

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the society is **Air Cadet Foundation of British Columbia.**
2. The purposes of the Society are:
 - (1) to support and promote the educational activities and programs of The Air Cadet League of Canada - La Ligue des Cadets de l'Air du Canada, within the province of British Columbia;
 - (2) to receive bequests, trusts, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the Society as presently set out and for such other organizations as are "qualified donees" under the provisions of the Income Tax Act and for such other purposes and activities which are authorized for registered charities under the provisions of the Income Tax Act. The directors in their sole and absolute discretion may refuse to accept any bequests, trusts, funds or property; and
 - (3) to exercise all powers as are necessarily ancillary to the fulfillment of the purposes of the Society.
3. The Society shall have perpetual succession and has power to acquire by purchase, gift, devise, bequest, trust agreement, contract or otherwise, real and personal property within and without the province, and may hold, sell, dispose of, exchange, mortgage, lease, let, improve and develop any such property, and without restricting the generality of the foregoing, may acquire in any way or ways real and personal property for the purpose of funding the purposes of the Society and deal with any and all such property as is empowered by this section. This paragraph is unalterable.
4. The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. This paragraph is unalterable.
5. Upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries, or wages, and after the payment of any debts of the Society, shall be distributed to The Air Cadet League of Canada-La Ligue des Cadets de l'Air du Canada, if The Air Cadet League of Canada-La Ligue des Cadets de l'Air du Canada is then registered as a charity under the provisions of the Income Tax Act, or if it is not so registered, to a charity or charities within the Province of British Columbia, registered under the provisions of the Income Tax Act or to the Minister of Finance for the Province of British Columbia, which distribution shall be as designated by the Board of Directors and, wherever possible, to charities that are carrying on work of a similar nature to the Society. This paragraph is unalterable.

BYLAWS

PART 1 - INTERPRETATION

1.1 In these bylaws and the constitution of the Society, unless the context otherwise requires:

"address of the Society" means the address of the Society as filed from time to time with the Registrar in the Notice of Address;

"Advisory Council" means the council appointed by the Board in accordance with these bylaws;

"appointed director" means a person appointed in accordance with these bylaws as an appointed director or appointed as a replacement director for an appointed director;

"Board" means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

"Board resolution" means:

- (a) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors present and entitled to vote at such meeting; or
- (b) a resolution that has been submitted to all of the directors and consented to in writing by all of the directors who would have been entitled to vote on it in person at a meeting of the Board;

"bylaws" means the bylaws of the Society as filed in the Office of the Registrar;

"constitution" means the constitution of the Society as filed in the Office of the Registrar;

"directors" means only those persons who have become either appointed, elected, founding or replacement directors in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;

"elected director" means a person elected as an elected director in accordance with these bylaws or elected or appointed as a replacement director for an elected director;

"founding director" means a person whose name is included in the List of First Directors filed with the Registrar at the time of incorporation;

"*Income Tax Act*" means the *Income Tax Act* R.S.C. 1985 (5th Supp.) C. 1 as amended from time to time;

"members" means the applicants for incorporation of the Society and those persons who have subsequently become members in accordance with these bylaws and, in

- 2.2 The amount of the membership dues, if any, shall be determined by the Board. In the absence of any determination of membership dues it shall be deemed that there are no annual or other membership dues. Once the amount of any membership dues has been determined, that amount shall be deemed to be the annual membership dues in each succeeding membership year until such amount is changed.
- 2.3 A member may withdraw from the Society by delivering his or her resignation in writing to the Secretary of the Society or delivering it to the address of the Society.
- 2.4 A person shall immediately cease to be a member of the Society:
- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein; or
 - (b) upon his or her death; or
 - (c) in the case of a society upon dissolution, bankruptcy or receivership; or
 - (d) upon the expiration of the term currently determined stipulating the length of time for which he or she is to be a member; or
 - (e) upon being removed; or
 - (f) upon failing to attend the annual general meeting of the Society for two consecutive years unless the Board, by Board resolution, waives this condition for the named member.
- 2.5 A member may be removed by an ordinary resolution or by a Board resolution;
- 2.6 The membership of a person in the Society is not transferable.
- 2.7 All members shall be in good standing except a member who has failed to pay his or her current membership dues, or any other subscription or any debt due and owing by such member to the Society, and such member is not in good standing as long as the debt remains unpaid.

PART 3 - MEETINGS OF MEMBERS

- 3.1 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of members;

- (iv) consideration of the report of the auditor;
 - (v) the election or appointment of directors;
 - (vi) the appointment of the auditor; and
 - (vii) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.
- 4.2 A quorum at a general meeting is the greater of 25% of the members entitled to vote being present or three members entitled to vote being present.
- 4.3 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 4.6 The President shall chair all general meetings, but if at any general meeting the President is not present within 15 minutes after the time appointed for the general meeting, or requests that he or she not chair that meeting, the members present may choose one of their number to chair that general meeting.
- 4.7 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.
- 4.8 A general meeting may be adjourned from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

constitute one special resolution in writing. Such special resolution shall be filed with minutes of the proceedings of the members and filed with the Registrar and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart and shall take effect on the date it is accepted by the Registrar.

PART 5 - DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
 - (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 5.2 No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The property and the affairs of the Society shall be managed by the Board.
- 5.4 Every director shall subscribe to and support the purposes of the Society. No person shall be a director of the Society unless duly elected or appointed a director in accordance with these bylaws and shall cease to be a director if notice of a change in directors is not filed with the Registrar of Companies in compliance with the *Society Act* within 60 days of such election or appointment.
- 5.5 The number of directors shall be five, or such other number, not being less than three, as may be determined from time to time by ordinary resolution.
- 5.6 The persons whose names are listed in the List of First Directors filed with the Registrar at the time of incorporation shall be the founding directors and the terms of each such founding director shall be deemed to terminate at the close of the first annual general meeting of the Society.
- 5.7 Elected directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.
- 5.8 The term of office of elected directors shall normally be five (5) years. However the Board may determine that some or all vacant elected directors' positions shall have a term of a period less than five years, the length of such term to be determined by

- (c) upon the expiration of the term currently determined stipulating the length of time for which he or she is to serve as a director; or
 - (d) upon being removed as a director by the members;
 - (e) upon failing to attend or participate in three consecutive meetings of the directors, unless this provision is specifically waived for a named director in a Board resolution evidenced in writing and upon which the named director is not entitled to vote.
- 5.19 Notwithstanding the foregoing bylaws, if no successor is elected or appointed to replace the person who otherwise would cease to be a director and the result is that the number of directors would fall below three, the person previously elected or appointed as director continues to hold office until such time as a successor director is elected or appointed.
- 5.20 A director may not be remunerated for services rendered in his or her capacity as a director, although a director may, as determined by a Board resolution, be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged on the affairs of the Society.
- 5.21 A director may hold any office or place of profit in the Society (other than auditor) in conjunction with his or her office of director for the period and on such terms as the Board determines. Subject to the *Society Act*, no director shall be disqualified by such office from contracting with the Society.
- 5.22 The Society shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Society shall also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 5.23 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.
- 5.24 In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the Board may consider the extent to which an investment furthers purposes and funding of the Society in addition to issues of pure economic return. Subject to the provisions of the *Society Act*, a director shall not be liable for any loss which may result from any such investment.

- 6.10 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.11 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.12 A director who contemplates being or is temporarily absent from Canada may, by letter, facsimile, telegram or telex, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:
- (a) no notice of meetings of the Board need be sent to that director; and
 - (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

PART 7 - PATRONS

- 7.1 The Board may appoint prominent persons and office holders to be Patrons of the Society.
- 7.2 The function and number of Patrons and the terms of each appointment shall be determined by the Board.

PART 8 - ADVISORY COUNCIL

- 8.1 The Board may constitute an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment.
- 8.2 The Board shall determine the size and composition and specific functions of the Advisory Council.
- 8.3 The Advisory Council shall not have the legal powers to direct the acts and operations of the Society and its members shall not be directors of the Society.

- (a) the issuance of notices of meetings of the Board and Advisory Council;
 - (b) the keeping of minutes of all meetings of the Board and Advisory Council;
 - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (d) the custody of the common seal of the Society;
 - (e) the maintenance of the register of members and directors;
 - (f) the conduct of the correspondence of the Society;
 - (g) the keeping of such financial records, including books of account, as are necessary to comply with the *Society Act*; and
 - (h) the rendering of financial statements to the directors, members and others when required.
- 10.6 If the Secretary is absent from any meeting of the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 10.7 A person may be appointed to two or more of the offices of the Society at any one time.
- 10.8 Notwithstanding the foregoing bylaws, the Board may appoint a secretary of the Board to be responsible for the preparation and custody of minutes of meetings of the Board and the correspondence of the Board.
- 10.9 An officer may not be remunerated for services rendered in his or her capacity as an officer, although an officer may, as determined by a Board resolution, be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged on the affairs of the Society.

PART 11 - SEAL

- 11.1 The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 11.2 *The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of either any two directors or one director and one officer, not being the same person.*
- 11.3 Should the Society not have a common seal, execution by the Society shall be as authorized by a resolution of the Board provided always that such resolution shall

- 14.2 A notice may be given to a member or a director either personally (by delivery, facsimile, telegram email or telex) or by first class mail posted to such person's registered address.
- 14.3 A notice sent by mail shall be deemed to have been given on the fifth day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile, telegram email or telex shall be deemed to have been given on the day it was so delivered or sent.
- 14.4 If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 15 - MISCELLANEOUS

- 15.1 The Board shall from time to time determine to what reasonable extent and at what reasonable times and places and under what reasonable conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the Board and Advisory Council shall be open to the inspection of members of the Society not being directors.
- 15.2 Any meeting of the Society, the Board, the Advisory Council or any committee or group may also be held, or any members, directors or committee member may participate in any meeting of the Society, Board, Advisory Council or any committee in which he or she is entitled to participate, by conference call or similar communication equipment or device so long as all the members, directors, council or committee members or other persons participating in the meeting can hear and respond to one another. All such members, directors, council or committee members or other persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.
- 15.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply mutatis mutandis to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary or special resolution shall be deemed to have been submitted to all of the members.

- 16.4 Subject to the provisions of the *Society Act*, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.
- 16.5 The Society shall, to the full extent permitted by the *Society Act*, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Society and his or her heirs and legal representatives.
- 16.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- 16.7 The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.
- 16.8 The failure of a director or officer of the Society to comply with the provisions of the *Society Act* or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 16.9 The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

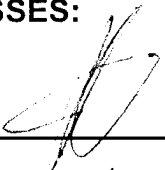
PART 17 - BYLAWS

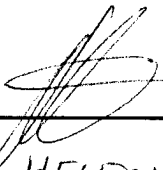
- 17.1 On being admitted to membership, each member is entitled to and upon request, the Society shall provide him or her with a copy of the constitution and bylaws of the Society.


17.2 These bylaws shall not be altered or added to except by special resolution.

DATED the 11th day of September, 2006.

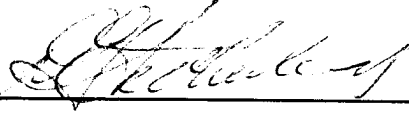
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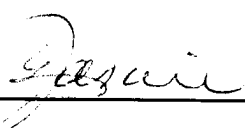
Sign: 
Print Name: Helen Brand
Address: 528 14TH ST
New Westminster
Occupation: CAO

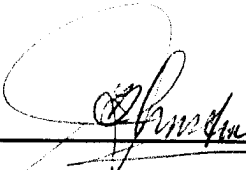
Sign: 
Print Name: HELEN BRAND
Address: 528 14TH ST
New Westminster
Occupation: CAO


Sign: 
Print Name: HELEN BRAND
Address: 528 14TH STREET
NEW WESTMINSTER
Occupation: CAO

APPLICANTS FOR INCORPORATION:

Sign: 
Print Name: DOUGLASS SUTHERLAND
Address: 41 - 6785 - 193rd Street
Surrey, B.C. V4N 0Z4
Occupation: Accountant

Sign: 
Print Name: GLADYS JARVIE
Address: 3971 BARGEN DRIVE
RICHMOND, B.C. V6X 2W2
Occupation: Retired Registered Nurse

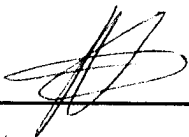
Sign: 
Print Name: GEOFFREY JOHNSTON
Address: 609 - 5860 DOVER CRESCENT
RICHMOND, B.C. V7C 5S6
Occupation: Appraiser and Consultant

Sign: 

Print Name: HELEN BRAND

Address: 528 14TH ST
New Westminster

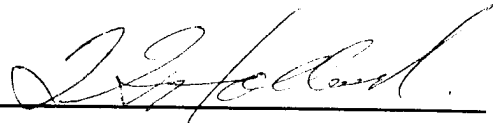
Occupation: CAO

Sign: 

Print Name: HELEN BRAND

Address: 528 14TH ST
New Westminster

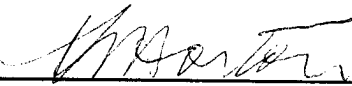
Occupation: CAO

Sign: 

Print Name: TOM HOLLAND

Address: 21774 - 126th Avenue
Maple Ridge, B.C. V2X 4N9

Occupation: Retired Businessman

Sign: 

Print Name: STANLEY HORTON

Address: 3833 Inverness Street
Port Coquitlam, B.C. V3B 3B9

Occupation: Retired Businessman