

A by-law relating generally to the conduct
of the affairs of

Gatineau Gliding Club

(the "Corporation")

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75 **BE IT ENACTED** as a by-law of the Corporation as follows:

76 **1) Definition**

77 In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

78

- 79 a) "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the
80 Regulations made pursuant to the Act, and any statute or regulations that may be
81 substituted, as amended from time to time;
- 82 b) "**Annual General Meeting**" means the Annual Meeting of members called for the
83 purpose of considering the financial statements, the officers' reports and the election of
84 Directors;
- 85 c) "**articles**" means the original or restated articles of incorporation or articles of
86 amendment, amalgamation, continuance, reorganization, arrangement or revival of the
87 Corporation;
- 88 d) "**board**" means the board of directors of the Club and "director" means a member of the
89 board;
- 90 e) "**by-law**" means this by-law and any other by-law of the Club as amended and which are,
91 from time to time, in force and effect;
- 92 f) "**Club**" means the Gatineau Gliding Club "the Corporation";
- 93 g) "**Field Manager**" is a member appointed for one day or half day to organize and manage
94 the daily flying operations.
- 95 h) "**General Meeting**" means any meeting of members called for the purpose of transacting
96 any and all business of the Club except such business as is required to be transacted at an
97 Annual General Meeting or at a Special General Meeting of the members;
- 98 i) "**Member**" means any person fulfilling the requirements of one of the categories of
99 membership provided for in article 10 of this By-Law who is entitled thereunder to
100 receive notice of and to attend all meetings of members;
- 101 j) "**meeting of members**" includes an annual general meeting of members, special general
102 meeting of members or general meeting of members;
- 103 k) "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus
104 1 of the votes cast at the meeting on that resolution provided adequate notice had been
105 given.
- 106 l) "**proposal**" means a proposal submitted by a member of the Club that meets the
107 requirements of section 163 (Shareholder Proposals) of the Act;
- 108 m) "**Regulations**" means the regulations made under the Act, as amended, restated or in
109 effect from time to time;
- 110 n) "**SAC**" means the Soaring Association of Canada.
- 111 o) "**Special General Meeting**" means a meeting of the members called for the purpose of
112 transacting extra-ordinary business;
- 113 p) "**special resolution**" means a resolution passed by a majority of not less than two-thirds
114 (2/3) of the votes cast at the meeting on that resolution provided adequate notice had been
115 given.
- 116

117 **2) Interpretation**

118 In the interpretation of this by-law, words in the singular include the plural and vice-versa,
119 words in one gender include all genders, and "person" includes an individual, body corporate,
120 partnership, trust and unincorporated organization. Other than as specified above, words and
121 expressions defined in the Act have the same meanings when used in these by-laws.
122

123 **3) Purpose and Objectives of the Club**

124 The purpose and objectives of the Club are to:-

- 125 a) acquire, hold, operate and maintain all manner of heavier-than-air craft;
126 b) promote gliding and aviation in general and to teach and train persons in the art and
127 science of gliding and navigating and operating all manner of heavier-than-air craft;
128 c) teach and train persons in the assembly/disassembly, owner approved maintenance, repair
129 and the care, of gliders and airplanes;
130 d) acquire and hold land for the purpose of establishing and maintaining gliding and landing
131 fields, airports, depots and hangars for the care, housing, reception and dispatch of gliders
132 for the purposes of the Corporation and of the members thereof;
133 e) train ground crew and pilots in all levels in flight, aerobatic and competition gliding and towing;
134 f) promote race meetings, speed and trial tests and other exhibitions of aircraft and to offer for
135 competition and to distribute prizes in connection therewith or for any other purpose or purposes
136 likely to tend to the advancement of the art, science and practice of gliding, aeronautics and
137 aviation in general;
138 g) promote interest in gliding to the general public by marketing and offering incentives to involve
139 them in the sport; and
140 h) establish, maintain and conduct or to assist in the establishment, maintenance and
141 conduct of any organization, association or society formed for the purpose of advancing
142 the study and practice of gliding, aeronautics and aviation in general.

143 **4) Corporate Seal**

144 The seal, an impression of which is stamped in the margin of this document, shall be the seal
145 of the Club. The secretary of the Club shall be the custodian of the corporate seal.
146

147 **5) Execution of Documents**

148 Deeds, transfers, assignments, contracts, obligations and other instruments in writing
149 requiring execution by the Club may be signed by any two (2) of its directors. In addition,
150 the board may from time to time direct the manner in which and the person or persons by
151 whom a particular document or type of document shall be executed. Any person(s)
152 authorized to sign any document may affix the corporate seal (if any) to the document. The
153 secretary or any two directors may certify a copy of any instrument, resolution, by-law or
154 other document of the Club to be a true copy thereof.
155

156 **6) Financial Year**

157 The financial year end of the Club shall be December 31 in each year.
158

159 **7) Banking Arrangements**

160 The banking business of the Club shall be transacted at such bank, trust company or other

161 firm or corporation carrying on a banking business in Canada or elsewhere as the board of
162 directors may designate, appoint or authorize from time to time by resolution. The banking
163 business or any part of it shall be transacted by an officer or officers of the Club and/or other
164 persons as the board of directors may by resolution from time to time designate, direct or
165 authorize.
166

167 8) **Custody of Securities**

168 All shares and securities owned by the Club shall be lodged in the name of the Club with a
169 chartered bank or trust company or in a safety deposit box or with such other depositories or
170 in such other manner as may be determined from time to time by the Board.
171

172 9) **Annual Financial Statements**

173 The Club shall send to the members a copy of the annual financial statements and other
174 documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a
175 copy of a publication of the Club reproducing the information contained in the documents.
176 Instead of sending the documents, the Club may send a summary to each member along with
177 a notice informing the member of the procedure for obtaining a copy of the documents
178 themselves free of charge. The Club is not required to send the documents or a summary to a
179 member who, in writing, declines to receive such documents.
180

181 10) **Membership Classes**

182 Articles allow the Club to establish three Classes of members:
183

- 184 a) Class A members shall be entitled to receive notice of and to attend all meetings of the
185 members of the Corporation and each Class A member shall have one (1) vote at each
186 such meeting.

187
188 Sustaining Members, Life Members, Life Family and Honorary Members are Class A
189 members.
190

- 191 b) Class B members shall be entitled to receive notice of and attend all meetings of the
192 members of the Corporation. Except as otherwise provided by the Canada Not-for-profit
193 Corporations Act, S.C. 2009, c.23 the Class B members shall not be entitled to vote at
194 meetings of the members of the Corporation.
195

196 Flying Members, Associate Members & Life Associate Members are Class B members.
197

- 198 c) Class C members shall not be entitled to receive notice of nor attend meetings of the
199 members of the Corporation. . Except as otherwise provided by the Canada Not-for-
200 profit Corporations Act, S.C. 2009, c.23 the Class C members shall not be entitled to vote
201 at meetings of the members of the Corporation.
202

203 Day Members, Supporting Members are Class C members
204

205 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of
206 the members is required to make any amendments to this section of the by-laws if those

207 amendments affect membership rights and/or conditions described in paragraphs
208 197(1)(e), (h), (l) or (m).
209

210 11) **Subcategories of Membership Classes**

211 Membership in the Club shall be available only to individuals interested in furthering the
212 Club's purposes and who have applied for and been accepted into membership in the Club by
213 resolution of the board or in such other manner as may be determined by the board.

214 Members may have privileges of more than one membership category. Subject to the articles,
215 the members of the Club shall be defined as follows:-
216

217 a) **FLYING MEMBERS** - Flying Members shall be individuals admitted to membership as
218 such and are entitled to flying privileges and to participate in non-flying Club activities
219 and to receive notice of and to attend at all meetings of members. Members who fly as
220 pilot in command or co-pilot or student pilot of any powered aircraft or glider which
221 normally resides at the Club are required to be a Flying Member.
222

223 Flying Members who bring their family to the Club to enjoy the Club facilities on a
224 regular basis are required to pay an additional fee, as set by the Board. Family in this
225 case is his/her spouse/partner and their children who are under the age of eighteen (18).
226 Children over the age of 18 are expected to pay Club membership dues. The Flying
227 member's family has no voting rights and is not permitted to attend Club meetings unless
228 they join as Flying or Associate Members.
229

230 Provided a Flying Member qualifies he may elect to pay the annual fees so prescribed in
231 the following Flying Member sub-category:-

- 232 i) **Junior Member** shall be an individual who is under the age of twenty one (21) years
233 on January 1st in the year of membership.
234 ii) **Student Member** shall be an individual who is under the age of twenty-five (25) on
235 January 1st in the year of membership, and is shall be in full time attendance in an
236 accredited post-secondary learning institution.
237 iii) **Air Cadet** shall be an individual who is under the age of 19 as of 1st January in the
238 year of membership and who is currently enrolled and serving in the Royal Canadian
239 Air Cadets.

240 A Junior Member, Student Member and Air Cadet member shall for the purposes of the
241 voting rights defined in the Act be considered as belonging to the "Flying Member"
242 membership class and "Sustaining Member" if they so qualify.
243

244 b) **ASSOCIATE MEMBER** - Associate members shall be individuals admitted to
245 membership as such and shall be entitled to participate in the non-flying Club activities
246 and to receive notice of and to attend at all meetings of members. Associate Members
247 are not entitled to vote. Their rights and privileges shall be determined by the Board
248 which shall subsequently be ratified by ordinary resolution by voting members.
249

250 c) **SUPPORTING MEMBER** - Supporting members shall be individuals who have an
251 interest in aviation in particular gliding; and/or an interest in Club activities; and/or
252 support the operation financial or otherwise of the Club and may be admitted to

253 membership as such. They do not have the right to receive notice of nor attend meetings
254 of members. Their rights and privileges shall be determined by the Board which shall
255 subsequently be ratified by ordinary resolution by voting members.
256

- 257 d) **LIFE ASSOCIATE MEMBERS** - Life Associate Members shall be members of category
258 (b), herein and who were appointed to these categories prior to April 1, 2004. Such a
259 member pays no membership or campsite fees but is required to pay
260 i) Campsite hydro fees if applicable.
261 Life membership was granted by the Club in the past. There shall be no new Life
262 Memberships granted.
263
- 264 e) **LIFE and LIFE FAMILY** - Life and Life Family shall be members in category (a) herein
265 and who were appointed to these categories prior to April 1, 2004. Such a member pays
266 no membership or campsite fees but is required to pay
267 i) SAC fees, tow charges and Club aircraft rental fees if the member enjoys flying
268 privileges.
269 ii) Campsite hydro fees if applicable.
270 Life membership was granted by the Club in the past. There shall be no new Life
271 Memberships granted.
272
273
- 274 f) **HONORARY MEMBERS** – Honorary Members shall be members of any category
275 admitted as such by the Board in special circumstances with the limitation that there shall
276 be no more than three (3) Honorary Members at any one time. Such a member pays no
277 membership fees but is required to pay other normal Club fees. The member is deemed to
278 be a Sustaining Member of the Club.
279
- 280 g) **DAY MEMBERS** shall be individuals admitted as such by the daily field manager on
281 payment of the established fee and shall be entitled to flying privileges for that day. A
282 maximum of five (5) day memberships per person are permitted per year. The Day
283 Membership fee may be waived for fully paid-up members of SAC affiliated clubs. Day
284 membership terminates at the end of the calendar day.
285
- 286 h) **SUSTAINING MEMBER** (also referred to as Voting Member) shall be entitled to one
287 (1) vote on each motion presented at a meeting of members of the Club. Only sustaining
288 members are entitled to vote at member's meetings. Sustaining Membership may be
289 granted by the Board to Flying Members. To be eligible for sustaining membership, a
290 member should have reached solo status in gliders, and should have been a member in
291 good standing for at least one year, and should have reached the age of majority. Where
292 any of the above minimum requirements have been waived, the Board shall bring the
293 name of the proposed sustaining member to the general membership for ratification.
294 When a sustaining member renews membership in a category other than Flying Member
295 he shall cease to be a sustaining member.
296

- 297 **12) Membership Transferability**
298 The interest arising out of any form of membership in the Club is not transferable.
299
- 300 **13) Notice of Members Meeting**
301 a) A notice of a meeting of members, stating the day, hour and place of meeting and the
302 general nature of the business to be transacted thereat shall be delivered or sent at least
303 twenty one (21) and no more than sixty (60) days exclusive of the day of mailing and of
304 the day for which notice is given before the date of such meeting to each member at his
305 address as it appears on the Register and if no address is given therein then to the last
306 address of such member known to the Secretary.
307 b) Any notice delivered
308 i) by mail,
309 ii) courier or personal delivery,
310 iii) by telephone,
311 iv) by electronic or other communication facility shall be deemed for the purposes of the
312 provisions hereof to have been sufficiently given.
313
314 c) If a meeting of members is adjourned for less than thirty-one (31) days it shall not be
315 necessary to give notice of the adjourned meeting. At any such adjourned meeting no
316 business shall be transacted except such business as was left unfinished at the meeting
317 from which such adjournment has taken place.
318
319 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of
320 the members is required to make any amendment to the by-laws of the Club to change the
321 manner of giving notice to members entitled to vote at a meeting of members.
322
- 323 **14) Place of Members' Meeting**
324 Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings
325 of the members may be held at any place within Canada determined by the board or, if all of
326 the members entitled to vote at such meeting so agree, outside Canada.
327
- 328 **15) Members Calling a Members' Meeting**
329 The board of directors shall call a special general meeting of members in accordance with
330 Section 167 of the Act, on written requisition of members carrying not less than 5% (five
331 percent), of all members entitled to vote. If the directors do not call a meeting within twenty-
332 one (21) days of receiving the requisition, any member who signed the requisition may call
333 the meeting.
334
- 335 **16) Persons Entitled to be Present at Members' Meetings**
336 Subject to Regulations the only persons entitled to be present at a meeting of members shall
337 be:-
338 a) Flying members;
339 b) Life Members;
340 c) Sustaining Members;
341 d) Honorary Members;
342 e) Associate members;

- 343 f) Directors and the public accountant of the Club and such other persons who are entitled
344 or required under any provision of the Act, articles or by-laws of the Club.; and
345 g) Any other person may be admitted only on the invitation of the chair of the meeting or by
346 resolution of the members.
347

348 **17) Persons Entitled to Vote at Members Meetings**

349 Subject to Regulations the only persons entitled to vote at a meeting of members shall be

- 350 a) Sustaining Members;
351 b) Life Members; and
352 c) Honorary Members
353

354 **18) Participation by Electronic Means at Members' Meetings**

355 If the Club chooses to make available a telephonic, electronic or other communication
356 facility that permits all participants to communicate adequately with each other during a
357 meeting of members, any person entitled to attend such meeting may participate in the
358 meeting by means of such telephonic, electronic or other communication facility in the
359 manner provided by the Act. A person participating in a meeting by such means is deemed to
360 be present at the meeting. Notwithstanding any other provision of this by-law, any person
361 participating in a meeting of members pursuant to this section who is entitled to vote at that
362 meeting may vote, in accordance with the Act, by means of any telephonic, electronic or
363 other communication facility that the Club has made available for that purpose.
364

365 **19) Members' Meeting Held Entirely by Electronic Means**

366 Meetings of members may not be held entirely by telephonic, an electronic or other
367 communication facility.
368

369 **20) Chair of Members' Meetings**

370 The chair shall be the President or vice-President of the Club. In the event that the President
371 and vice-President of the Club are absent, the members who are present and entitled to vote
372 at the meeting shall choose one of their number to chair the meeting.
373

374 **21) Quorum at Members' Meetings**

375 If a quorum is present at the opening of a meeting of members, the members present may
376 proceed with the business of the meeting even if a quorum is not present throughout the
377 meeting.

- 378 a) A quorum at any General Meeting shall be such number of members, entitled to vote
379 thereat, attending in person or by proxy, which is equal to the greater of 2 (two) or
380 twenty-five percent (25%) rounded down of all voting members of the Club as would be
381 entitled to vote at such meeting.
382 b) A quorum at any Annual General Meeting or Special General Meeting shall be such
383 number of members, entitled to vote thereat, attending in person or by proxy, which is
384 equal to the greater of 2 (two) or thirty-five percent (35%) rounded down of all voting
385 members of the Club as would be entitled to vote at such meeting.
386

387 **22) Voting at Members' Meetings**

- 388 a) Any question at a meeting of members shall be decided by a show of hands unless a
389 voting member demands a ballot;
- 390 b) Upon a show of hands or a ballot each member or proxy holder present and entitled to
391 vote shall be entitled to such number of votes as is accorded them by these By-Laws.
- 392 c) Every question submitted to any meeting of members shall unless otherwise required by
393 these By-Laws or by law, be decided by a simple majority of votes cast on the question
394 and in the case of an equality of votes the Chair of the meeting shall have a second or
395 casting vote.
396

397 **23) Absentee Voting at Members' Meetings**

398 Every member entitled to vote at a meeting of members may appoint a proxy holder, in
399 accordance with the Act and Regulations to attend and act at a meeting in the manner and to
400 the extent authorized and with the authority conferred by the Proxy. An instrument of proxy
401 shall be valid only at the meeting in respect of which it is given or any adjournment thereof.
402 A proxy shall be in writing, and shall be in the form of an email or signed letter stating that
403 the member appoints another person to act on his behalf. All proxies to be utilized at any
404 meeting of members must be deposited with the Secretary of the Club at any time prior to the
405 time of voting on the first item of business in respect of which a vote of members is required.
406 Any proxy sent by electronic means must be copied to the Secretary not later than 6pm local
407 time the day before the meeting is to take place.
408

409 **24) Membership Dues**

410 Members shall be required to pay such fees, dues and assessments as from time to time may
411 be determined by the Board and subsequently ratified by ordinary resolution in a Meeting of
412 Members. Membership in the Club shall be from April 1st to March 31st in the next year. All
413 membership fees, dues and other assessments, as may be applicable in the circumstances, are
414 due and shall be paid on or before April 1st of the current year of membership.
415

416 Members shall be notified in writing of the membership dues at any time payable by them
417 and, if any are not paid within three (3) calendar months of the membership renewal date the
418 members in default shall automatically cease to be members of the Club.
419

420 **25) Termination of Membership**

421 A membership in the Club is terminated when:

- 422 a) the member dies or resigns;
- 423 b) the member is expelled or their membership is otherwise terminated in accordance with
424 the articles or by-laws;
- 425 c) the member is in default of membership dues;
- 426 d) the member's term of membership expires; or
- 427 e) the Club is liquidated and dissolved under the Act.
428

429 **26) Effect of Termination of Membership**

430 Subject to the articles, upon any termination of membership, the rights of the member,

431 including any rights in the property of the Club, automatically cease to exist.
432

433 **27) Discipline of Members**

434 The board shall have authority to suspend or expel any member from the Club for any one or
435 more of the following grounds:

- 436 i) violating any provision of the articles, by-laws, or written policies of the Club;
- 437 ii) carrying out any conduct which may be detrimental to the Club as determined by the
438 board in its sole discretion; or
- 439 iii) for any other reason that the board in its sole and absolute discretion considers to be
440 reasonable, having regard to the purpose of the Club.

- 441 b) In the event that the board determines that a member should be expelled or suspended
442 from membership in the Club, the president, or such other officer as may be designated
443 by the board, shall provide twenty (20) days' notice of suspension or expulsion to the
444 member and shall provide reasons for the proposed suspension or expulsion. The member
445 may make written submissions to the president, or such other officer as may be
446 designated by the board, in response to the notice received within such twenty (20) day
447 period. In the event that no written submissions are received by the president, the
448 president, or such other officer as may be designated by the board, may proceed to notify
449 the member that the member is suspended or expelled from membership in the Club. If
450 written submissions are received in accordance with this section, the board will consider
451 such submissions in arriving at a final decision and shall notify the member concerning
452 such final decision within a further twenty (20) days from the date of receipt of the
453 submissions. The board's decision shall be final and binding on the member, without any
454 further right of appeal.

455 **28) Directors**

- 456 a) The affairs of the Club shall be managed by the Board who may exercise all such powers
457 and do all such acts and things as may be exercised or done by the Club and are not by
458 the By-Laws or any Special Resolution of the Club or by statute expressly directed or
459 required to be done by the members of the Club in a meeting of members.
- 460 b) Each Director shall be twenty-one (21) or more years of age and shall be a Sustaining
461 Member of the Club.
- 462 c) Directors, as such, shall not receive any remuneration for their services but, by
463 Resolution of the Board, expenses may be allowed for attendance at each Meeting of the
464 Board, and such fixed sum may be paid to the Directors as the Board may, by resolution,
465 determine; provided that nothing herein contained shall be construed to preclude a
466 Director from serving the Club as an Officer or in any other capacity and receiving
467 compensation therefore.

469 **29) Proposals Nominating Directors at Annual Members' Meetings**

470 Any Sustaining Member may offer his candidacy for Director by informing the Secretary
471 before or at the Annual Members' Meeting.
472

473 **30) Cost of Publishing Proposals**
474 The member who submits a proposal for consideration shall pay the cost of publishing the
475 proposal and any statement in the notice of meeting at which the proposal is to be presented
476 unless otherwise provided by ordinary resolution of the members present at the meeting.
477

478 **31) Number of Directors**
479 The Club shall have a Board of Directors comprising not less than four (4) and no more than
480 six (6) Directors who shall be elected from the sustaining membership.

481 **32) Term of Office of Directors**
482 i) Each Director shall hold office no longer than the dissolution or adjournment of the
483 second Annual General Meeting following his election or the election of the person in
484 whose place he has been appointed.
485 ii) A retiring Director shall remain in office until the dissolution or adjournment of the
486 meeting at which his successor is elected.
487 iii) The office of Director of the Club shall be vacated if the Director:
488 (1) becomes bankrupt or suspends payment or compounds with his creditors or is
489 declared insolvent;
490 (2) is found to be or becomes of unsound mind;
491 (3) is convicted of any criminal offence;
492 (4) by notice in writing to the Club resigns his office; or
493 (5) ceases to be a Sustaining Member of the Club;
494 iv) The voting members of the Club by special resolution at a Special General Meeting
495 called for the purpose, may remove any Director for any reason, before the expiration
496 of his term of office and may, by ordinary resolution elect any eligible Sustaining
497 Member in his stead for the remainder of the term of the Director removed.
498 v) The Board may, by ordinary resolution at a Board Meeting, fill a vacancy in their
499 number caused by any of the reasons outlined in section iii above. That director's
500 term of office will expire following the next Annual General Meeting if he is not
501 elected as director.
502

503 **33) Calling of Meetings of Board of Directors**
504 Meetings of the board may be called by the President, the Vice-President of the board or any
505 two (2) directors at any time.

506 **34) Notice of Meeting of Board of Directors**
507 a) Each newly elected Board may without notice hold its first meeting immediately
508 following its election at the Annual General Meeting of members, provided that a quorum
509 of the Directors shall then be present. For a Meeting of the Board at which a Director is
510 appointed to fill a vacancy no notice shall be necessary to the newly appointed Director.
511 b) Notice of the time and place for the holding of a meeting of the board shall be given in
512 the manner provided in the section to every director of the Club not less than 4 days
513 before the time when the meeting is to be held.

- 514 c) Notice of a meeting shall not be necessary if all of the directors are present, and none
515 objects to the holding of the meeting, or if those absent have waived notice of or have
516 otherwise signified their consent to the holding of such meeting.
- 517 d) Notice of an adjourned meeting is not required if the time and place of the adjourned
518 meeting is announced at the original meeting.
- 519 e) Meetings of the Board may be held either at the Head Office or at any other place within
520 Canada as the Board may from time to time by resolution designate.
- 521 f) Notice of any meeting or any irregularity in the calling or holding of any meeting, may be
522 waived by any Director.
- 523 g) Unless the by-law otherwise provides, no notice of meeting need specify the purpose or
524 the business to be transacted at the meeting except that a notice of meeting of directors
525 shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act
526 that is to be dealt with at the meeting.
- 527

528 35) **Quorum at a Meeting of the Board**

529 The quorum at a Meeting of the Board shall be four (4).

530 36) **Votes to Govern at Meetings of the Board of Directors**

- 531 a) The President shall be Chair of the meeting or in his absence the Vice-President. If both
532 are absent then the remaining directors shall appoint the chair.
- 533 b) At all meetings of the board, every question shall be decided by a majority of the votes
534 cast on the question. In case of an equality of votes, the chair of the meeting in addition to
535 an original vote shall have a second or casting vote.
- 536 c) So long as there remains a quorum of the Board qualified to act, the continuing or
537 remaining Directors may act and exercise all powers of the Board notwithstanding any
538 vacancy in their number.

539 37) **Powers of the Board of Directors**

540 a) **Committees of the Board of Directors**

- 541 i) The Board may, by resolution, from time to time and as deemed necessary, appoint
542 committees consisting of such number of Directors or other members of this Club as
543 may be deemed desirable and may prescribe their duties, powers and remuneration.
544 Any committee so appointed may meet for the transaction of business, adjourn, and
545 otherwise regulate its meetings as it thinks it fit. Unless otherwise determined by the
546 Board, two (2) members of a committee shall be a quorum. Questions arising at any
547 meeting of a committee shall be decided by a majority of votes, and in case of an
548 equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 549 ii) The Board may by resolution remove any committee appointed under this section.
- 550 iii) Members of all committees shall hold office as such until the next Annual General
551 Meeting following their appointment. It is understood that all members of committees
552 shall not receive any form of remuneration unless expressly so provided by the Board.

553 b) **Limitation of Borrowing and Expenditure Powers**

- 554 i) The board of directors or its delegated Officer(s) shall be limited in any one
555 transaction of expenditure, purchasing or borrowing to amounts as agreed to by
556 special resolution by voting members at the Annual General Meeting or a Special
557 General Meeting called for that purpose.
- 558 ii) No member of the Board or its delegated Officer(s) shall buy or sell or otherwise
559 divest from the Club: real estate, buildings or aircraft without specific approval by
560 special resolution from the membership given at the Annual General Meeting or at a
561 Special General Meeting called for that purpose.

562 c) **Borrowing Powers**

563 The directors of the Club may, without authorization of the members, and subject to
564 limitations set out in paragraph 37)b) above,

- 565 i) borrow money on the credit of the Club;
566 ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Club;
567 iii) give a guarantee on behalf of the Club; and
568 iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any
569 property of the Club, owned or subsequently acquired, to secure any debt obligation
570 of the Club.

571 d) **Expenditures**

572 The Board shall have power to authorize expenditures, subject to limitations set out in
573 paragraph 37)b) above, in furtherance of the objectives of the Club or otherwise on behalf
574 of the Club from time to time and may delegate by resolution to an Officer or Officers of
575 the Club the right to employ and pay salaries to employees.

576 e) **Appointment of Officers**

577 The board may designate the offices of the Club, appoint officers, employ persons to be
578 employees of the Club, whether connected with the Club or not on an annual or more
579 frequent basis, specify their duties and, subject to the Act, delegate to such officers and
580 employees the power to manage the affairs of the Club. A director may be appointed to
581 any office of the Club. An officer may, but need not be, a director unless these by-laws
582 otherwise provide. Two or more offices may be held by the same person.

583 **38) Protection of Directors and Officers**

- 584 a) No Director or Officer for the time being of the Club shall be liable for the acts, receipts,
585 neglects or defaults of any other Director or Officer or employee or for joining in any
586 receipt or act for conformity or for any loss, damage or expense happening to the Club
587 through the insufficiency or deficiency of title to any property acquired by order of the
588 Board for, or on behalf of, the Club or for the insufficiency or deficiency of any security
589 in or upon which any of the monies of or belonging to the Club shall be placed out or
590 invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous
591 act of any person, firm or association with whom or which any monies, securities or
592 effects of the Club shall be lodged or deposited or for any other loss, damage or
593 misfortune whatever which may happen in the execution or supposed execution of the
594 duties of his respective office or trust or in relation thereto unless the same shall happen
595 by or through his own willful neglect or default.

- 596 b) Subject to the Act, each Director or Officer of the Club, and his heirs, executors, and
597 administrators and estate and effects, respectively, shall from time to time and at all times
598 be indemnified and saved harmless out of the funds of the Club from and against,
599 i) All costs, charges and expenses whatever, including any amount paid to settle an
600 action or satisfy a judgment, that such Director or officer sustains or incurs in or
601 about any action, suit or proceeding that is brought, commenced or prosecuted against
602 him, for or in respect of any act, deed, matter or thing whatever, made, done or
603 permitted by him, in or about the execution of the duties of his office, and
604 ii) All other costs, charges and expenses that he sustains, or incurs, in or about or in
605 relation to the affairs thereof, except such costs, charges or expenses as are
606 occasioned by his own willful neglect or default.

607

608 39) **Description of Officers**

609 The powers and duties of all other officers of the Club shall be such as the terms of their
610 engagement call for or the board or president requires of them. The board may from time to
611 time and subject to the Act, add new officers, vary, add to or limit the powers and duties of
612 any officer. Unless otherwise specified by the board (which may, subject to the Act modify,
613 restrict or supplement such duties and powers), the officers of the Club, if designated and if
614 officers are appointed, shall have the following duties and powers associated with their
615 positions:

616 a) **President**

617 The President shall be a director of the Club and shall be the Chair of the Board. The
618 President shall be the chief executive officer of the Club and shall be responsible for
619 implementing the strategic plans and policies of the Club. The president shall, subject to
620 the authority of the board, have general supervision of the affairs of the Club. The
621 President shall, when present, preside at all meetings of the board of directors and of the
622 members. The chair shall have such other duties and powers as the board may specify.

623 b) **Vice-President**

624 The Vice-President shall be a director. If the President is absent or is unable or refuses to
625 act, the Vice-President of the board, if any, shall, when present, preside at all meetings of
626 the board of directors and of the members. The Vice-President shall have such other
627 duties and powers as the board may specify.

628 c) **Secretary**

629 The Secretary shall:-

- 630 i) maintain at all times a current Register of members in which shall be recorded all
631 members' names and addresses;
- 632 ii) attend and be the secretary of all meetings of the board, members and committees of
633 the board;
- 634 iii) enter or cause to be entered in the Club's minutes, minutes of all proceedings and
635 votes at such meetings;
- 636 iv) give, or cause to be given, as and when instructed, notices to members, directors, the
637 public accountant and members of committees;
- 638 v) give or cause to be given notice of all fees and dues to be paid by members from time
639 to time;

- 640 vi) be the custodian of all books, papers, records, documents and other instruments
641 belonging to the Club;
642 vii) be the custodian of the corporate seal of the Club, which he shall deliver only when
643 authorized by a resolution of the Board to do so and to such person or persons as may
644 be named in the resolution;
645 viii) at the expense of the Club, purchase and maintain such liability insurance for the benefit
646 of its Directors and Officers as from time to time may be required or as the Board may from
647 time to time determine to be appropriate in the circumstances; and
648 ix) perform such other duties as may from time to time be prescribed by the Board or the
649 President, under whose direct supervision the Secretary at all times shall be.

650

651 d) **Treasurer**

652 The Treasurer shall:

- 653 i) have the custody of the funds and securities of the Club and shall keep or cause to be
654 kept full and accurate accounts of receipts and disbursements in books belonging to
655 the Club and shall deposit or cause to be deposited all monies or other valuable
656 effects in the name and to the credit of the Club and in such depositories as may be
657 designated by the Board from time to time;
658 ii) disburse the funds of the Club in such manner as may be directed by the Board taking
659 proper vouchers for such disbursements, and shall render to the President and the
660 Directors at the regular Meeting of the Board next preceding the Annual General
661 Meeting, or whenever they may require it, an account of all his transactions as
662 Treasurer and of the financial position of the Club; and
663 iii) Submit the Club tax returns as required by law.

664

665 e) **Chief Flying Instructor**

666 The Chief Flying Instructor shall have undisputed authority over all aspects of glider and
667 glider pilot-operations.

668

669 f) **Chief Tow Pilot**

670 The Chief Tow Pilot shall have undisputed authority for all tow pilots and tow plane
671 operations.

672

673 40) **Vacancy in Office**

674 If the office of any officer of the Club shall be or become vacant, the directors may, by
675 resolution, appoint a person to fill such vacancy. In the absence of a written agreement to the
676 contrary, the board may remove, whether for cause or without cause, any officer of the Club.
677 Unless so removed, an officer shall hold office until the earlier of:

- 678 i) the officer's successor being appointed;
679 ii) the officer's resignation;
680 iii) such officer ceasing to be a director (if a necessary qualification of appointment) or
681 iv) such officer's death.

682

683 41) **Method of Giving Any Notice**

684 Any notice (which term includes any communication or document), other than notice of a
685 meeting of members or a meeting of the board of directors, to be given (which term includes

686 sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a
687 member, director, officer or member of a committee of the board or to the public accountant
688 shall be sufficiently given:

- 689 a) if delivered personally to the person to whom it is to be given or if delivered to such
690 person's address as shown in the records of the Club or in the case of notice to a director
691 to the latest address as shown in the last notice that was sent by the Club in accordance
692 with section 128 (Notice of directors) or 134 (Notice of change of directors);
- 693 b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- 694 c) if sent to such person by telephonic, electronic or other communication facility at such
695 person's recorded address for that purpose; or
- 696 d) if provided in the form of an electronic document in accordance with Part 17 of the Act.
 - 697 i) A notice so delivered shall be deemed to have been given when it is delivered
698 personally or to the recorded address as aforesaid; a notice so mailed shall be deemed
699 to have been given when deposited in a post office or public letter box; and a notice
700 so sent by any means of transmitted or recorded communication shall be deemed to
701 have been given when dispatched or delivered to the appropriate communication
702 company or agency or its representative for dispatch. The secretary may change or
703 cause to be changed the recorded address of any member, director, officer, public
704 accountant or member of a committee of the board in accordance with any
705 information believed by the secretary to be reliable. The declaration by the secretary
706 that notice has been given pursuant to this by-law shall be sufficient and conclusive
707 evidence of the giving of such notice. The signature of any director or officer of the
708 Club to any notice or other document to be given by the Club may be written,
709 stamped, type-written or printed or partly written, stamped, type-written or printed.

711 **42) Invalidity of any Provisions of this By-law**

712 The invalidity or unenforceability of any provision of this by-law shall not affect the validity
713 or enforceability of the remaining provisions of this by-law.
714

715 **43) Omissions and Errors**

716 The accidental omission to give any notice to any member, director, officer, member of a
717 committee of the board or public accountant, or the non-receipt of any notice by any such
718 person where the Club has provided notice in accordance with the by-laws or any error in any
719 notice not affecting its substance shall not invalidate any action taken at any meeting to
720 which the notice pertained or otherwise founded on such notice.
721

722 **44) Mediation and Arbitration**

723 Disputes or controversies among members, directors, officers, or committee members are as
724 much as possible to be resolved in accordance with mediation and/or arbitration as provided
725 in the section on dispute resolution mechanism of this by-law.
726

727 **45) Dispute Resolution Mechanism**

728 In the event that a dispute or controversy among members, directors, officers, committee
729 members or volunteers of the Club arising out of or related to the articles or by-laws, or out
730 of any aspect of the operations of the Club is not resolved in private meetings between the
731 parties then without prejudice to or in any other way derogating from the rights of the

732 members, directors, officers, committee members as set out in the articles, by-laws or the
733 Act, and as an alternative to such person instituting a law suit or legal action, such dispute or
734 controversy shall be settled by a process of dispute resolution as follows:

- 735 a) The dispute or controversy shall first be submitted to a panel of mediators whereby the
736 one party appoints one mediator, the other party (or if applicable the board of the Club)
737 appoints one mediator, and the two mediators so appointed jointly appoint a third
738 mediator. The three mediators will then meet with the parties in question in an attempt to
739 mediate a resolution between the parties.
- 740 b) The number of mediators may be reduced from three to one or two upon agreement of the
741 parties.
- 742 c) If the parties are not successful in resolving the dispute through mediation, then the
743 parties agree that the dispute shall be settled by arbitration before a single arbitrator, who
744 shall not be any one of the mediators referred to above, in accordance with the provincial
745 or territorial legislation governing domestic arbitrations in force in the province or
746 territory where the registered office of the Club is situated or as otherwise agreed upon by
747 the parties to the dispute. The parties agree that all proceedings relating to arbitration
748 shall be kept confidential and there shall be no disclosure of any kind. The decision of the
749 arbitrator shall be final and binding and shall not be subject to appeal on a question of
750 fact, law or mixed fact and law.
- 751 d) All costs of the mediators appointed in accordance with this section shall be borne
752 equally by the parties to the dispute or the controversy. All costs of the arbitrators
753 appointed in accordance with this section shall be borne by such parties as may be
754 determined by the arbitrators.
- 755

756 46) **By-laws and Effective Date**

757
758 Subject to the articles and regulations the by-laws may only be amended or repealed after
759 sufficient notice to members has been given at the Annual General Meeting or a Special
760 General Meeting called for that purpose and passed by special resolution.

761
762 In accordance with section 199 of the Canada Not for Profit Corporations Act, the members
763 of a class or group of members are not entitled to vote separately as a class or group on a
764 proposal to make an amendment to (a) effect an exchange, reclassification or cancellation of
765 all or part of the memberships of a class or group; or (b) create a new class or group of
766 members having rights equal or superior to those of the class or group.

767

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