

First Members in the Association

The first members of the Association were the original incorporators of the Association, and were Lillian H. Hockin, Weston, Ontario, Paul L. Durant, Halifax, Nova Scotia, Ben J. Webb, Ottawa, Ontario, Reg Dunning, Toronto, Ontario, Bruce Lester, Toronto, Ontario, Lavalle J. Walter, Windsor, Ontario, Wilfred St. John, Winnipeg, Manitoba, Roy Dolson, Preston, Ontario, Frederick J. Stull, St. Catharines, Ontario, Robert G. Moore, Edmonton, Alberta and D.P. Collis, Victoria, British Columbia.

Definitions

1. (1) The following definitions apply to these By-laws.

“Association” or “Corporation” means the Model Aeronautics Association of Canada in English or Modélistes Aeronautiques Associés du Canada in French.

“Act” means the Canada Corporations Act and related statutes and/or any future Act and associated statutes that may replace it.

“annual general meeting” means the annual meeting of the members of the Corporation

“annual Zone meeting” means the annual meeting of the members of a National Organization Zone.

“Club Affiliate Member” is a club within the organization of the corporation. The Club Affiliate Member is loosely called a “Charter Club” of the corporation.

“M.A.A.C.” is the acronym for the Model Aeronautics Association of Canada in English or Modélistes Aeronautiques Associés du Canada in French.

“ordinary resolution” or “resolution” means a resolution passed by a majority of the votes cast on that resolution.

“special resolution” means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

“Zone” means a National Organization Zone of the Model Aeronautics Association of Canada.

Corporate Seal, Certificates and Insignia

2. (1) The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.



(2) The insignia of the Corporation shall be as set out below.



(3) The certificates of the Corporation shall be as filed at the registered office of the Corporation.

Registered Office

Location

3. (1) The registered office of the Corporation shall be located at the City of Burlington in the Province of Ontario and the place or places therein where the business of the Corporation may, from time to time, be carried on.

Changing the Location of Registered Office

(2) The board of directors may, by resolution, change the location of the registered office of the Corporation within the Province of Ontario provided that no material change in the location of the registered office takes place until such resolution shall be confirmed by special resolution of the members at the next annual general meeting of members.

(3) If the registered office must be vacated for reasons beyond the control of the Corporation, its officers or directors, The Executive Committee shall have the authority to temporarily re-located the registered office until a permanent location may be determined in accordance with subsection 3 (2).

National Organization Zones

4. (1) The membership of the Association shall be divided into 13 National Organization Zones with the following designations:

- Zone A; Alberta / Northwest Territory / Nunavut
- Zone B; Atlantic
- Zone C; British Columbia / Yukon Territory
- Zone D; Manitoba / Northwestern Ontario
- Zone E; Middle Ontario
- Zone F; Northern Ontario
- Zone G; Ottawa Valley
- Zone H; Pacific
- Zone I; Quebec
- Zone J; St Lawrence
- Zone K; Saskatchewan
- Zone L; Southeast Ontario
- Zone M; Southwest Ontario

Zone Boundaries

5. (1) The geographic boundaries for each National Organization Zone are outlined in appendix "A" of these By-laws.

Change in Number of Zones or Boundaries

(2) Any change in the number of National Organization Zones or their boundaries shall be by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of National Organization Zones and/or their boundaries.

Membership Year

6. (1) The membership year shall be the calendar year commencing with the 1st day of January and ending with the 31st day of December.

Conditions of membership

Approval

7. (1) Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Corporation.

Fees

8. (1) Full members in good standing shall be those admitted to membership and who have paid all required fees or dues for the applicable membership class as may be set out by the board of directors from time to time and ratified by the membership at an annual meeting of members of the Corporation.

Termination of Membership

9. (1) The rights of membership shall terminate on December 31st of each year unless required fees or dues for the applicable membership class for the subsequent year have been paid in full. Any membership may be terminated by special resolution of the Board of Directors. The member shall have an opportunity, upon written notice to the President of the Association within thirty (30) days, to show cause why the membership should not be terminated as provided in this article.

Resignation

10. (1) Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

Removal

- (2) Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual or special meeting of members of the Corporation.

Classes of Membership

Voting classes:

Open Member

- 11 (1) an open member shall be any person who is 18 years of age on the first of January in any year and shall in respect of such year be eligible to be an open member of the Corporation. Such member shall be entitled to one vote at all meetings of members of the Corporation and all meetings of members of the National Organization Zone in which such member is represented.

Life Member

- (2) Life members shall be persons or organizations who are interested in the advancement of model aeronautics and who have paid such fee as may be set out by the board of directors. Such member or a single representative of such member in the case of an organization shall be entitled to one vote at all meetings of members of the Corporation and all meetings of members of the National Organization Zone in which such member is represented.

Honourary Life Member

- (3) Honourary Life Member shall be a person who has served the Association one full term as president or has done outstanding service to the Association over a minimum period of ten (10) years. Such member shall be exempt from the payment of annual membership dues. Such member shall be entitled to one vote at all meetings of members of the Corporation and all meetings of members of the National Organization Zone in which such member is represented.

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Sustaining Member

(4) Sustaining members shall be persons or organizations who are interested in the advancement of model aeronautics who have paid such fee as may be set out by the board of directors. Such member or a single representative of such member in the case of an organization shall be entitled to one vote at all meetings of members of the Corporation and all meetings of members of the National Organization Zone in which such member is represented.

Corporate Member

(5) Corporate members shall be corporations or organizations who are interested in the advancement of model aeronautics and who have paid such fee as may be set out by the board of directors. A single representative of a corporate member shall be entitled to one vote at all meetings of members of the Corporation.

Non-Voting classes:

Club Affiliate Member (Chartered Clubs)

12. (1) Club affiliate (Chartered Club) members shall be clubs who are interested in the advancement of model aeronautics and who agree to implement the safety code of the Model Aeronautics Association of Canada at any model operation sites of such corporation, organization or club and who have paid such fee as may be set out by the board of directors. A club affiliate member shall have no voting rights in the Corporation.

(2) Club Affiliate Members shall have the right to collect membership fees on behalf of the Corporation.

Junior Member

(3) A junior member shall be any person who is under 18 years of age on the first of January in any year and shall in respect of such year be eligible to be a junior member of the Corporation. A Junior Member shall have no voting rights in the Corporation nor shall he be eligible for election to the board of directors or for office in the Corporation.

Temporary Member

(4) This membership is available to persons whose country of permanent residence does not have a reciprocal membership agreement with the corporation. Details are available through the Head Office.

Member Rights

13. (1) Unless otherwise provided for in these By-laws every member shall:

(a) Receive a unique registration number and membership card.

(b) be eligible to compete in any competitions sanctioned by the Association or any competition sanctioned by any model organization which has a reciprocal agreement with M.A.A.C. and which is affiliated either directly or indirectly with the Fédération Aéronautique Internationale (F.A.I.).

(c) be eligible to represent Canada in world competition (F.A.I.) providing the member qualifies according to the regulations as set down by the Association and is able to obtain an international sporting license as issued by the Aero Club of Canada.

(d) be advised of the National Organization Zone in which he resides. A member may request that the board of directors approve the transfer of such member's Zone representation to a Zone adjacent to the one in which the member resides by delivering to the Corporation such written request and lodging a copy of the same with the secretary of the Corporation.

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(e) be entitled to attend the annual or any other general meeting of the members of the Corporation and the annual Zone meeting or any other general meeting of the members of the National Organization Zone in which such member is represented and to be heard in respect of any matter at any such meeting.

(f) Be entitled, at the annual meeting of members of the Zone in which the member is represented, to propose resolutions and/or recommendations to be considered at the annual meeting of the members of the Corporation, and if such resolutions and/or recommendations are approved by a majority vote of the members of the National Organization Zone, to have such resolutions and/or recommendations included on the agenda of the annual general meeting of the members of the Corporation.

(g) be eligible to be elected to the board of directors, or to hold any office in the Corporation or to be elected or appointed to the membership or chair of any committee.

(h) be eligible to transfer to another membership class upon the approval of the board of directors and upon payment of any required fees or dues for the applicable membership class

(2) No provision in these By-laws shall prevail over any right of members expressly provided for in the Act, or any other applicable statute.

Member's Meetings

Annual General Meeting - Location and time

14. (1) The annual or any other general meeting of the members shall be held at the registered office of the Corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint.

Requisition of Meeting

15. (1) The board of directors, on the written requisition of members of the Corporation carrying not less than five (5) percent of the voting rights, shall call a general meeting of members for the purposes stated in the requisition, to be held at the registered office of the Corporation or at such place as the board of directors may appoint.

(2) The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation.

Annual Zone Meeting – location and time

16. (1) The annual or any other general meeting of the members of a National Organization Zone shall be held at any place in the National Organization Zone as the director of such Zone may determine and on such day as said director shall appoint during the months of August, September or October.

Quorum

17. (1) A number of members carrying not less than five (5) percent of the voting rights in the Corporation present in person or by proxy at the annual or any other general meeting of the members of the Corporation will constitute a quorum.

(2) A number of members carrying not less than five (5) percent of the voting rights in a National Organization Zone present in person or by proxy at the annual or any other general meeting of the members of such Zone will constitute a quorum.

Conduct of Annual General Meeting

18. (1) At every annual meeting of members of the Corporation, in addition to any other business that may be transacted, the report of the directors, the reports of the Committee Chairmen, the financial statement and the report of the auditors shall be presented and auditors

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appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

Notice of meeting

19. (1) A minimum of fourteen (14) day's written notice and no greater than sixty (60) day's written notice shall be given to each voting member of the annual or any other general meeting of members of the Corporation or of members of a National Organization Zone.

Notice of business

20. (1) Notice of any meeting where any business either special or general will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.

Notice by Publication

21. (1) Any written notice required in these By-laws shall be held satisfied if such notice is published in a newsletter or national publication of the Corporation, provided that:
- (a) Such notice is prominently displayed in such publication and in such a manner as to be reasonably expected that every member who is eligible to vote will see it.
 - (b) Such newsletter or publication is mailed within the prescribed period to every member who is eligible to vote.

Voting rights

22. (1) Unless otherwise provided for in these By-laws, each voting member present at the annual or any other general meeting of members of the Corporation or of members of a National Organization Zone shall have the right to exercise one (1) vote.

Voting

23. (1) A majority of the votes cast by the members present in person or by proxy and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.

Absentee Voting by Open Proxy

24. (1) A voting member may, by means of a written open proxy, appoint a proxy holder to attend and act at a specific meeting of members. Where multiple proxies have been given by the same member, the proxy bearing the most recent date shall be the only valid proxy. An open proxy shall specify that the proxy holder be authorized to exercise his own discretion in acting on behalf of such member on all voting matters at such meeting. An open proxy holder must be a member of the Corporation.

Absentee Voting by Closed Proxy

25. (1) A voting member may, by means of a written closed proxy, register his vote on any matter included in the notice of business of a specific meeting of members by appointing a proxy holder to deliver such proxy to such meeting. Where multiple proxies have been given by the same member, the proxy bearing the most recent date shall be the only valid proxy. A closed proxy holder need not be a member of the Corporation.

(2) At any specific meeting to which written closed proxies have been delivered, the scrutineers shall collect all such proxies and shall count the votes therein in the manner and to the extent authorized by each proxy and shall report the results of such votes to the presiding officer.

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(3) A voting member may vote by open or closed proxy at the annual or any other general meeting of the members of the Corporation or of a National Organization Zone.

Errors in giving notice

- 26.** (1) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation or of a Zone shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.

Board of Directors

Number of directors

- 27.** (1) The property and business of the Corporation shall be managed by a board of directors, comprised of a minimum of three directors, and shall include one director from each of the National Organization Zones, and *ex officio* the President who shall act as the chairman of the board of directors.

Qualifications of Directors

- 28.** (1) Directors must be individuals, 18 years of age, with power under law to contract. Directors need not be members.

Change in the Number of Directors

- 29.** (1) Any change in the number of directors shall be by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors.

Election of Directors

- 30.** (1) Each of the National Organization Zones shall, at the annual Zone meeting, elect from among its members a director who shall serve as a member of the board of directors.

(2) The election of any additional directors resulting from a change in the number of directors as provided for in section 29 (1) shall be by an ordinary resolution of the members at a meeting duly called for the purpose of electing such directors to the board of directors.

Office of Director to be vacated

- 31.** (1) The office of director shall be automatically vacated:
- (a) if at a meeting of members, a resolution is passed by 2/3 of the members present at the meeting that he be removed from office;
 - (b) if at a meeting of members of a National Organization Zone, a resolution is passed by 2/3 of the members present at the meeting that the director of such Zone be removed from office;
 - (c) if a director has resigned his office by delivering a written resignation to the secretary of the Corporation;
 - (d) if he is found by a court to be of unsound mind;
 - (e) if he becomes bankrupt or suspends payment or compounds with his creditors;
 - (f) on death;

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Filling of Vacancies

32. (1) If a vacancy of directors shall occur for any reason in these By-laws contained, the deputy Zone director elected in the National Organization Zone in which the vacating director is represented shall fill such vacancy.
- (2) If no such deputy Zone director is available, or is unwilling to serve on the board, the President shall appoint a Zone Director to serve until the next Zone Meeting.
- (3) Any member of the National Organization Zone in which the vacating director is represented may call a meeting of the members of such Zone to fill the vacancy.

Remuneration of Directors, not for pecuniary gain

33. (1) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.
- (2) Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation there for.

Retiring Directors

34. (1) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

Powers and Duties of Directors

Duty to manage or supervise management

35. (1) Subject to the Act, the By-laws of the Corporation and any unanimous member agreement, the directors shall manage or supervise the management of the activities and affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is so authorized to exercise and do.

Powers of Directors

- (2) The board of directors is hereby authorized from time to time:
- (a) to authorize expenditures on behalf of the Corporation;
 - (b) to make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into;
 - (c) to appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
 - (d) to delegate, by resolution, to an officer or officers of the Corporation the right to employ and pay salaries to employees;
 - (e) to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe;
 - (f) to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;

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(g) to limit or increase the amount to be borrowed;

(h) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;

(i) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Duties of Directors & Officers

(3) Every director and officer of the Corporation in exercising their powers and discharging their duties shall:

(a) act honestly and in good faith with a view to the best interests of the Corporation;

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

(c) comply with the Act, the regulations and By-laws of the Corporation and any unanimous member agreement.

Lawfulness of By-laws and Objects

(4) Every director of the Corporation shall verify the lawfulness of the By-laws and the purpose and objects of the Corporation.

No Exculpation

(5) Subject to any provision of the Act, no provision in a contract, the By-laws or a resolution relieves a director or an officer from the duty to act in accordance with the Act or the regulations or relieves them from liability for a breach of the Act or the regulations.

Enable the Corporation to solicit

(6) The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

Remuneration of officers/employees

36. (1) Remuneration for all officers, agents and employees and committee members shall, by resolution, be fixed by the board of directors. Such resolution shall have force and effect only until the next meeting of members of the Corporation when such resolution shall be confirmed by a resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

Management of National Organization Zones

37. (1) Each director of a National Organization Zone shall be responsible for the management of the affairs of such Zone as may be prescribed in the rules and regulations and policies of the Corporation.

(2) Each director of a National Organization Zone shall represent all members within the zone by exercising voting powers on their behalf. The zone director shall have the number of votes represented by the total number of members within the zone except for zone members who

represent themselves at the Annual General Meeting and where open or closed proxies have been so presented.

Director's Meetings

Notice and how conducted

38. (1) Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors.

(2) No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Voting rights of directors

39. (1) Each director is authorized to exercise one (1) vote at any meeting of the board of directors.

Tied Vote

(2) At any meeting of the board of directors, the president shall vote only in order to break a tied vote.

Quorum

40. (1) A majority of directors in office, from time to time, but no less than fifty-one (51) percent of the directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Corporation.

No Alternate Directors

41. (1) No person shall act for an absent director at a meeting of the directors and no absent director may participate in a meeting of the board of directors by means of a detailed ballot.

Dissent

42. (1) A director who is present at a meeting of directors or of a committee of directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

(a) the director requests a dissent to be entered in the minutes of the meeting;

(b) the director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or

(c) the director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned.

(2) A director who votes for or consents to a resolution is not entitled to dissent under section 44 (1).

(3) A director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within the prescribed period after becoming aware of the resolution or action, the director:

(a) causes a dissent to be placed with the minutes of the meeting; or

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(b) sends a dissent by registered mail or delivers it to the registered office of the Corporation.

Indemnities to Directors and Others

43. (1) Every director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

(a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Officers

Definition

44. (1) The officers of the Corporation shall be the president, vice-president, immediate past president, secretary, treasurer, and any such other officers as the board of directors may by By-law determine. Any two offices may be held by the same person. Officers need not be directors, or members other than the President or Vice-President.

How elected

45. (1) The president and vice-president shall be elected by a majority vote of the board of directors from among their number. Such election shall be conducted at a meeting of the Board of Directors prior to the Annual General Meeting. This election may be conducted by mail ballot. The positions shall be ratified by the membership at the conclusion of the Annual General Meeting at which time the president shall cease to be a Zone Director.

Incumbent President

(2) An incumbent President may be elected for additional terms by a majority vote of the board of directors provided that such election shall be confirmed by majority vote of the members at the next annual meeting of the members of the Corporation. If the election of an incumbent President fails to be so confirmed by the members of the Corporation, the board of directors shall meet immediately prior to the annual general meeting of the members of the Corporation and elect a president from among their number.

Deputy Zone Directors

(3) Each of the National Organization Zones shall, at the annual meeting of members of such National Organization Zone, elect a deputy Zone director from among its members

(4) Officers other than the deputy Zone directors and the president and vice-president of the Corporation shall be appointed by resolution of the board of directors at the meeting of the Board of directors prior to the Annual General Meeting. Such appointments are to be ratified by the members at the Annual General Meeting.

Term

46. (1) The officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

(2) Should the Immediate Past President resign his office, the office shall stand vacant until an out-going president fills such vacancy.

Duties of Officers

President

47. (1) The president shall preside at all meetings of the Corporation and of the board of directors and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.

Vice President

- (2) 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 of directors.

Treasurer

- (3) 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 of directors from time to time. He 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 Executive Committee and the directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.

Secretary

- (4) The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out his affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or Executive Committee, under whose supervision he shall be. He shall be custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

Deputy Zone Director

- (5) The deputy Zone director shall assist the director of the National Organization Zone in the management of the affairs of the Zone and shall perform such duties as shall from time to time be imposed upon him by the director of such Zone. The deputy Zone director shall, in the absence or disability of the director of a National Organization Zone, be responsible for the management of the affairs of such Zone, as may be prescribed in the rules and regulations of the Corporation until the director of such Zone returns to his duties, or a new director is elected or appointed in his stead. The Deputy Zone Director may not substitute for the Zone Director at the meetings of the Board of Directors. Should the current Zone director vacate the position, the deputy Zone director shall become the Zone director.

Assistant Zone Director

- (6) The assistant Zone director shall assist the director of the National Organization Zone in the management of the affairs of the Zone and shall perform such duties as shall from time to time be imposed upon him by the director of such Zone.

All others

- (7) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

Committees

How appointed

48. (1) Except as otherwise provided for in these By-laws, the board of directors may appoint standing or ad hoc committees whose members and/or Chairman will hold their offices at the will of the board of directors.

General Terms of reference

49. (1) All standing committees, excluding the Executive Committee and any committee composed of committee chairmen, shall have the following general terms of reference:
- (a) A committee may not have more than two committee members representing a single National Organization Zone, excluding the committee chairman.
 - (b) Nominations for the appointment of committee members and committee chairman must be made at the Annual Zone Meeting and may be made in person or by proxy.
 - (c) The term of office of a committee member or chairman shall be from the adjournment of the first annual general meeting following the appointment of such committee member or chairman to the adjournment of the next annual general meeting.
 - (d) Casual vacancies in committee members may not be filled mid term.
 - (e) A casual vacancy in the office of committee chairman may be filled by a majority vote of the committee members from among their number.
 - (f) Committees must submit to the Board of Directors an annual report appropriate to their specific terms of reference to be received at the annual general meeting.

Additional Terms of Reference

- (2) The directors may fix by resolution any remuneration to be paid to committee members or chairmen, and shall determine any additional and/or particular terms of reference of such committees to be recorded in the rules and regulations and policy of the Corporation.

Executive Committee

Structure

50. (1) There shall be an Executive Committee composed of the president, the vice-president, the immediate past president and two board members who shall be appointed by a majority vote of the board of directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

Appointments

51. (1) Election of board members at large to the Executive Committee shall be by a majority vote of the board of directors conducted at the meeting of the Board of Directors preceding the Annual General Meeting and is to be ratified by the membership at the Annual General Meeting. This election may be conducted by mail ballot. The positions shall be ratified by the membership at the conclusion of the Annual General Meeting at which time the president shall cease to be a Zone Director.

Term

52. (1) The members of the Executive Committee shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.

Powers and Duties

53. (1) The Executive Committee shall

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- (a) supervise and control the operations and conduct the business of the Corporation when the board is not in session;
- (b) exercise such powers as are authorized by the board of directors and shall see that all orders and resolutions of the board of directors are carried into effect;
- (c) have the power to authorize the seal of the Corporation to be affixed to all papers which may require it;
- (d) have the power to authorize all operating expenditures. Capital expenditures exceeding the limiting amount set by the board of directors from time to time must be approved by a majority vote of the board of directors;
- (e) give such direction to the officers of the Corporation in regards to all matters as in their judgment is deemed necessary, subject to the Act and the By-laws of the Corporation; and
- (f) perform such other duties as shall from time to time be imposed upon it by the board of directors.

Limits on Authority

(2) Despite section 55 (1) no Executive Committee, managing director or any committee of directors shall have authority to:

- (a) submit to the members any question or matter requiring the approval of members;
- (b) fill a vacancy among the directors or in the office of auditor or appoint additional directors;
- (c) issue debt obligations except as authorized by the directors;
- (d) approve any financial statements required by the Act or these By-laws to be placed before the members at an annual general meeting;
- (e) adopt, amend or repeal by-laws; or
- (f) establish contributions to be made, or dues to be paid, by members.

Meetings & Notice

54. (1) Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting.

Quorum

(2) A majority of the members of such committee but no fewer than three (3) shall constitute a quorum.

Error in Notice

(3) No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Removal from committee

55. (1) Any Executive Committee member may be removed by a majority vote of the board of directors.

Immediate past president

56. (1) The immediate past president shall serve on the executive committee until such time as he is no longer the immediate past president or chooses to resign.

Filling Vacancies

57. (1) Any casual vacancy, with the exception of the immediate past president, on the Executive committee may be filled by a majority vote of the board of directors from among their number.

Execution of Documents

Signing authority

58. (1) Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

Minutes of Meetings

Director meeting

59. (1) The minutes of the board of shall be available to the board of directors, each of whom shall receive a copy of such minutes. The minutes shall also be available to the membership for viewing during the usual business hours of the corporation. A copy can be made available at a reasonable fee.

Executive Meeting

- (2) The minutes of the Executive Committee shall be available to members of the Executive Committee and members of the board of directors. Each member of the executive and of the board of directors shall receive a copy of such minutes. The minutes shall also be available to the membership for viewing during the usual business hours of the corporation. A copy can be made available at a reasonable fee.

Member meeting

- (3) The minutes of the annual or any other general meeting of the members shall be available to the general membership of the Corporation, each of whom shall receive a copy of such minutes by mail or by publication in a newsletter or national publication of the Corporation.

Financial Year

60. (1) Unless otherwise ordered by the board of directors, the fiscal year end of the Corporation shall be Dec 31st.

Amendment of By-laws

61. (1) The By-laws of the Corporation not embodied in the letters patent may be repealed or amended by By-law, or a new By-law relating to the requirements of the Act, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said By-law, provided that the repeal or amendment of such By-

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laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained or until any other related requirement of the Act is fulfilled.

Appointment of Auditor

62. (1) The members shall, by ordinary resolution at each annual general meeting of the members of the Corporation, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual general meeting. The auditor shall hold office until the next annual general meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by ordinary resolution of the members or, if not so fixed, shall be fixed by the directors.

Qualifications of Auditor

(2) In order to be an auditor of the Corporation a person shall:

(a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province of Canada.

(b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the Act

(c) except as otherwise provided for by the Act, be independent of the Corporation, any of its affiliates, or the directors or officers of the Corporation or its affiliates.

(3) A person is deemed not to be independent if that person or their business partner is a business partner, a director, an officer or an employee of the Corporation or any of its affiliates, or is a business partner of any director, officer or employee of the Corporation or any of its affiliates.

Books and Records

63. (1) The directors shall see that all necessary books and records of the Corporation required by the Act, the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Rules & Regulations

64. (1) The board of directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed by resolution, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

Rules of Order

65. (1) Procedures for Meetings and Organizations, by M.K. Kerr and H.W. King, Carswell Legal Publications, Toronto, 1988 or later additions, shall govern the organization and all procedural matters not otherwise covered by the Act or these By-laws

Interpretation

66. (1) In these By-laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Dissolution

67. (1) Should the corporation, for any reason be dissolved, any funds remaining after all proper and legal accounts have been settled shall be donated to the Canada Aviation Museum located in Ottawa, Ontario.

NATIONAL ORGANIZATION ZONES

