



# AIR CADET LEAGUE OF CANADA

## BOG MEETING ROPs

March 13<sup>th</sup> 2013

### MEETING INFORMATION

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**Meeting Date:** March 13<sup>th</sup> 2013

**Start Time:** 1900hrs

### ATTENDANCE

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Edgar Allain	Present	Darlene LaRoche	Absent
Don Berrill	Absent	Lloyd MacIntyre	Present
Chantal Boily	Present	Keith Mann	Present
Bob Burchinshaw	Present	Gary Pinsent	Present
Don Doern	Absent	Bob Robert	Present
Ken Higgins	Present	John Scott	Present
Tom Holland	Present	John Walker	Present
Fred Johnsen	Present	Tom White	Present
Jerry Elias	Present Chair, Aviation Committee		
Jim Weichold	Absent Chair, Selections Committee		
Thomas Taborowski	Present Chair, PC Chairs Committee		
Sarah Matresky	Present ACL ED		
LCol. Y. Therrien	Present SSO Air		

### 1. Administration

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#### 1.1 Opening Remarks – K. Higgins

K. Higgins welcomed all members of the Board of Governors.

#### 1.2 New Items for Agenda – K. Higgins

4.3 National Selections.

5.3 – Should read 'review' rather than 'approval'

#### 1.3 Approval of Agenda – K. Higgins

**Moved By:** B. Robert

**Seconded By:** T. White that the Agenda be approved as submitted.

Carried

#### 1.4 Approval of Record of Proceedings: January 9<sup>th</sup> 2013 – K. Higgins

**Moved By:** L. MacIntyre

**Seconded By:** K. Mann that the ROPs be approved as presented.

Carried



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### 2. Information

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#### 2.1 President's Report – K. Higgins

The President's report was circulated prior to the meeting. He added that Honourary President Bob Dale passed away the other day and he will be attending the service next week with S. Matresky.

#### 2.2 Executive Director's Report – S. Matresky

S. Matresky indicated that her report was included in the Agenda. She attended the funeral service of G. Fabes and said it was lovely. L. MacIntyre gave a wonderful eulogy.

#### 2.3 National Finance Committee Report – J. Walker

J. Walker indicated that the budget was circulated. He added that the increase in professional fees for the 2012-13 year was due to the services of the NFP lawyer. B. Robert

#### 2.4 Provincial Chair's Report – T. Taborowski

T. Taborowski indicated that there is nothing new to report at this time.

#### 2.5 National Resource Generation Report – Sue Widyaratne

J. Scott introduced S. Widyaratne and she gave an overview of her report. S. Widyaratne indicated that in order to proceed now with the case for support to present to prospective donors, the League needs to determine what they will be raising money for. She recommends that one case for support be created for the League in its entirety and then separate smaller cases for support be created for more specific things (Music for example) and tailored based on the corporations' areas of interest. She added that there needs to be a clarification of roles, in writing, within the organization when it comes to fundraising and the approaching of donors and corporations to avoid any conflicts.

S. Widyaratne presented a list of what she felt should be considered the priorities for fundraising and E. Allain suggested that each BOG member take a look at the suggestions and indicate what the top four items should be. S. Widyaratne would then compile the responses and present the top four as determined by the BOG. Discussion ensued.

**Motion:** That the fundraising items on page 16 of S. Widyaratne's report be ranked by the BOG by priority and include the 75<sup>th</sup> anniversary as well as training. The results will be collected by the NRG and presented. The top four items will be considered Fundraising Priority by the ACL.

**Moved By:** T. White

**Seconded By:** E. Allain

**Carried**

#### 2.6 SSO Air Report – Y. Therrien

LCol. Therrien reported that Col. Pratt will be speaking with the BOG on the next teleconference to discuss the CRS report. Col. Pratt will also be attending the AGM and will give the DCdts briefing. Maj. Carron will be attending as well. LCol. Therrien added that he attended the funeral service of Mr. Grant Fabes and commended L. MacIntyre for his wonderful tribute to Grant. K. Higgins indicated that an award in G. Fabes' memory is in the works.



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### 3. Business Arising

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#### 3.1 Vintage Wings: Donation/Corporate Membership – J. Scott/D. Berrill

J. Scott proposed the following motion on behalf of D. Berrill for consideration by the BOG

*That the Air Cadet League of Canada undertakes the financial obligation to become a Corporate Partnership of Vintage Wings of Canada for the calendar year 2013 in the amount of \$10,000 and receive the benefits of such membership as stated:*

- *Extensive media visibility throughout Canada as the Yellow Wings rolls out during the summer (Air Cadet League of Canada partnership would be mentioned by Yellow Wings spokespeople at every opportunity);*
- *Air Cadet League of Canada logo appears on the Vintage Wings Website for the rest of 2013;*
- *Air Cadet League of Canada name appears on the Vintage Wings e-banner (e-newsletter is sent to about 9,000 subscribers weekly);*
- *Up to two Vintage Wings memberships which can be used for one 40 minute-flight on a Yellow Wings aircraft, or two on 20-minute flights each."*

**Moved By:** D. Berrill

**Seconded By:** J. Scott

**Carried**

#### 3.2 Budget Approval (March 11 version) – J. Walker/B. Robert

B. Robert gave an overview of the coming year. There was an increase in the salary envelope since it was last approved by the BOG. The sponsorship for IACE is no longer a factor so it was removed and translation fees were increased as the new bylaws will need to be professionally translated once completed. The League has budgeted for an extra 20k in expenditures for the NRG (partially to cover employee contract) and have budgeted in return 40k in fund generation for operating costs for the 2013-14 year(exclusive of the mailing campaign).

**Motion:** That the March 11 version of the Budget be approved as presented and forwarded on the Membership for final approval at the AGM.

**Moved By:** B. Robert

**Seconded By:** T. White

**Carried**

#### 3.3 NFP Act: Transition Team Update – B. Burchinshaw/B. Robert

##### **Transition Continuance Process Update:**

- Prior to Xmas a package of information was sent out to 72 voting members for their review. The package consisted of a copy of the Revised Bylaws, the Form 4031 Articles of Continuance and supporting information from the Lawyers and the Transition Team. - Seven responses were received, but one of the responses represented the Advisory Board (past presidents). The responses led to further adjustments in wording and discussions with the lawyers to seek their advice on specific articles. The most important revision was based on the adoption of the word 'associate' to replace 'member'. This permitted past presidents to be automatically granted life membership with no loss of voting rights should they later be granted Honorary Titles.

- The first attempt to revise the bylaws and Articles of Continuance resulted in additional discussions with the lawyers to ensure compliance with the CNCA. Specifically this led to the understanding that the bylaws would only contain essential compulsory information to ensure compliance with the CNCA. This also led to further revisions to Form 4031, Articles (or Objects) of Continuance, that reduced the Objects to three from eight. The lawyers also clarified that all objects had to be consistent with the Charitable purposes of the league as approved by government. Hence, each Object had to be supported



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by a League Activity List to show how each activity supported a specific Object.

- After a long period of discussions via Emails and a teleconference with the Transition Team, it was possible to arrive at the point the Lawyers could forward Form 4031 to the Charitable Division of the Canada Revenue Agency for a pre-approval of the Objects supporting activities. It is important to understand that the old objects in the Letters Patent were invalid and no longer represented the League Aims and Vision or the charitable purposes of the League. This led to the decision to formulate new objects that did represent the League's current policies and procedure.

#### **The Way Ahead:**

- As soon as the Lawyers return the latest version of the Bylaws and Form 4031, they will be forwarded to all active voting members of the League (approx 72) for a second review. This will give the members a chance to question, suggest, recommend, etc. for the last time prior to the AGM. The objective is to have both the League Bylaws and Form 4031 approved by the General Assembly in June with a 2/3 vote approval. This will also give the Transition Team another opportunity to answer concerns, should such exist.

- If the Bylaws and Form 4031 are approved at the AGM, they will be submitted to Industry Canada along with the pre-approval of the Charitable Purposes for their approval. Should the charity Division of the CRA come back with concerns and a request for the revisions, then those revisions will be made and the members so informed.

One major process to be completed is to prepare a report on the disposal of all articles in the current Bylaws. Many of those articles are already embedded in the PPM, but many are not. A project is underway to identify and recommend the disposal of each article not included in the revised Bylaws. This will include a recommendation to 'delete' or include the article (revised or otherwise) in the PPM.

#### **4. Committee Reports**

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##### **4.1 National Aviation Committee – J. Elias**

J. Elias indicated that his report was circulated and included the Letter of Intent signed with DND. He explained that the letter incorporates what was already understood between the League and DND and includes instructions on the purchase and disposal of assets. G. Pinsent raised several issues and added that certain areas of the document needed clarification. J. Elias agreed to rework the document to better satisfy all Provincial Committees and present it for a vote at the next BOG meeting.

**Motion:** That National will sell its glider to Alberta for the value of the insurance of its damaged glider. The damaged glider will then be repaired and will become the new National Spare

**Moved By:** J. Walker

**Seconded By:** T. White

**Carried**

##### **4.2 IACE Committee – L. MacIntyre**

L. MacIntyre indicated that his report was included in the supporting material. He added that he spoke with D. LaRoche who informed him that the AB executive is finalizing the itinerary for IACE and all stakeholders are working together to arrange all the details and things are progressing well. An informal meeting will take place at the AGM.



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#### 4.3 National Selections – J. Weichold

J. Weichold reported that he is working on a National question bank for Selections and is trying to get support from all the provinces. He will be sending out an email to the PCs asking how the selections process went for the year and if they have any items for the agenda at the AGM.

### 5. New Business

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#### 5.1 Approval of 4.1.3 Honoraries and Associates – B. Burchinshaw

- Copy attached to the Agenda

- Combines former Section 3.2.5 Honourary Members, which was out of place located in Section 3.2. Human Resources.

The requirements of the CNCA to have only one class of voting members precluded any other titles from having the word 'member/membership' included in the title. For example, the word 'associate' was used in the place of member, which allowed us to change the title and keep non-voting honorary Officers and Directors with the same title and change only Honourary Life Associates and

Associates-at-Large titles. This Revised Section 4.1.3 has been approved by the EC and requires the approval of the BoG in order to update the PPM.

**Motion:** That the revised section 4.1.1 be approved for insertion into the Policy and Procedure Manual

**Moved By:** B. Burchinshaw

**Seconded By:** T. Holland

**Carried**

#### 5.2 Approval 3.2.7. Registration and Screening – F. Johnsen

**Motion:** That Section 3.2.7 Registration and Screening be approved for insertion into the PPM.

**Moved By:** F. Johnsen

**Seconded By:** T. Holland

**Carried**

#### 5.3 Music Booklet for Review and Comment – F. Johnsen

F. Johnsen indicated that he would like all BOG members to take a close look at the Music Booklet and provide feedback within the next couple of weeks. He has also sent it to DND for comment.

### 6. Conclusion

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#### 6.1 Reports of the Vice Presidents

T. White said that the CAP flag party will attend the drill competition in Atlantic Canada.

K. Mann presented the Sennheiser cheque to Juno Beach squadron last evening. He added that WestJet has signed on to support the ES Competition for another two years.

#### 6.2 Good and Welfare of the ACL – All

H. Mar had a kidney transplant recently and is doing well.

#### 6.3 Next Meeting – K. Higgins

The next meeting will be held by teleconference at 1900 Eastern on Wednesday May 16, 2013.