

# Brockville Model Aeronautics Club

## (BMAC)

Ontario Not-for-Profit Corporation 1902445  
Established 1938, Incorporated October 15, 2013

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## Section 1 - General

### 1.01 Definitions

In this by-law, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Corporation;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
4. "Chair" means the chair of the Board and President;
5. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
7. "Executive" means, collectively, the elected officers;
8. "Member" means a member of the Corporation;
9. "Members" means the collective membership of the Corporation; and
10. "Officer" means an officer of the Corporation.

## **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## **1.03 Severability and Precedence**

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **1.04 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person 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 Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **Section 2 - Directors**

### **2.01 Election and Term**

The Directors must be members of the club and shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual general meeting (AGM) or until their successors are elected or appointed.

### **2.02 Vacancies**

The office of a Director shall be vacated immediately if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members present to remove him or her.

### **2.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

1. A quorum of Directors may fill a vacancy among the Directors by appointing another member of the Executive, who shall hold office until the next AGM;
2. The Members may fill a vacancy by a majority vote and any Director elected to fill the vacancy shall hold office until the next AGM.

## **2.04 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director.

## **Section 3 - Financial**

### **3.01 Banking**

The Executive shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **3.02 Financial Year**

The financial year of the Corporation ends on December 31 in each year.

### **3.03 Expenditure Authorization**

The Executive has primary responsibility for managing finances. Routine operating expenses are handled by the Treasurer, who reports these at each Members' meeting. The Treasurer is authorized to spend up to \$500 on normal operations items without prior approval by the Membership. Any significant, non-routine payments, within this limit, must be agreed to, at minimum, by the President and the Treasurer plus 2 others of the Executive. This will be reported upon at the next Members' meeting.

## **Section 4 - Officers**

### **4.01 Officers**

Directors and Officers will be elected at the AGM, as described in section 8.01.

### **4.02 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

### **4.03 Duties of the Chair-President**

The president shall perform the duties described in section 8.05, Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

### **4.04 Duties of the Treasurer**

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

#### **4.05 Duties of the Secretary**

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

#### **Section 5 - Protection of Directors and Others**

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

#### **Section 6 - Conflict of Interest**

A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director or Officer shall attend any part of a meeting of Directors or Members or vote on any resolution to approve any such contract or transaction.

#### **Section 7 - Members**

##### **7.01 Membership**

The membership period is from January 1 to December 31. Fees will be set by the Executive. A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

##### **7.02 Termination of Membership for Cause**

A membership will be terminated if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members present to remove him or her.

## **Section 8 - Members' Meetings**

### **8.01 Annual Meeting**

The annual meeting shall be held on a day between January 1 and April 30 and at a place within Ontario fixed by the Executive. All Members shall be provided, not less than 21 days before the annual meeting, with a copy of the agenda, approved financial statements and proxy form.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. acceptance of the treasurer's report will obviate a formal audit or review engagement;
5. election of positions Chair-President, Director-Vice President, Director-Treasurer, Secretary and any other positions deemed necessary; and
6. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **8.02 Special Meetings**

The Executive may call a special meeting of the Members. The Executive shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

### **8.03 Notice**

Subject to the Act, not less than 21 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

### **8.04 Quorum**

A quorum for the transaction of business at a Members' meeting is one quarter of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **8.05 Chair of the Meeting**

The President shall be the chair of the Members' meeting; in the President's absence, a member of the Executive or a Member may chair the meeting. If none of the Executive is present, the meeting will be cancelled.

### **8.06 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **8.07 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members and Directors. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 9 – BMAC Field**

1. All persons operating models at the Brockville Model Aeronautics Club field must be current members of M.A.A.C. or A.M.A. and must be able to show proof.
2. All persons operating models at the Brockville Model Aeronautics Club must follow the Field Rules posted at the field.

## **Section 10 - Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director shall be provided by email at their latest address as shown in the records of the Corporation.

### **10.02 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **Section 11 - Adoption and Amendment of By-laws**

The Members may from time to time amend this by-law by a majority of the votes cast.

**Enacted February 10, 2014.**

\_\_\_\_\_  
**President**

\_\_\_\_\_  
**Secretary**

## **Schedules**

### **Schedule A: Position of the President**

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and Members. Establish agendas aligned with annual Board goals and preside over Board meetings.

### **Schedule B: Position of the Treasurer**

The treasurer works collaboratively with the president to support the Board in achieving its fiduciary responsibilities.

**Custody of Funds:** The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

**Financial Statement:** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board. File Canada Revenue Agency returns as required.

### **Schedule C: Position of the Secretary**

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

**Document Management:** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board.

**Meetings:** Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend or ensure a delegate at all meetings of the Corporation.