

## **BY-LAW No. 1**

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

**SOARING ASSOCIATION OF CANADA /**  
**L'ASSOCIATION CANADIENNE DE VOL À VOILE**  
(the "Corporation")

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

### **1. HEAD OFFICE**

1.1 The head office of the Corporation shall be situated where the Board of the Corporation (the "Board") may, by resolution, determine. The Corporation may, by by-law approved by 2/3 of the votes cast at an annual meeting of the Corporation, change the place in which the registered office is located.

### **2. MEMBERSHIP**

2.1 The members of the Corporation shall be defined as follows:

(a) Sustaining Members - Sustaining Members shall be soaring clubs having a minimum of 5 Club Affiliated Members. Sustaining Members shall be entitled at each meeting of the members of the Corporation to 20 votes plus 1 vote for each fee paying Club Affiliated Member, except for meetings at which only members of another class are entitled to vote separately as a class. Each Sustaining Member shall remain so, subject to maintaining the minimum number of Club Affiliated Members and subject to receipt of annual fees approved by the Board.

(b) Club Affiliated Members – Club Affiliated Members are individuals who are members of a Sustaining Member of the Corporation. Club Affiliated Members shall not be entitled to vote individually at meetings of the Corporation.

### **3. BOARD OF DIRECTORS**

3.1 The Board shall be comprised of one Director from each of the geographic zones as defined by the Board, subject to a minimum of 5 and a maximum of 8 zones, reflecting the location of the active soaring population in Canada.

3.2 The Directors shall normally hold office until the completion of the second annual meeting of the Corporation following their election. Directors are ordinarily elected for over-lapping terms, with approximately half being elected in one year and the other half being elected the following year.

3.3 Each Director of the Corporation shall be a fee paying Club Affiliated Member of the Corporation, 18 or more years of age, and having made a declaration to the Board of any prior criminal conviction, bankruptcy, or other circumstance that might otherwise disqualify the Club Affiliated Member from serving as a Director under the Canada Not-for-profit Corporations Act (the "Act".)

3.4 The office of Director shall be vacated if the Director is subsequently convicted of a criminal offence, becomes bankrupt or is declared insolvent, by notice in writing resigns the office, or otherwise becomes disqualified to serve as a Director under the Act.

3.5 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which a successor is elected.

3.6 The Board may fill any vacancy in their number by appointing a Director to assume office for the remainder of the normal term of a Director leaving the Board.

3.7 The President shall annually appoint an Elections Officer at least 6 weeks prior to the AGM to conduct an election for those zones designated for election for the succeeding two years. During an election, a Sustaining Member within a zone may nominate an eligible Club Affiliated Member from the zone for the position of Director. Should an election be contested, each Sustaining Member shall be entitled to 20 votes plus 1 vote for each fee paying Club Affiliated Member.

3.8 The Board may, by resolution, appoint committees consisting of Directors or other Club Affiliated Members of the Corporation and prescribe their duties, powers, and remuneration. Any committee so appointed may meet for the transaction of business, adjourn, and otherwise regulate its meeting as it sees fit. Questions arising at any meeting of a committee shall be decided by majority of votes, and in the case of and equality of votes the Chair of the meeting shall have a second vote. The Board may, by resolution, remove any committee appointed under this section.

#### **4. MEETINGS OF DIRECTORS**

4.1 Meetings of the Board may be held at any location as determined by the Board. Meetings may also be held via remote communication means.

4.2 Questions arising at any meeting of the Board shall be decided by majority of votes. In case of an equality of votes the Chair (normally the President) of the meeting shall have a second vote.

4.3 The quorum at a meeting of the Board shall be a number of Directors representing 2/3 of the zones.

## **5. INDEMNITIES TO DIRECTORS**

5.1 Every Director of the Corporation and their heirs, executors and administrators, and estate, shall be indemnified out of the funds of the corporation, from all costs which such Director incurs as a result of any proceedings which is brought against him or her, or in respect of any act whatsoever done or permitted by him or her, in the execution of the duties of his or her office. Every Director shall also be indemnified from all expenses incurred in the execution of his or her office, except where expenses are the result of willful neglect or default.

5.2 The Corporation shall purchase and maintain directors and officers liability insurance as the Board determines appropriate.

## **6. GENERAL AND ANNUAL MEETINGS**

6.1 The AGM of the Corporation shall be held each year for the purpose of considering the financial statements and any other reports appropriate to be placed before the members.

6.2 Any amendment of these by-laws or the constituting documents of the Corporation shall first be approved first by 2/3 vote of the Board and then submitted for approval of the members at the next AGM, or at a special meeting of the members called for the purpose of consideration of the proposed changes, by 2/3 of the votes cast at the meeting.

## **7. NOTICE OF MEETING OF MEMBERS**

7.1 The AGM or any other general meeting of the members of the Corporation shall be held at any place in Canada as determined by the Board.

7.2 Notice shall be given by mail and/or e-mail to each Sustaining Member, to each Director, and to the public accountant of the Corporation, during a period of 21 to 60 or 21 to 35 days respectively, prior to any AGM or special meeting of members. Notice of any meeting shall contain information on any special business to be transacted.

7.3 A majority of votes cast by voting members present shall determine the questions in meetings except where a greater number is required by law or these by-laws.

7.4 A voting member may, by means of proxy in a form approved by the Board and described in the notice of meeting, appoint a proxy holder to attend and vote in a manner authorized by the proxy. A proxy holder must be a member of the Corporation.

7.5 No error or omission in giving notice of any meeting shall invalidate such meeting or void and proceedings taken at such meeting and any member may waive notice of such meeting. Notice of a meeting shall be sent to the mailing and/or e-mail address last recorded in the books of the Corporation.

## **8. VOTING AT MEETINGS OF MEMBERS**

8.1 Every question submitted to any meeting of members shall be decided by a simple majority of votes cast.

8.2 A quorum for the transaction of business at any meeting of members shall be a majority of the votes of all members of the Corporation entitled to vote at such meeting.

8.3 All proxies must be deposited with the Secretary of the Corporation prior to the time of voting on the first item of business.

## **9. SUSTAINING MEMBER PROPOSALS**

9.1 Sustaining Members have a right to add items to the agenda at an AGM provided that notice be provided, in a statement not to exceed 500 words in total and delivered to the Corporation, 90 to 150 days before the anniversary of the previous AGM.

9.2 The Corporation shall include the proposal in the notice sent by the Corporation in advance of the AGM.

9.3 If requested by the Sustaining Member making the proposal, a statement by the Sustaining Member in support of the proposal shall be included in the notice sent by the Corporation.

9.4 Sustaining members may also requisition a special meeting of the Corporation to consider a proposal in accordance with the rules and procedures set out in the Act.

## **10. OFFICERS AND THEIR DUTIES**

10.1 The officers of the Corporation shall be the President, Vice-President, Treasurer, and Secretary.

10.2 At the first meeting of the newly constituted Board immediately following the AGM, the Directors shall appoint the officers from among their number.

10.3 The Board may make appointments and engage employees as it deems necessary and such persons shall have the authorities prescribed by the Board.

10.4 The President shall preside at all meetings of members of the Corporation and the Board.

10.5 The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President.

10.6 The Treasurer shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in the books of the Corporation. The Treasurer shall disburse funds of the Corporation as directed by the Board.

10.7 The Secretary shall act as clerk of meetings and record minutes and votes of all proceedings. The Secretary shall give notice of all meetings of the members or the Board.

10.8 Documents requiring the signature of the Corporation shall be signed by any two officers and documents so signed shall be binding on the Corporation without any further authorization being required.

## **11. RIGHT OF APPEAL AND PROCEDURE**

11.1 Any member of the Corporation may appeal to the Board from a decision of an Officer, Director, or Committee affecting that member.

11.2 A member wishing to appeal such a decision shall file a notice in writing with the Secretary of the Corporation within thirty days after receiving the decision, providing the Board with sufficient information to consider the appeal.

11.3 The decision of the Board shall be announced by the President and the decision shall be final and binding on all parties to the appeal.

## **12. FISCAL YEAR**

12.1 The fiscal year of the Corporation shall end on December 31<sup>st</sup> of each year.

## **13. AUDITORS**

13.1 The Sustaining Members shall, at each AGM, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next AGM.