

**NORTHWEST TERRITORIES
SOCIETIES ACT
PAN-TERRITORIAL AIR CADET COMMITTEE**

BY-LAWS

1. TERMS OF ADMISSION

Any current resident of Yukon, the Northwest Territories or Nunavut, eighteen years of age or over shall be eligible for admission to membership in the Pan-Territorial Air Cadet Committee ("the Society"), following successful completion of a Society approved, member screening process. Non-voting Corporate membership may be proposed and approved by a majority of directors for organizations with an interest in the Air Cadet program at any time, in exchange for a fee or contribution in kind. Corporate membership is to be reviewed on an annual basis.

2. RIGHTS OF MEMBERS

All members of the Society shall have the right to take part in all society activities.

3. OBLIGATIONS OF MEMBERS

Each member shall pay a membership fee annually in an amount to be determined at each annual meeting, due and payable on the first day of October in each year. The members may choose to waive payment of the membership fee at each annual meeting by motion. Any member who ceases to be a resident of the Yukon, the Northwest Territories or Nunavut will no longer be eligible for membership in the Society and will be deemed to have withdrawn their membership.

4. WITHDRAWAL AND EXPULSION OF MEMBERS

- (1) Any member may withdraw from membership in the Society by notice in writing to the Chairperson or by non-payment of annual dues.
- (2) Any member whose conduct is considered detrimental to the Society may be expelled by resolution passed by a majority of the Directors of the Society.

5. MEETINGS

- (1) An annual general meeting of the Society shall be held in October of each year on such day and such place as may be decided by the Directors, or in the alternative, on the first Saturday in November.
- (2) General and special meetings of the Society shall be held at the call of the Chairperson or, if he/she is absent, at the call of the Vice-Chairperson(s), who shall call a special meeting within fifteen days after receipt of such request.
- (3) Any five members may call a meeting by presenting a signed request to the Chairperson or, if he/she is absent or unable to act for some other reason, to the Vice-Chairperson(s), who shall call a special meeting within fifteen days after receipt of such request.
- (4) Notice of any general or special meeting shall be given at least fourteen days prior to the date set for the meeting by:
 - (a) written or email notice to members; and
 - (b) Public notice posted in one or more print or on-line territorial newspapers or other electronic media.
- (5) Ten members of the Society shall constitute a quorum at general, special and annual meetings.

(6) If the Chairperson or Vice-Chairperson(s) are not present at a meeting, the meeting will elect a Chairperson for the purposes of that meeting only.

(7) Each member is entitled to one vote on any motion or resolution at a general, special or annual meeting.

6.

DIRECTORS

(1) The Directors of the Society shall consist of a minimum of five members elected from and by the membership of the Society, who shall hold office for a two year term.

(2) At the first annual general meeting, the three members who receive the greatest number of votes shall hold office as Directors for two years and the other two members so elected or nominated shall hold office for a term of one year. At all subsequent annual general meetings, there shall be elected for a term of two years a sufficient number of members to fill all elective vacancies on the Board of Directors.

(3) The immediate past Chairperson of the Society shall be deemed a Director in addition to the five members elected from and by the membership of the Society.

(4) The election of Directors shall take place at the annual general meeting of each succeeding year.

(5) Until the first annual general meeting, the Directors shall consist of the subscribers to the Constitution and the By-Laws.

(6) The Directors from their own number shall, at their first meeting after the annual election, elect a Chairperson, two Vice-Chairperson(s), a Treasurer and a Secretary, and such other officers which the Directors deem necessary and such officers shall hold office until the next annual general meeting when their successors will be similarly elected.

(7) The Directors shall have the power to appoint chairperson(s) to head necessary committees, who shall be directly responsible to the Directors and shall not hold the designated offices for any period beyond the next annual general meeting.

(8) The majority of Directors shall have the power to appoint any member of the Society to fill a vacancy in their numbers and any Director so appointed shall retire from office on completion of the unexpired portion of the term of the Director he replaces.

(9) The Directors shall be responsible for conducting the affairs of the Society in accordance with the objects set out in the Application of Incorporation and in accordance with the By-Laws.

(10) Three Directors will constitute a quorum at any Directors meeting.

(11) Any Director may be expelled by the Board of Directors for proven dishonesty, or for gross misconduct, or violation of these By-Laws.

(12) Directors will not receive financial compensation for holding office, other than for reimbursement of out-of-pocket expenses incurred for Society or Air Cadet League of Canada activities, which have been approved in advance by a majority of Directors.

7. **BORROWING POWERS**

(1) The Directors may, by majority vote, borrow funds, for the current operations of the Society, but the total of such funds shall not, at any time, exceed Two Hundred (\$200.00) Dollars.

8. **DISPOSAL OF FUNDS**

(1) All monies received by or on behalf of the Society shall be deposited in the Society's account in trust in a bank located in the City of Yellowknife, the Northwest Territories.

(2) All disbursements from the trust bank account shall be made by cheques signed by two of any Directors appointed for that purpose by resolution of the Board of Directors.

(3) The Treasurer shall prepare and present financial statements for the preceding year at the annual general meeting; said financial statements to accurately reflect the financial position and results of activities of the Society in accordance with generally accepted accounting principles.

9. **AUDITORS**

(1) At the annual general meeting an auditor shall be elected for the ensuing year.

(2) The auditor shall provide an opinion on the fairness with which the financial statements for the preceding year have been prepared and the financial position and results of activities of the society in accordance with generally accepted accounting principles.

(3) The Society may choose to waive the requirement to conduct a financial review or audit by resolution approved by the members at the annual general meeting

(4) The Society's financial statements shall be made available to members for their inspection at least seven days in advance of the annual general meeting.

10. **SEAL AND SIGNING AUTHORITY**

(1) The Seal of the Society shall consist of the word "Seal" in a circle formed by the words "Pan-Territorial Air Cadet Committee".

(2) The Seal shall be kept in the custody of the Secretary of the Society and shall not be affixed to any instrument or document except by authority of a resolution of the Directors and in the presence of the Secretary and at least one other Director.

(3) The Secretary and at least one other Director shall have the authority to sign instruments or documents on behalf of the Society.

11. **MAKING, ALTERING AND RESCINDING BY-LAWS**

(1) By-Laws of the Society may be rescinded, altered or added to at the annual general meeting, or by extraordinary resolution of the Society at a general meeting and not otherwise, but no rescission, alteration or addition shall have any effect until it has been registered by the Registrar of Societies.

(2) Notice of intention to propose the rescission, alteration or addition of any By-Law shall be given in the notice of meeting published pursuant to By-Law 5(4).

12. **MINUTES OF MEETINGS, BOOKS AND RECORDS**

(1) The Secretary shall be responsible for keeping minutes of all annual, general, special or Director's meetings, and all minutes shall be signed by the Chairperson and the Secretary after approval thereof by the meeting.

(2) The Treasurer of the Society shall be responsible for keeping proper books of account for the Society.

(3) All books and records of the Society shall be open to the inspection of members at each general and annual meeting.

13.

VOTING

(1) Voting upon all matters brought before a meeting of the Society shall be by a show of hands of the members present, unless a vote by ballot is requested by any member, in which event the Chairperson shall direct that a vote be taken by ballot. For Society meetings conducted via teleconference, videoconference or other collaborative technology means, with unanimous consent of voting members, it will be acceptable to register only dissenting votes or abstentions, or to arrive at an alternate means to determine the outcome of any vote .

(2) A majority of the votes cast shall decide any matter voted upon.

(3) A vote by electronic mail may be made by the members of the Society who are entitled to vote on any matter which the Directors of the Society shall determine requires immediate action, a vote by electronic mail will require the subsequent ratification by the members of the Society. In such case, response to the vote by electronic mail shall be tabulated and reported by the Chairperson to the members within forty-eight hours of the request for a vote being issued by electronic mail.

(4) For matters requiring a physical ballot from the members, a vote by postal service may be conducted. The Chairperson shall initiate or cause to be initiated distribution of the voting document. Members will have twenty-one days from the date of distribution to respond in writing to the Chairperson’s notice of vote.

(5) In the event of an electronic mail vote, pursuant to 13(3) or a vote by post, pursuant to 13(4), the Chairperson of the Society shall present the matter for ratification to the members of the Society at the next special or annual general meeting.

14.

FISCAL YEAR

The fiscal year of the Society shall end on the thirty first day of August in each year.

15.

DISSOLUTION

In the event of Dissolution of the Society, all its remaining assets, after payment of liabilities, shall be distributed to the Air Cadet League of Canada. Should the Air Cadet League be unable or unwilling to consent to accepting the distribution of some or all of the remaining assets that any residual assets should be distributed to one or more recognized Canadian Charitable Organizations.

WITNESS

Date: _____

Name: _____

Address _____

APPLICANTS FOR BYLAW REVISION

Date: _____

Name: _____

Title: Director _____

WITNESS

Date: _____

Name: _____

Address _____

APPLICANTS FOR BYLAW REVISION

Date: _____

Name: _____

Title: Director _____