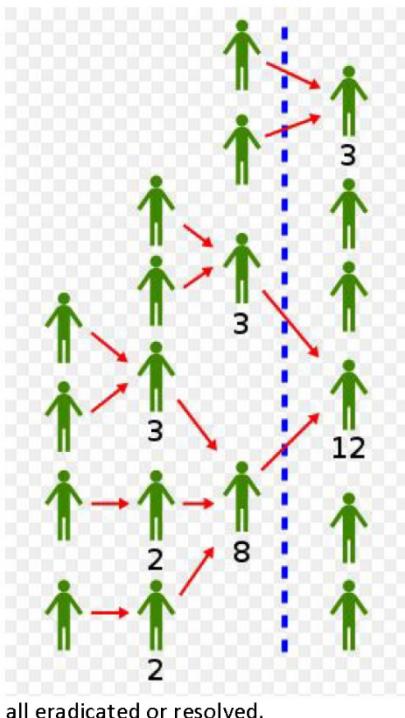
Clearly, in order to come to a better understanding of these issues we must explain what purpose or role is to be served by a Wing President. Before we do that, everyone needs to understand what is a vote, who has a vote, and why a vote is important. A vote is "used to express a wish to follow a particular 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

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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

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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

## RCAF ASSOCIATION BOARD OF DIRECTORS QUARTERLY MEETING

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

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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

RCAF ASSOCIATION BOARD OF DIRECTORS QUARTERLY MEETING