

AEROBATIC CLUB OF ALBERTA

AEROBATIC CLUB OF CANADA, CHAPTER SEVEN

BY-LAWS

1.0 MEMBERSHIP

- 1.1 A Flying Membership in the Aerobatic club of Alberta, Aerobatic Club of Canada, Chapter Seven, hereinafter called the Chapter, shall be open to anyone (and includes a membership of the Aerobatic Club of Canada), upon application in writing and upon payment of a fee set from time to time at the General Meetings of the Chapter.
- 1.2 A Family Membership will include anyone in the Flying Membership's household (who is not competing) upon application in writing.
- 1.3 Each member of the Chapter shall be entitled to one vote on each matter raised at General or Special Meetings of the Chapter. A member may appoint as his proxy any other member to vote at such General Meetings.

2.0 RESIGNATION, SUSPENSION OR EXPULSION OF MEMBERS

- 2.1 Members may resign at any time by giving notice in writing to the Treasurer of the Chapter. The member shall remain liable for payment of any assessment or other sum payable by him to the Chapter prior to his resignation from the Chapter.
- 2.2 If any member is in arrears for fees or assessment for any year, he shall be automatically suspended at the end of three months after the end of such year, and shall thereafter be entitled to no membership privileges or powers in the Chapter until reinstated.
- 2.3 Any member, upon $\frac{3}{4}$ vote of all members of the Chapter in good standing, may be expelled from membership for any cause that the Chapter may deem reasonable.

3.0 GENERAL AND SPECIAL MEETINGS OF THE CHAPTER

- 3.1 The Chapter shall hold an Annual Meeting at a date, time and place to be determined by the Board of Directors (see below). Notice of such a meeting will be given either in person, by telephone, email or by mail at least 14 days before the meeting unless all members of the Chapter agree to a shorter notice.
- 3.2 At the Annual Meeting the Order of Business shall be as follows:
 - a. Call to order
 - b. Minutes of Previous Meetings
 - c. Correspondence reported by Secretary
 - d. Report of the Board of Directors
 - e. Report of the Treasurer and appointment of auditor

- f. Previous unfinished business
 - g. New business
 - h. Nomination and Election of Officers
 - i. Adjournment
- 3.3 Special meetings of the Chapter may be called at anytime by the Board of Directors or upon the request of at least one third of the members of the Chapter. Notice of Special Meetings shall be given in the same way as notice of the Annual Meeting.
- 3.4 A quorum at the Annual General or the Special Meetings shall consist of one-fifth of the total membership of the Chapter eligible to vote and present at the meeting, but in no case less than five members. Members voting at a meeting may carry the proxy of members not able to be present.
- 3.5 The members shall at each annual meeting appoint an auditor to audit the accounts of the Chapter to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

4.0 THE OFFICERS OF THE CHAPTER

- 4.1 The affairs of the Chapter shall be conducted by a Board of Directors consisting of the President, Vice-President, Secretary and Treasurer, together with one member from each Alberta region. The quorum at any meeting of the Board of Directors shall be any three of its members. The President shall act as Chairman at all meetings, but in his absence any other member of the committee chosen at the meeting shall act as Chairman.
- 4.2 All members of the Board of Directors shall be elected at the Annual General Meeting, nominations being accepted beforehand in writing or from the floor. The order of election shall be first the President, then the Vice-President, then the Secretary, then the Treasurer and finally the members representing each Alberta region.
- 4.3 The President shall be the chief executive officer of the Chapter; he shall preside at all meetings of the Chapter and of the Board of Directors; he shall have general and active management of the business of the Chapter; he shall see that all orders and resolutions of the board are carried into effect; and he or the Vice-President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and other documents requiring the signature of the officers of the Chapter.
- 4.4 The Vice-President shall in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as shall from time to time be imposed upon him by the board.
- 4.5 The Secretary shall keep accurate minutes of all meetings of the Board of Directors or of the Chapter. He shall have charge of the Seal (**note: do we**

actually have a seal or should the reference of a seal be deleted) of the Chapter, which Seal, whenever used, shall be authenticated by the signature of the President or Vice-President and the Secretary. In the case of the absence of the Secretary his duties shall be discharged by such member of the Committee as may be appointed by the Committee. The Secretary shall have charge of all correspondence of the Chapter.

- 4.6 The Treasurer shall collect and receive the annual dues or assessments levied by the Chapter, keep a record of the names and addresses of all members of the Chapter, receive all monies paid to the Chapter and shall be responsible for the deposit of the same in whatever Bank the Board of Directors may order. He shall keep books as directed by the Committee and shall properly account for the funds of the Chapter. He shall prepare for submission to the Annual Meeting a statement duly audited of the financial positions of the Chapter, and shall submit a copy of the statement to the Secretary for the records of the Chapter.
- 4.7 The members of the Board of Directors shall receive no payment for their services.

5.0 POWERS FO THE BOARD OF DIRECTORS

- 5.1 The Board of Directors shall administer the affairs of the Chapter, and may make or cause to be made for the Chapter and in its name any kind of contract which the Chapter may lawfully enter into.
- 5.2 The Board of Directors is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights and warrants, options and other securities, lands, buildings and property, movable or immovable, real or personal, or any right to interest therein owned by the Chapter for such consideration and upon such terms and upon such conditions may deem advisable.
- 5.3 The Board of Directors shall determine the number and geographic location of regions within the Province of Alberta prior to the Annual Meeting.
- 5.4 The Board of Directors may from time to time establish working committees within the Chapter.
- 5.5 The Chairman of each of the committees shall be appointed by the Board of Directors and each such chairman will then appoint such other members as are required. Each such chairman shall be responsible to and report to the Board of Directors and shall continue as chairman until the next annual meeting of the members of the Chapter following his appointment.

6.0 AUDITING

- 6.1 The books, accounts and records of the secretary and treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Chapter elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Chapter. The fiscal year of the Chapter in each year shall be March 31.
- 6.2 The books and records of the Chapter may be inspected by any member of the Chapter at the Annual Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the boards shall at all times have access to such books and records.

7.0 BORROWING POWERS

- 7.1 For the purpose of carrying out its objectives, the Chapter may borrow or raise or secure money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Chapter, and in case shall debentures be issued without the sanction of a Special Resolution of the Chapter.

8.0 BY-LAWS

- 8.1 The By-Laws may be rescinded, altered or added to by a "Special Resolution" passed by a majority of not less than $\frac{3}{4}$ of such members entitled to vote as are present in person, at a General Meeting of which one month's written notice specifying the intention to propose the resolution as a special resolution has been duly given.

9.0 ARBITRATION

- 9.1 Any dispute arising out of the affairs of the Chapter and between any members of the Chapter or between:
- a. A member or a person who is aggrieved and who is not for more than six (6) months ceased to be a member, or;
 - b. A person claiming through the member or aggrieved person or claiming under the By-laws of the Chapter;
- and the Chapter or a Director or Officer of the Chapter, shall be decided by arbitration and all arbitration shall be governed pursuant to the provisions of the Arbitration Act.

10.0 SEAL

10.1 The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Chapter.

11.0 TERMINATION

11.1 Upon the dissolution of the Chapter and after payment of all debts and liabilities, the remaining assets of the Chapter shall become the property of Aerobatics Canada or its successor organization, failing which it shall be given to a non-profit charitable organization with objects in the field of aviation.

12.0 INTERPRETATION

12.1 In these and all other By-Laws of the Chapter the words he/his shall be taken to include she/hers, and reference to persons shall include firms and Corporations.

13.0 FOUNDING MEMBERS

- 1) Robert T. Herbison, Data Base Administrator
- 2) D. Grant Mckay, Petroleum Technologist
- 3) Douglas Jenkins, Flight Instructor
- 4) J. Tom Lockhart, P. Engineer
- 5) Robert Petryk, P. Engineer
- 6) Lynn McKay, Housewife

Approved by a Special Resolution on_____.

Pat Spencer, President

Neill Cook, Vice-President