

ROYAL CANADIAN AIR FORCE ASSOCIATION OF CANADA
BY LAWS OF 416 (AVM Earl Godfrey) WING
Kingston, Ontario

ARTICLE - I - GENERAL

101. Principles and Policy

- a. The Wing shall be democratic and non-sectarian, and shall not be affiliated with, or connected directly or indirectly, with any political party or organization;
- b. The Wing shall stand for;
 - i. loyalty to the reigning Sovereign;
 - ii. the principles of democratic and ordered government; and
 - iii. strong and united comradeship among all those who serve, or have served in any aspect of Military or Civil aviation.
- c. The Wing shall be an all ranks organization insofar as its military or ex-military members are concerned, and no member shall be entitled to precedence for any reason other than by virtue of elected standing in the Wing.

102. Mission Statement

The Wing is a not-for-profit service organization composed of aviation-minded members, established to support veterans of Her Majesty's Air Forces, serving members of the Royal Canadian Air Force and the Royal Canadian Air Cadet Program in Kingston.

103. Objective

The purpose of 416 Wing of the Royal Canadian Air Force Association (RCAFA) is:

- a. To preserve and foster the spirit of fellowship amongst all who have served in the Commonwealth air forces;
- b. To support the maintenance of an adequate and efficient Air Force in Canada for the defence of our country;
- c. To sponsor and encourage aeronautics in all its branches and to provide a means whereby ex-Air Force personnel and the public may be kept abreast of the changes in aviation and all that they imply from the military and civil standpoints;
- d. To support the Canadian Armed Forces (CAF), the Royal Canadian Air Cadets (RCAC) and other components of the CAF which may be formed;
- e. To cooperate with other RCAFA Wings and other veterans organizations to assist in the welfare of ex-Air Force personnel; and
- f. To perpetuate the glorious traditions of the RCAF.

104. Terms, Abbreviations and Definitions

- a. '**Association**' shall mean The Royal Canadian Air Force Association of Canada;
- b. '**Wing**' shall mean the Corporation of 416 (AVM Earl Godfrey) Wing of The Royal Canadian Air Force Association of Canada;
- c. '**Board**' shall mean the Board of Directors of 416 (AVM Earl Godfrey) Wing; or the Board of Directors of the

Corporation;

- d. **'By Laws'** shall mean all by-laws, including special by-laws, of the Corporation or Wing as amended from time to time;
- e. **'Regular'** and **'Associate'** member or membership shall mean an individual member or membership in the Wing as defined in Article III;
- f. **'the Act'** shall mean The Corporations Act as amended from time to time;
- g. words importing male persons shall include female persons; and
- h. words in the singular include the plural, and words in the plural include the singular.

105. Composition of the Wing

- a. The Wing shall be composed of members as defined in Article III;
- b. The affairs of the Wing shall be conducted by the Board of Directors (BOD). The Board may exercise such powers and do such acts and things as may be done by the Corporation, other than those expressly required by statute or By-Law, to be done by the Corporation at a General meeting;
- c. Members of the Wing who are citizens of, or residents in the United States of America, shall maintain and uphold the aims, objects and principles of the Wing insofar as they are consistent with the allegiance those members owe to the United States of America;
- d. The Head Office of the Wing shall be in the Kingston, in the province of Ontario, at a place therein where the offices of the Wing may from time to time be situated; and
- e. The financial year of the Wing shall end on June 30th of each year.

106. Badges and Insignia

Official badges and insignia of the Association, along with their wearing and display, shall be designated by the National Executive Council of the Association.

107. Corporate Seal

The Corporate seal of the Wing shall be in the custody of the Chair of the Wing.

ARTICLE II - ORGANIZATION

201. Board of Directors (BOD)

- a. The BOD shall consist of not less than four (4), or more than eight (8) Directors who were elected at the Annual General Meeting of the Wing;
- b. The term of office shall be two years and commence on 1 July following the AGM in which the election occurred. When a director's term is due to expire, he or she may stand for re-election;
- c. A Director can serve a maximum of two (2) terms after which time the Director must step down for a minimum of two years, before standing for election again;
- d. Staggered elections are permitted; in other words, one-half of directors could have their terms expire in an odd-year, with the other half expiring the following (even) year;

- e. Meetings of the Board shall be held at such time and place as determined by Board but as a minimum the Board will meet at least once each month;
- f. Each newly elected Board will, without notice, hold its first meeting in July following the General Meeting of the Wing at which such Board was presented, provided a quorum of Directors is present. A quorum shall be the majority of the Directors elected. The first duty of the Board is to elect from amongst themselves the elected Director who will serve as Chair. The duty of the Chair is to lead the Board through its deliberations, with reference to parliamentary procedures and, if so requested, act as spokesperson for and on behalf of the RCAF Association members in their Wing;
- g. Should a complete slate of Directors not be elected, after deciding on their Chair, the elected directors must endeavor to fill vacancies by appointing a person or persons to serve as Director, until the next election is required/held. Appointees can be drawn either from the pool of interested Wing members, or from any interested non-member from the Wing's community of local stakeholders. The maximum number of appointed Directors shall be one-third the number of elected Directors. Appointed Directors may serve in any Wing Officer capacity other than Chair. Should the elected members so desire, any number of non-executive (non-voting) Directors can be appointed, to help the elected members in their duties;
- h. Should the number of Directors on the BOD be less than four following the nomination/election process and no volunteers to serve on the BOD not come forth during the AGM, then any existing Directors who were due to retire upon completion of two completed terms, may choose to continue to serve as a Director until the next election cycle or when a successor is elected;
- i. Once the Board is fully elected/appointed, the Board will appoint from its members, persons to fill necessary Wing office positions of the Wing. As a minimum, and in addition to the Chair, persons will be determined to fill the offices of Wing Treasurer, Membership Chair, and Wing Secretary;
- j. At all meetings of the Board, every motion shall be decided by the majority of the votes cast. In the event of a tie, the Chair may cast the deciding vote;
- k. A resolution signed by all the Directors or voted on by email, is as valid as if it were passed at a meeting of the Board of Directors:
 - 1. Limits of liability and indemnity of the Board of Directors are included as Appendix A to these By Laws.

202. Signing Officers

Deeds, transfers, assignments, contracts and obligations of the Wing may be signed by the Chair or together with the Treasurer. The Board of Directors may direct which instruments may be signed, and by whom. No signatories to any document shall be related by blood, marriage or common law relationship to any other signatory on the document.

203. Qualification for holding Office

Only regular members may hold office on the Board unless specifically appointed by the elected Board members. Any member who is a full time, regular part time or casual employee of the Wing who receives directly, or indirectly, any salary or wages for or on account of any service rendered to the Wing, shall not be eligible to serve on the Board. A member who provides unpaid services to the Wing is not, by virtue of accepting tips from paying customers, considered to be receiving a salary or wages.

204. Nominations/Elections

- a. Nominations for members required to fill available vacancies on the Board of Directors will be accepted 30 days prior to the AGM. Only regular members may be nominated. Should more nominations be received than available vacancies, an election will be held at the June General Meeting, with the members receiving the most votes being elected to the Board. If nominations received are less than available vacancies, all nominated persons will be

installed at the June General Meeting;

- b. Should insufficient nominations be received such that the Board will have fewer than three (3) regular members, then additional Board nominations will be sought at the June AGM to fill the vacant Director positions from amongst the regular members. If there are insufficient nominations to have at least three (3) regular members on the Board at that time, then the Wing will be considered non-viable and the existing Directors will commence the process of dissolution of the Wing; and
- c. Election voting shall be done by paper ballot, and ballots must be created as soon as possible following termination of the nominations process, and not less than 30 days before the election is to be held. Amendments to the ballot shall not be permitted at the meeting during which elections are to be held. The ballot shall be made available to all members, in electronic (e-mail) form or in hard-copy. Members should make every effort to return a completed hard-copy ballot to the Wing at or before the meeting at which the election is to be held, where they can be tabulated by the scrutineer(s), where necessary.

205. Vacant Offices

- a. In the event of a vacancy occurring in the office of Chair, a new Chair shall be selected from the remaining members of the Board. The newly appointed Chair shall hold that office until the next election of the Board;
- b. Any member of the Board, who, without just cause, absents himself from three consecutive, or total of five Board or General meetings, shall be considered to have resigned. The vacancy, shall be filled by appointment made by a quorum of the remaining members of the Board; and
- c. Should a member of the Board resign his position for other than health or personal (family) reasons, he will be ineligible to be nominated for a position on the Board for a period of two years after his resignation is accepted.

206. Removal from office

- a. The Wing, at a Special or General Meeting, may remove from office any member of the Board for just cause. Grounds for removal from office include:
 - i. breach of Wing By Laws, rules or regulations;
 - ii. conduct which brings the Wing into discredit (not only at a Wing or private function);
 - iii. knowingly making a false charge against another member;
 - iv. theft or misappropriation of Wing funds or property;
 - v. disruptive behavior toward other members of the BOD such that conduct of business is impossible; or
 - vi. failure to perform the duties to which he was elected.
- b. Any member of the Board may be removed by a majority vote at a Special Meeting, or by a 2/3 majority vote at a General Meeting where the notice of that meeting mentioned the intent to remove that member.

207. General Meetings

- a. Regular General Meetings shall be held a minimum of twice a year, normally in December and June. All Regular members in good standing shall be entitled to attend, and to vote at, General or Special Meetings on items of RCAFA and/or 416 Wing matters. Associate members may attend and make comments, but are permitted to vote only on items directly concerning 416 Wing;
- b. Not less than 10 days and not more than 50 days notice of a General Meeting will be given to the members by telephone, notice at the Wing, in the Wing monthly bulletin, ordinary mail or appropriate newspaper advertisement;
- c. All questions submitted at the meeting shall be decided by a majority vote of the eligible members present and in good standing. The vote will be conducted by a show of hands, unless a member demands a ballot. A member may demand a ballot before or after any vote. In the event of a tie, the chairman has the deciding vote: and

- d. A quorum at a General or Special Meeting shall be at least 10% of the regular membership of the Wing at the time of the meeting.

208. Special Meetings

- a. The Chair, or any three members of the Board, may call a special meeting of the Board at any time. Notice of such meeting shall be given to each member of the Board by mail, personal contact or by telephone at least two days prior to the scheduled meeting: and
- b. Members may request Special Meeting under the following conditions:
 - i. 10% of the regular members request the meeting;
 - ii. A notice of the request for the Special Meeting, with the reasons for the request, is forwarded to each member of the Board of Directors; and
 - iii. The notice must contain the signatures of the members requesting the Special Meeting.

ARTICLE III - MEMBERSHIP

301. Eligibility for Regular Membership

Regular membership is open to any person of good character who;

- a. is serving in the Royal Canadian Air Force as either a Regular or Reserve member;
- b. has been released from the Royal Canadian Air Force or the air element of the Canadian Armed Forces;
- c. is serving or has been honourably released from the Air Services of the Royal Canadian Mounted Police;
- d. is serving or has been honourably released from the United States Air Force, the Air Element of the United States Army, Navy or Marines;
- e. is serving as an Air Cadet Officer or civilian Air Cadet Instructor, or has been honourably released;
- f. has served as a cadet for two years and was in good standing at the time of his departure from his Cadet Unit, and who has reached the age of majority for Ontario;
- g. has been employed for two years by the Department of National Defence in support of military aviation, or who has been honourably released after two years' service;
- h. is employed as a civilian pilot, navigator or flight engineer, or was honourably released;
- i. is directly involved with the flying or maintenance of civilian aircraft, or was honourably released;
- j. has been employed for two years in civil aviation by a Federal or Provincial Ministry, or who has been honourably released after two years' service; and
- k. 416 Wing Associate members with at least two years of meritorious service, may, on the recommendation of the Membership Chair and approved by the Board, be reclassified to Regular membership.

302. Eligibility for Associate membership

- a. Wing Associate membership is open to any person of good character who is not eligible for Regular Membership,

and who subscribes to the Aims and Objects of 416 Wing. Associate membership applies only to 416 Wing.

- b. Associate classification is not a recognized membership category by the Royal Canadian Air Force Association, and is subject to conditions. An associate member:
 - i. shall not be recognized as an accredited delegate to any Group or National meeting;
 - ii. may not hold office on the Wing Board unless appointed as per para 201(g);
 - iii. is permitted to participate in any discussion but may only vote on matters directly concerning 416 Wing. Associate members may not vote on any matter of RCAFA business.
- c. Associate members should not exceed 50% on the total Wing membership unless such restriction is specifically waived by the Board.

303. Joint Membership

If an individual and spouse are both eligible to be members, they shall be considered as a Dual Membership and an appropriate fee will be levied.

304. Eligibility for Honourary Membership

Honourary Membership in the Wing may be extended to any person who supports the Principle, Aims and Objectives of the Association, and who has contributed substantially to the welfare of the Association, or the advancement of its aims and objectives. No membership fees will be charged by the Wing, but the Honourary Membership must be renewed annually.

305. Life Membership

Life membership may be extended to a regular member who has rendered outstanding and faithful service, and has not less than 20 years continuous membership. Nominations are made by the Wing President and approved by the Board, but must be approved by the National Executive Council.

306. Membership Application

Applications for any type of membership or reinstatement must be in writing on the approved form, signed by the applicant and a sponsor. All applications must be approved by the Board prior to being forwarded to National Headquarters.

307. Membership Year

The membership year of the Wing shall be from July 1st until June 30th of the following year.

308. Dues in arrears

- a. Members whose dues are in arrears by three months (end of September) shall be suspended from all rights and privileges in the Wing. Membership in good standing may be restored by paying full dues for the current year; and
- b. Members whose dues are in arrears by one year shall forfeit membership in the Wing, and must re-apply for membership and pay the appropriate fee as new applicants.

309. Reinstatement of members

Reinstatement of former members whose dues are over one year in arrears, shall be handled in a manner similar to initial application, and must be approved by the Board.

ARTICLE IV - MISCELLANEOUS

401. Audit of Wing accounts

- a. A qualified accountant may be appointed to annually audit the accounts of the Wing. In lieu of a qualified accountant, the Board may appoint an audit committee composed of suitably capable Wing members IAW the National RCAF Association Constitution and By Laws, and the Ontario Not For Profit Corporations Act; and
- b. Any auditors so appointed shall be required to report the fiscal year annually to the Board. The reports shall be tabled at the first General Meeting following their receipt.

402. Changes to these By-Laws

A resolution by the membership is required to make, amend or repeal by-law provisions dealing with conditions of membership, notice of meetings to members, transferability of membership or absentee voting. A change to these items requires a two thirds majority. A majority vote applies to all other by-law provisions.

403 Roberts Rules of Order

In all cases where the By-Laws of the Association or the Wing do not make adequate provision, then “Roberts’s Rules of Order” shall apply.

404. Dissolution

To be in compliance with the Ontario Not For Profit Corporations Act of 2011, should the Corporation be dissolved, and after payment of all debts and liabilities, the remaining property and assets shall be distributed and disposed of in a manner consistent with the Ontario Not For Profit Corporations Act. Such distribution shall be determined by the Board of Directors in place at the time of dissolution, subject to the approval of the members.

ARTICLE V - WING RULES AND REGULATIONS

501. Duties of the Chair

- a. The Chair shall be the chief executive officer of the Wing. He or she, or a designate, shall preside at all meetings of the Board of Directors and at all General or Special Meetings of the Wing;
- b. The Chair shall supervise the affairs of the Wing, ensuring rules and by-laws are enforced and will call special meetings when necessary. He is an ex-officio member of all committees; and
- c. Maintains the general correspondence of the Wing and preserves a record thereof.

502. Duties of the Vice Chair

- a. In order of seniority, shall be vested with all the powers required to perform the duties of the Chair in his absence, disability or refusal to act; and
- b. To assist the Chair in the general supervision of the Wing, and to perform such duties as the Chair may from time to time delegate, or the Board may prescribe.

503. Duties of the Secretary

- a. Attends all meetings of the Board and the Wing, and keeps a true and faithful account of the proceedings thereof;
- b. Issues notices of meetings of the Board of Directors and Wing; and
- c. Performs such other duties as assigned by the Board of Directors.

504. Duties of the Treasurer

- a. Maintains proper accounting records as required by the Act;
- b. Is in charge of all funds and securities held by the Wing;
- c. Receives all monies due and deposits same to the credit of the Wing in a chartered bank designated by the Board;
- d. Keeps a true account of all expenditures and receipts, and pays from Wing funds, all expenses approved and authorized by the Board of Directors;
- e. Pays from Wing funds all such bills approved by the Board, and preserves receipts and vouchers pertaining to these transactions;
- f. Prepares monthly reports of the financial standing of the Wing, for presentation to the members at General Meetings;
- g. Maintains books and other documents up to date and available for examination by any member of the Board; and
- h. Ensures an Audit committee is appointed annually to audit the accounts of the Wing.

505. Duties of the Membership Chair

- a. Maintains an accurate listing of all current regular and associate Wing members;
- b. Coordinates the annual membership drive to encourage all current members to renew their Wing membership, and develops strategies for attracting new members to join the Wing;
- c. Reports Wing membership numbers to the Board and National Executive Council as required; and
- d. Coordinates with the Wing Treasurer for the timely receipt and payment of membership dues.

506. Wing Bar Officer

A Bar Officer will be appointed by the Board to oversee the function of the Wing's commercial operations, primarily the operation of the Wing bar. The Wing Bar Officer will not sit as a voting member of the Board but will be responsive to the Board for his or her activities. The Bar Officer may be a Wing member volunteer or a hired employee if the hiring of such an employee is determined necessary by the Board. The Bar Officer will be responsible for the following functions:

- a. Operation of the Wing bar IAW the Alcohol and Gaming Commission of Ontario rules and regulations and the issued Wing liquor license;
- b. Management and scheduling of Wing bartenders;
- c. Payroll and accounting activities for bar operations;
- d. Management and inventory of bar stock and supplies;
- e. Activities related to submission of funds and documentation as necessary to Revenue Canada in support of bar operations;
- f. Occasional review of bar prices to maintain an appropriate level of bar income/profit. Any recommended increase in bar prices will be submitted to the Board for approval; and
- g. Submit monthly reports to the Board on bar activity and expenditures/profits, and provide a report on bar profits and activity to the Wing General meetings.

507. Employees of the Wing

The Board may appoint and determine the duties and remuneration of such employees of the Wing as it may deem

necessary to properly conduct the affairs of the Wing.

508. Privileges of Members and Guests

- a. All members-at-large who reside in the district, may, as a guest, enjoy only the privileges of the club rooms for up to three times after which they should be encouraged to become members of the Wing;
- b. Members in good standing from any other Wing of the Association may, as a guest, enjoy all the privileges of the Wing;
- c. The member is responsible for the conduct of his guest(s), and the guests must accompany the member when the member leaves;
- d. No person who has been refused membership in the Wing, or has behaved in an unbecoming manner on a previous visit, shall be introduced in the Wing; and
- e. No member shall introduce a guest under the age of majority without prior permission of the Board.

509. Expulsion and Suspension of Members

- a. After due investigation of a complaint by a member against another member, the Board may suspend and/or expel any member of the Wing for:
 - i. a breach of his obligations to the Wing and/or Association;
 - ii. a breach of the By-Laws, rules or regulations;
 - iii. profane or disorderly conduct in or about any place where any event is being carried on under Wing auspices or control;
 - iv. knowingly making a false charge against a member;
 - v. conduct which brings the Wing into discredit; or
 - vi. theft or misappropriation of Wing funds or property.

NOTE: Any suspension/expulsion applies only to 416 Wing membership, and does not preclude a member from retaining his/her membership in the RCAFA

- b. Request for suspension or expulsion should be submitted, in writing, to the Chair, and the member concerned should be given the opportunity to plead his case at the next Board meeting;
- c. In the event that the Board expels or suspends a member, or rejects an application for membership, the Secretary shall report such expulsion, suspension or rejection to both the Group and National Executive Councils;
- d. After due investigation, the Secretary of the RCAF Association, or the Secretary of the Wing, shall report to the Board. The individual concerned will be informed as to his acceptance or otherwise as a member of the Association and the Wing; and
- e. Subject to extenuating circumstances approved by the Board, any individual currently barred or suspended from the Canadian Forces Messes, The Royal Canadian Legion, Royal Canadian Air Force Association Wings or Service Clubs will not be permitted on Wing premises.

510. General Rules of Conduct

- a. Bar hours will be in accordance with the Wing license as issued by the AGCO, and will be posted in a conspicuous place on the Wing premises;
- b. Profane or abusive language will not be tolerated at any time and offenders may be asked to leave the premises and will not be allowed to return the same day;

- c. Consumption of spirits, other than spirits dispensed from the bar under Wing license is strictly forbidden. Spirits will not be taken from the licensed areas of the Wing, including the outdoor patio;
- d. Members and guests are responsible for returning empty glasses and bottles to the bar;
- e. When the Wing Hall is rented to any person, group or organization, members, including Board, are forbidden to attend, unless invited; and
- f. The bartenders will refuse service to any member or guest, who, in his/her opinion, or by genuine complaint from a member, appears to be reaching a level of alcohol consumption that may jeopardize that person's ability to drive safely, or to otherwise impede his/ her ability to practice satisfactory deportment; and
- g. Smoking or vaping is not permitted anywhere inside the 416 Wing clubhouse, under the covered patio section, or near the vicinity of any of the building entrances. In accordance with Kingston City By-laws, smoking of cannabis is not permitted within 9 meters of any building entrances, patio areas or horseshoe pits.

511. Dress Regulations

- a. Neat and clean jeans are acceptable. Cutoffs are not permitted;
- b. Short shorts, similar to bathing trunks or gym shorts, are not permitted;
- c. Neat and clean 'tee shirts' are acceptable, providing there are no vulgar slogans or illustrations;
- d. Tank tops, muscle shirts, net shirts, singlets and attire with bare midriffs are not permitted;
- e. Swim suits are not allowed, and a shirt or top must be worn at all times;
- f. Bare feet, or stockinged feet are not permitted;
- g. Other than for medical or religious reasons, head dress will not be worn in the Wing. Exceptions will be made for a Board approved 'theme' function; and
- h. Any dress regulation approved by the Board for a specific event shall take precedence over normal dress regulations.

512. Animals

For health reasons, no pets, other than Service Animals, will be permitted inside the Wing.

Protection of the Board of Directors

- a. **Limitation of Liability.** No Director or officer of the Corporation shall be liable for:
- i. the acts, receipts, neglects or defaults of any other director, officer or employee;
 - ii. any loss, damage or expense incurred by the Corporation through the insufficiency or deficiency of title to any property acquired for, or on behalf, of the Corporation;
 - iii. the insufficiency or deficiency of any security in which any of the monies of the Corporation has been invested;
 - iv. any loss or damage arising from bankruptcy, insolvency or illegal acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited;
 - v. any loss occasioned by any error of judgement or oversight on his part; or
 - vi. any other loss, damage or misfortune which shall happen in the execution of the duties of his office, or in relation thereto, unless the same are occasioned by his own wilful neglect.
 - vii.
- b. **Indemnity.** Every Director and officer of the Corporation, and his heirs, executors and administrators, shall, at all times, be indemnified and saved harmless out of the funds of the Corporation, only from and against;
- i. (i) all costs, charges and expenses whatsoever such Director or officer sustains or incurs as a result of any action, suit or proceeding that is brought against him for, or in respect of, any action, done or permitted by him in the execution of the duties of his office; and
 - ii. (ii) all other costs, charges and expenses he sustains or incurs in or about, or in relation to the affairs of the Corporation; except such costs, charges and expenses as are occasioned by his own negligence or default, or failure to act honestly and in good faith in the best interests of the Corporation.
- c. **Insurance.** The Corporation may purchase and maintain such errors and omissions insurance for the protection of the Directors and officers as the Board may determine.

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