

## **BY-LAW NO. 1**

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

### **WINDSOR FLYING CLUB**

(the "Corporation")

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

## **SECTION 1 - GENERAL**

### **1.1 Definitions**

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

- a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "board" means the board of directors of the Corporation and "director" means a member of the board;
- d) "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- e) "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g) "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### **1.2 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **1.3 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If the board approves a corporate seal, the secretary of the Corporation shall be the custodian of the corporate seal.

#### **1.4 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom; a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

#### **1.5 Financial Year End**

The board of directors shall determine the financial year-end of the Corporation.

#### **1.6 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### **1.7 Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

- (i) Borrow money on the credit of the corporation;
- (ii) Issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- (iii) Give a guarantee on behalf and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

#### **1.8 Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents 21 to 60 days prior to the annual meeting. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

### **SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION**

#### **2.1 Membership Conditions**

Subject to the articles, there shall be two classes of membership in the Corporation, namely, Voting Members and Non-Voting Members.

The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

### **2.1.1 Voting Members**

Voting Members shall consist of General Members, Life Members, and Honorary Members.

#### **General Members:**

- (i) General Membership shall be available only to individuals who have applied, have been accepted and paid the General Membership fee as set from time to time by the board.
- (ii) The term of membership of a General Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (iii) As set out in the articles, each General Member is entitled to receive notice of, attend and vote at all meetings of members and each such General Member shall be entitled to one (1) vote at such meetings.

#### **Life Members:**

- (i) Life Membership shall be available only to individuals who have applied, have been accepted and paid the Life Membership fee as set from time to time by the board.
- (ii) There shall be no term of membership for a Life Member and no additional fees shall be collected from the Life Member.
- (iii) As set out in the articles, each Life Member is entitled to receive notice of, attend and vote at all meetings of members and each such Life Member shall be entitled to one (1) vote at such meetings.

#### **Honorary Members:**

- (i) Honorary Membership shall be available only to individuals who have been sponsored by a board member and approved by a unanimous vote of the board.
- (ii) The board shall set the term of membership of an Honorary Member.
- (iii) As set out in the articles, each Honorary Member is entitled to receive notice of, attend and vote at all meetings of members and each such Honorary Member shall be entitled to one (1) vote at such meetings.

### **2.1.2 Non-Voting Members**

Non-Voting Members shall consist of Monthly Members.

#### **Monthly Members:**

- (i) Monthly Membership shall be available only to individuals who have applied, have been accepted and paid the Monthly Membership fee as set from time to time by the board.
- (ii) The term of membership of a Monthly Member shall be thirty (30) days beginning on the day of the Monthly Membership fee payment, subject to renewal in accordance with the policies of the Corporation.
- (iii) Subject to the Act and the articles, each Monthly Member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

*Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).*

## **2.2 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (i) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (ii) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 30 days before the day on which the meeting is to be held.

It is the responsibility of the member to ensure that current contact information is on file with the corporation.

*Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.*

## **SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **3.1 Membership Conditions**

New members shall be required to pay an initiation fee as set from time to time by the board.

Members shall be notified of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

If a past member renews their membership more than ninety (90) days after their membership renewal date, the member shall be required to pay the initiation fee.

### **3.2 Termination of Membership**

A membership in the Corporation is terminated when:

- (i) The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (ii) A member fails to maintain any qualifications for membership described in Section 2.1 of these bylaws;
- (iii) The member resigns by delivering a written resignation to the president of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (iv) The member is expelled in accordance with Section 3.3 below or is otherwise terminated in accordance with the articles or by-laws;
- (v) The member's term of membership expires; or
- (vi) The Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **3.3 Discipline of Members**

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

- (i) Violating any provision of the articles, by-laws, or written policies of the Corporation;
- (ii) Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- (iii) For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

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

## **SECTION 4 - MEETINGS OF MEMBERS**

### **4.1 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **4.2 Chair of the Meeting**

In the event that the president and the vice-president of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **4.3 Annual General Meeting**

An annual general meeting of members shall be held every calendar year and it shall be held no more than 15 months after the previous annual meeting.

### **4.4 Calling of Meetings of the Members**

The directors of the Corporation may, at any time, call a special meeting of the members.

Members who hold at least 5% of the votes can request a meeting of members pursuant to subsection 167 of the Act.

#### **4.5 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### **4.6 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. Voting at a meeting of members shall be by show of hands, except if a ballot is demanded by the chair of the meeting or a member entitled to vote at the meeting.

In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **SECTION 5 - DIRECTORS**

#### **5.1 Elections and Terms of Directors**

At the first election of directors following the approval of this by-law, a maximum of five (5) directors shall be elected for a term expiring not later than the close of the third annual meeting of members following the election. This shall be known as a two-year term. The remaining directors shall be elected for a term expiring not later than the close of the second annual meeting of members following the election. This shall be known as a one-year term.

Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected to a two-year term. If more than five (5) directors are elected at an annual meeting of members, the five (5) directors who received the greatest number of votes will be elected to a two-year term. The remaining directors shall be elected to a one-year term.

All elected directors must be voting members of the Corporation and must remain voting members of the Corporation, as per section 2.1.1, for their entire term as a director.

Voting for election to the board of directors shall be by secret ballot.

#### **5.2 Remuneration**

No director or officer shall receive any remuneration for duties as a director or officer of the Corporation.

### **SECTION 6 - MEETINGS OF DIRECTORS**

#### **6.1 Calling of Meetings**

Meetings of the board may be called by the president, the vice-president or any two (2) directors at any time.

## **6.2 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.1 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

## **6.3 Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

## **6.4 Quorum**

A majority of the number of directors constitutes a quorum at any meeting of directors, and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

## **6.5 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. Voting at a board meeting shall be by show of hands, except if a ballot is demanded by the chair of the meeting or a director.

In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **6.6 Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

# **SECTION 7 – OFFICERS**

## **7.1 Description of Offices**

Unless otherwise specified by the board, which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (i) President - The president shall be a director and appointed by the board. The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.



The president shall also be the chair of the board, and shall, when present, preside at all meetings of the board of directors and at all meetings of the members.

The president shall have such other duties and powers as the board may specify.

- (ii) Vice-President - The vice-president, if appointed, shall be a director. If the president is absent or is unable or refuses to act, the vice-president, if any, shall, when present, preside at all meetings of the board of directors and at all meetings of the members.

The vice-president shall have such other duties and powers as the board may specify.

- (iii) Secretary - If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (iv) Treasurer - If appointed, the treasurer shall have such powers and duties as the board may specify. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

## **7.2 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (i) The officer's successor being appointed,
- (ii) The officer's resignation,
- (iii) Such officer ceasing to be a director (if a necessary qualification of appointment) or
- (iv) Such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **SECTION 8 - NOTICES**

### **8.1 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (i) If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or

- (ii) If mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (iii) If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (iv) If provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, type-written or printed.

## **8.2 Invalidity of any provisions of this by-law**

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

## **8.3 Omissions and Errors**

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

# **SECTION 9 – DISPUTE RESOLUTION**

## **9.1 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.2 of this by-law.

## **9.2 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (i) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- (ii) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (iii) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (iv) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **SECTION 10 – EFFECTIVE DATE**

### **10.1 Effective Date**

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 26<sup>th</sup> day of September, 2014 and confirmed by the members of the Corporation by special resolution on the 30<sup>th</sup> day of September, 2014.

Dated as of the 26th day of September, 2014.

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Jeremy Schisler  
Windsor Flying Club