

GENERAL BY-LAWS

of

Warbirds Canada

Approved by the Membership on April 20th 2023

MISSION

Warbirds Canada's mission is to promote and preserve the safe operation, display, and enjoyment of ex-military warbird in Canada. Warbirds Canada strives to function as a national resource for information related to the maintenance and safe operation of our aircraft. Through our website, our national officers, and our board of directors, we link member operators, pilots and maintainers en masse, speaking with a unified-voice on the issues and concerns affecting warbird operators. It is our objective to provide training opportunities and to promote the organization of events that provide resources and foster camaraderie.

By-Law #1

A by-law relating generally to the transaction of the business and affairs of Warbirds Canada.

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

ARTICLE I

INTERPRETATION

In these by-laws

- 1.01 "Board" means the Board of Directors of the Corporation;
- 1.02 "By-laws" means the by-laws of the Corporation;
- 1.03 "Corporation" means the Warbirds Canada, incorporated by Letters Patent dated
- 1.04 "Director" means a member of the Board;
- 1.05 "Meetings of Members" shall mean any annual special or general meeting of Members, as the case may be, but shall not include Members monthly briefings;
- 1.06 "Member" means a member of the Corporation;
- 1.07 "Officer" means an Officer of the Corporation;
- 1.08 "Voting Member" means an Ordinary Member, Life Member.
- 1.09 "Warbirds" means an aircraft that was designed for military purposes, or operated by a military force.
- 1.10 "Warbird Operator" means an individual or corporation which is the registered owner of a Canadian registered Warbird.
- 1.10 "He" shall mean all genders (i.e. /he' or 'she'). All titles shall be deemed gender neutral.

ARTICLE II

HEAD OFFICE

2.01 The Head Office of the Corporation shall be in the Province of Ontario, at such a place therein as the Board may from time to time by resolution determine.

ARTICLE III

SEAL

3.01 The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation for its use and safekeeping.

ARTICLE IV

MEMBERSHIP

4.01 Membership in the Corporation shall be open to all individuals, companies, corporations, partnerships, sole proprietorships and unincorporated associations who are interested in furthering the objects of the Corporation subject to the provisions of the following paragraphs of this Article IV.

4.02 The Members of the Corporation shall be those persons who are from time to time enrolled as Members of the Corporation at its Head Office. There shall be maintained at the Head Office of the Corporation a list of Members in good standing enrolled at such office. Save as otherwise expressly herein provided, the fee for membership in the Corporation, for class of Member (as herein provided for), shall be such sum per annum or otherwise as may be fixed from time to time by the Board.

4.03 There shall be *four* classes of membership in the Corporation, namely:

- (a) Ordinary Members;
- (b) Life Members;
- (c) Honorary Members.
- (d) Associated members (children under 16 and/or spouse)

Ordinary Members and Life Members shall be entitled to receive notice of Meetings of Members, to attend and to vote at all Meetings of Members of the Corporation. Honorary Members and Associated Members of the Corporation shall be entitled to receive notice and to attend Meetings of Members of the Corporation but shall not be entitled to vote thereat.

In the case of an Ordinary Member or a Life Member which is a company, corporation, partnership or unincorporated association, the duly authorized representative (limited to one per membership) shall be entitled to one vote at Meetings of Members of the Corporation. Such member shall advise the Board in writing of such authorized representative.

4.04 Ordinary Members shall be those individuals, companies, corporations, partnerships, sole proprietorships and unincorporated associations who have filed an application for such annual membership with the Corporation, who have paid their membership fee, and who have been admitted as Ordinary Members by the Board.

4.05 Life Members shall be those individuals, companies, corporations, partnerships, sole proprietorships and unincorporated *associations*, who have paid their membership fee and/or who have been admitted as Life Members by the Board.

4.06 Honorary Members shall be those individuals whose names have been presented in writing for such membership with the Corporation and who have been admitted as Honorary Members by the Board.

4.07 Associated Members shall be those individuals, who have paid their membership fee and who have been admitted as Associated Members by the Board.

4.08 The membership of any member shall be automatically terminated upon death of a Member or if such Member fails to pay any fee within the time prescribed by the Board. Such termination of membership shall not prejudice the Member's right to apply for re-admission. The Board may, by a resolution passed by a two-thirds majority vote, terminate any membership for just cause, provided, however, that the membership of any Director of the Corporation shall not be terminated unless such Director has first been removed as a Director of the Corporation pursuant to Section 5.09 of this By-law.

The Member considered for termination shall be advised, in writing, prior to any such vote or resolution of termination of membership, and he be given the opportunity at any regular or special Board Meeting to defend that Member's position.

4.09 Membership in the Corporation is not transferable.

4.10 Notwithstanding any other provision hereof an Ordinary Member whose fees are paid annually shall not be entitled to vote at any Meetings of the Members of the Corporation unless such membership fee was paid in full to the Corporation at least *thirty (30)* days prior to the date of such Meeting.

4.11 The term of membership of an Ordinary Member whose fees are paid annually shall be January 1st to December 31st of the then current year.

ARTICLE V

DIRECTORS

5.01 Board of Directors

The affairs of the Corporation shall be managed by a Board of five (5) Directors who may exercise all such powers and do all such things as may be exercised or done by the Corporation and are not by the By-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a Meeting of Members.

5.02 Composition of the Board

At not point can the Corporation function without at the very least one Warbird Operator (as defined in Article I of these by-laws) sitting on the Board of Director. Should, through Vacancy, the Board find itself without a Warbird Operator as Director, the Board must appoint such a Director, in accordance with Article 5.08 of these by-laws.

5.03 Qualification of Directors

Directors shall be individuals, eighteen or more years in age and at the time of their election and throughout the term of their office be an Ordinary Member or a Life Member of the Corporation.

5.04 Nominations

Subject to these By-laws, nominations for election as Director at the Annual Meeting of the Corporation may only be made by

- (a) The Nominating Committee of the Board; or
- (b) Voting Members, provided that each nomination by a Voting Member
 - (i) Is in writing and signed by at least two (2) Voting Members in good standing; and
 - (ii) Is accompanied by a written consent signed by the nominee that he will serve as a Director in accordance with these Bylaws if elected; and
 - (iii) Is submitted to and received by the Secretary at least fourteen (14) days before the date of the Annual Meeting.

5.05 Election of Directors

The Directors of the Corporation, save in hereafter provided, shall be elected at the Annual Meeting of Members and shall hold office for a term of two years, provided, however, that at the next election of Directors, three (3) Directors shall be elected for a term of two years from the date of their election or until the second Annual Meeting after

such date, whichever shall first occur, and two (2) Directors shall be elected for a term of one year from the date of their election or until the first Annual Meeting after such date, whichever shall first occur. At each Annual Meeting of Members thereafter the proper number of Directors to replace the Directors retiring in such year shall be elected for a term of two years or until the second meeting after their election, whichever shall first occur.

5.06 At the first Meeting of Members, the Board of Directors then elected shall replace the provisional Directors named in the Letters Patent of the Corporation.

5.07 (1) Directors shall be elected by the Members at the Annual Meeting of Members on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this By-law, Directors shall be eligible for re-election.

(2) Any Director that has served for 4 consecutive terms shall not be eligible to stand for re-election of a 5th consecutive term. That Member can after 1 year, stand for election subject to articles 5.02, 5.03, 5.04 and 5.06. Exception for reinstatement may be made pursuant to article 5.07.

5.08 From time to time in the event of a vacancy however caused occurring in the Board (except through a increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors in office, be filled by an appointee if they shall see fit to do so; otherwise, such vacancy may be filled at the next Meeting of Members. Any Director appointed to fill any such vacancy shall hold office until the next membership annual meeting where the position will be freed for election.

5.09 Vacation of Office

A person ceases to be a Director of the Corporation if:

- (a) he or she becomes bankrupt;
- (b) he or she is found by a court to be mentally incompetent or of unsound mind;
- (c) By notice in writing to the Secretary of the Corporation he or she resigns his or her office; or
- (d) he or she ceases to be a Member of the Corporation.

5.09 Removal of Directors

The Members of the Corporation may, by resolution passed by at least two-thirds of the votes, cast at a general Meeting of Members which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect any Member in his or her stead for the remainder of the term.

5.10 Remuneration of Directors

The Directors of the Corporation shall serve 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.

5.11 Conflict of Interest

(a) A Member who is party to, or who is a Director or Officer of, or has a material interest in any person, firm or corporation, who is party to, a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose to the Corporation the nature and extent of his interest at the time and in the manner provided by the Corporations Act. Such a Member shall not vote as a Member or Director on any resolution to approve the same.

(b) The Chair of any meeting of the Board or of any Committee of the Board may request any Member who has declared an interest in any business or other financial arrangement with the Corporation which is being discussed, to absent himself during the discussion of and not vote upon the matter, and the event shall be recorded in the minutes.

5.12 Confidentiality

Every Director, Officer and Employee of the Corporation shall respect the confidentiality of matters brought before the Board, or Committees of the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

5.13 Authority to Make Statements

The Board may authorize one or more Directors, Officers or Employees of the Corporation to make written or oral statements to the news media or others about matters brought before the Board.

Also reference article 10.15/ paragraph 6. 5.14 Delegation of Authority

In the conduct of its duties as herein set forth, it is to be clearly understood that any delegation of authority by the Board to any committee or any Director, Officer or employee of the Corporation shall not preclude the Board from exercising the authority which it has at law or under the By-laws of the Corporation or as may be required to meet its responsibilities for the conduct of the affairs of the Corporation.

ARTICLE VI

MEETINGS OF DIRECTORS

6.01 Place of Meeting

Meetings of the Board may be held either at the head office of the Corporation or at any place within Ontario. A meeting of the Board may be convened by the President or any two Directors at any time and the Secretary by direction of the President or any two Directors shall convene a meeting of Directors. Meetings of the Board may also be conducted via electronics means of communication.

6.02 Notice of Meetings

(1) Notice of any meeting of the Board shall be delivered or mailed or sent by *email* or otherwise communicated to each Director not less than seven days if mailed and not less than two days if delivered, sent by *fax, emailed, texted* or otherwise communicated (exclusive of the day on which the notice is delivered or mailed, *faxed, emailed, texted* or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived

notice or signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director.

(2) For the first meeting of the Board to be held immediately following the election of Directors at an Annual or General Meeting of the Members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting need to be duly constituted, provided that a quorum of the Directors is present.

6.03 Chairman

(a) The President shall, when present, preside at all meetings of the Board and of the Members. In absence of the President at a meeting of the Board, the first Vice President shall act as Chairman of the meeting. In the absence of the president and the first Vice President, the Directors shall choose one of their numbers to be the Chairman of the meeting.

(b) At the discretion of the President, the Board of Directors may appoint a "Chairperson of the Board" to chair and administer the functions of the Meetings of the Board as required. This position is not required to be fulfilled by a Director.

6.04 Quorum

A quorum at any meeting of the Board shall be the presence in person of at least a majority of the Directors.

6.05 Voting

(1) Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting, *if a Director*, in addition to his original vote, shall have a second or casting vote.

(2) At any meeting unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes in favour of or against a motion.

ARTICLE VII

OFFICERS

7.01 Officers

The Board shall annually or as often as may be required, appoint a President, one or more Vice Presidents and a Secretary and if deemed advisable may appoint annually or as often as may be required a Treasurer and one or more assistants to the Secretary or the Treasurer. None of the said Officers, other than the President or a Vice President, need be members of the Board. The offices of the Secretary and Treasurer may, in the discretion of the Board, be held by the same person who may but need not be known as the Secretary-Treasurer. The Board may appoint such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

7.02 Remuneration of Officers

The Directors may fix the remuneration (if any) to be paid to Officers of the Corporation. All Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

7.03 Delegation of Duties of Officers

In the case of absence or inability to act of the President, a Vice President or any other Officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officers to any other Officer or to any Director for the time being.

ARTICLE VIII

DUTIES OF OFFICERS

8.01 President

(1) The President shall be the Chief Executive Officer and, subject to the authority of the Board shall have general supervision of the business and affairs of the Corporation; and he shall have such other powers and duties as the Board may specify.

(2) In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over:

(a) the selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board;

(b) the formation of a special ad hoc committee, from year to year, comprised of himself and two other Officers of the Corporation, for the establishment of salaries and any other administrative matters affecting the establishment and maintenance of the head office of the Corporation and the personnel employed therein;

(c) the preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to any Director or Officer of the Corporation or to any meeting of the Members of the Corporation;

(d) the preparation of the annual budget for the Corporation, showing expected revenues and expenditures; and

(e) the safe keeping and good state of repair of all physical properties of the Corporation.

8.02 Vice President

The Vice President, or, if more than one, the Vice Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of President in the absence or inability or refusal to act as the President. The Vice President, or, if more than one, Vice Presidents, shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

8.03 Secretary

The Secretary shall issue or caused to be issued notices for all meetings of the Board of Directors and Members when directed or as authorized by the By-Law so to do and shall sign, with the President or other signing Officer or Officers of the Corporation such instruments as require the signatures of the Secretary 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 President, under whose supervision he shall be. He shall be custodian of the seal and minute book of the Corporation, which he shall deliver only when authorized to do so and to such person or persons as may be named in the resolution. He shall perform such other duties as the terms of his engagement call for or as the Board may, from time to time, properly require of him.

8.04 Treasurer

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 funds of the Corporation as may be directed by proper authority taking proper Copyright of the Warbirds Canada vouchers for such disbursements and shall render to the President and Directors at the regular meeting of

the Board of Directors, or whenever they may require it, an accounting of all the transaction 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. He may be required to give such bonds for the faithful performance of his duties as the Board in its uncontrolled discretion may require and *the* Directors shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

8.05 Other Officers

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as may be required by the Board.

8.06 Vacancy

If the office of any of the Officers, shall be or become vacant by reason of death, resignation, disqualification, refusal to act or otherwise, the Board may elect or appoint an Officer to fill such vacancy.

ARTICLE IX

INDEMNITIES AND PROTECTION TO DIRECTORS AND OFFICERS

9.01 Every Director and Officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her 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 whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties or his or her office; and

(b) all other costs, charges and expenses that he sustains 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.

9.02 (1) No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order 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 moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or *tortuous* act of any person, firm or company with whom or which any *monies*, 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 such Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such Director's or Officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

(2) The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any Director or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or Officer or shall be a Member of a firm or a shareholder, Director or Officer of a company which is employed by or performs services for the Corporation, the fact of his being a Director or Officer of the Corporation shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE X

COMMITTEES

10.1 EXECUTIVE COMMITTEE

(1) The Board may elect annually from among its members an executive committee to consist of four (4) Directors. Three (3) members of the committee shall constitute a quorum.

(2) No business may be transacted by the executive committee except at a meeting of its members at which a quorum of the executive committee is present.

(3) Any member of the executive committee may be removed or replaced at any time by the Board of Directors and shall *ipso facto* (directly translated as "by the fact itself") cease to be a member of the executive committee upon ceasing to be a Director.

(4) There be and is hereby delegated to the executive committee, during the intervals between meetings of the Board of Directors, all the powers of the Board of Directors in respect of the management and direction of the business and affairs of the Corporation save and except any of the following:

(a) the borrowing of money on the credit of the Corporation;

(b) the issuing, selling or pledging securities of the Corporation;

(c) the charging, mortgaging, hypothecating or pledging all or any of the property of the Corporation, including book debts, rights, powers franchises and undertaking to secure any obligations or liabilities of the Corporation;

(d) the amendment or alteration in any way of the By-Laws of the Corporation;

(e) the qualification and remuneration of Directors;

(f) the time for and the manner of election of Directors or the filling of vacancies on the Board of Directors;

(g) the appointment, remuneration, functions, duties and removals of agents, Officers, and employees of the Corporation and security, if any, to be given by them to it;

(h) the selling, leasing, lending of any assets, rights or property of the Corporation of whatsoever nature or kind, real or personal;

(i) the purchase, acquisition, lease or license of any property whatsoever, real or personal, for or on behalf of the Corporation;

(j) any action which under the provisions of the Corporation's Bylaw or any statute or law requires the consent of the Board or the Members.

(5) The executive committee may invite such Officers, Directors or employees of the Corporation as it may see fit from time to time to attend at meetings of the executive committee and assist thereat in the discussion and consideration of the affairs of the Corporation.

(6) The executive committee shall choose one of its own members to be chairperson and secretary.

(7) The executive committee shall report their actions to the Board of Directors at the next earliest regular Board Meeting.

10.2 OTHER COMMITTEES

At the meeting of the Board of Directors immediately following the annual meeting of Members, the Board shall establish the following committees (as required).

- I. Advisory
- II. Finance
- III. Future Planning
- IV. Building and Property Maintenance
- V. Fund Raising Membership
- VI. Acquisitions
- VII. Public Relations and Publicity

Please note that these should be confirmed with the current organizational chart.

All committees shall be established and consist of:

- 1. a Chairperson;
- 2. a Vice-chairperson
- 3. at least 1 other member
- 4. a Director to act as a liaison to the Board. The Director is not intended by default to act as the Chairperson of any of these committees. They are intended to simply act as a "communications go between" to provide direction to the committee from the Board and to report to the Board on the actions, requests and requirements of the committee.

Specific appointments, if required or recommended, for Chairpersons or any other members of any committee are noted in the subsequent committee descriptions.

Any member of a committee, including the Chairperson or Vice-chairperson, shall cease to be a member of that committee upon resolution of the Board. Minutes shall be kept for all meetings of all committees. All committees shall forthwith after any meeting, furnish copies of such minutes to the Board together with any and all recommendations made by such committee.

Questions arising at any committee meeting shall be decided by a majority of votes, if a quorum is present. In the case of equality of votes, the Chairperson of the meeting, in addition to his original vote, shall have a second (2nd) and deciding vote.

Any question of procedure at or for any meeting of any committee which has not been provided for in these by-laws or the Corporations Act (Ontario) shall be determined by the Chairperson of the committee in accordance with Parliamentary procedure.

10.3 ADVISORY COMMITTEE

The advisory committee shall:

- (a) research, study, review, advise and make recommendations to the Board from time to time on any and all such matters which relate to the Corporation and which were referred to the committee by the Board Chairperson or any of the Directors, the President, or by the Chairperson of any other committee, and
- (b) assist the Board from time to time on other matters as specifically directed to the committee by the Board.

10.4 FINANCE COMMITTEE The finance committee shall :

- (a) be Chaired by the Treasurer of the Corporation;
- (b) study and recommend to the Board for approval a detailed annual budget for the capital, operating revenues and expenditures for the ensuing fiscal year;
- (c) advise the Board with regard to donations, investments or other financial matters;
- (d) inform and advise the Board in financial matters as requested or directed; (e) meet at least quarterly to review the financial statements;
- (f) review the annual financial statements and auditor's report prior to the Annual Meeting of the Corporation; and
- (g) function as an audit committee for the Board.

10.5 FUTURE PLANNING COMMITTEE

The future planning committee shall:

- (a) develop and keep up to date a master plan for the Corporation. The master plan will be an overall guide to the ultimate attainment of the objects and purposes of the Corporation as envisioned by the Board and *approved* by the membership of the Corporation;
- (b) consider and co-ordinate proposed changes in the existing conduct of the business of the Corporation;
- (c) investigate and appraise new developments which relate to the business of the Corporation; and
- (d) keep in contact with other organizations having similar objectives and with those governmental authorities supportive of some or all of the activities associated with the conduct of the Corporation.

10.6 BUILDING AND PROPERTY MAINTENANCE COMMITTEE

The building and property maintenance committee shall:

- (a) initiate and organize programs to ensure the security, integrity, cleanliness and maintenance of grounds, building or similar matters either owned or under the control of the Corporation;
- (b) assist and advise the Board on all matter pertaining to the grounds, buildings, maintenance, construction or similar matters; and
- (c) make recommendations on all capital purchases or similar activities by the Corporation.

10.7 FUND RAISING COMMITTEE

The Fund Raising Committee shall:

- 1) (a) have the responsibilities for the objects of the Corporation to receive/accept gifts, donations, bequests and the like, for and on behalf of the Corporation;
- (b) have the complete responsibility for raising funds, for the Corporation, in a lawful and appropriate manner consistent with the standards established from time to time by the Board;
- (c) prepare and organize Members to participate in the raising of funds for the Corporation through various groups or other activities, including without limitation, the following:
 - (i) Bingo
 - (ii) Raffles
 - (iii) Corporate Donors
 - (iv) Individual Donors
 - (v) Bequests
 - (vi) Other clubs, associations or organizations
 - (vii) Direct mail / email
 - (viii) Special events (annual banquet, hangar dances, etc.)
 - (ix) Retail sale of aviation items of interest and related goods

(d) prepare and submit to the Board for approval, on an annual basis, to be measured monthly, a fund raising budget which identifies the source of funds and the individual and aggregate amount to be raised during the budget period; and

(e) a statement of operations shall be prepared and submitted on a *quarterly* basis in order to measure the performance of the various fund raising programs.

2.) prepare and submit to the Board for approval, a Corporate Donor Classification and Recognition program which will be used to recognize those who have made a monetary contribution to the Corporation. In addition, the Committee shall prepare and submit to the Board for the Board's consideration and approval, a recognition program for those individuals, corporations, governmental agencies and others who have made a material non-monetary contribution or donation to the Corporation.

10.8 MEMBERSHIP COMMITTEE

The Membership Committee shall:

(a) initiate and organize a program which promotes and encourages individuals, companies, corporations, partnerships, sole proprietorships and unincorporated association who are interested in furthering the objects of the Corporation, to join the Corporation as a Member;

(b) prepare and update on a regular basis a list of Members, by class of membership of all of the Members of the Corporation, including, without limitation, the full name, address and telephone number of each Member;

(c) distribute to the Members, at least quarterly, the then current list of names only from the Membership list.

Such programs and any amendments or changes thereto require prior approval of the Board before implementation.

10.9 PUBLIC RELATIONS AND PUBLICITY COMMITTEE

The Public Relations and Publicity Committee shall:

(a) initiate and organize programs to inform and make aware each of the many publics of the Corporation which may have an interest as to:

(i) the purposes and objects of the Corporation;

(ii) the history and background of the Corporation and its Members;

(iii) the participation of the Corporation in public events and/or activities and its accomplishments with regard thereto;

(b) initiate and organize programs to take advantage of all of the publicity which may be available through the media of television, newspapers, radio, magazines, internet or

other publications and including, without limitation, publicity related to special events, photographs and the activities of the Corporation through its many committees;

(c) prepare and issue to all Members, on a regular basis as approved by the Board, a bulletin or report on the activities of the immediately prior period as well as a schedule of planned events or other activities to take place in the immediate and / or near future.

(d) restrict and / or authorize any authority to make statements as per Article 5.13;

Such programs and any amendments or changes thereto require prior approval of the Board before implementation.

10.10 COMMITTEES - GENERAL / OTHER The Board has the power and authority to:

(a) establish any other committee(s) as felt is necessary or desirable to promote or enhance the objects of the Corporation;

(b) amend or expand the purposes and objects of any committee established pursuant to Article X.

ARTICLE XI

EXECUTION OF DOCUMENTS

11.01 Deeds, transfers, assignments, contracts, obligations and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of President, Vice President or is a Director and the other whom is a Director or holds one of the said offices or the office of Secretary, Treasurer, Assistant Secretary or Assistant Treasurer or any other office created by By-law or the Board. In addition, the Board or the said two persons may from time to time direct in a manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal to any instrument requiring the same.

ARTICLE XII

MEETINGS OF MEMBERS

12.01 Annual Meetings

The Corporation shall hold an Annual Meeting of its Members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding Annual Meeting. The Annual Meeting of the Members shall be held at the head office of the Corporation, or such other place within Canada, on such day in each year and at such time as the Board may by resolution determine. At Annual Meetings there shall be presented a report of the Directors of the affairs of the

Corporation for the previous year, a financial statement of the Corporation, the auditor's report and such other information or reports relating to the Corporation's affairs as the Directors may determine.

12.02 Business

The business transacted at the Annual Meeting of the Corporation shall include:

- (a) minutes of the previous Meeting;
- (b) unfinished business from any previous Meeting of the Corporation;
- (c) report of the President;
- (d) report of the Treasurer, including the financial statements and report of the Auditor;
- (e) report by the Chairman of each Committee {optional};
- (f) appointments of auditors until the next Annual Meeting and authorizing the Directors to fix their remuneration;
- (g) confirmation of the acts of Directors and Officers;
- (h) election of Directors;
- (i) transacting such further and other business as may properly come before the meeting or any adjournment thereof.

12.03 General Meetings

Other meetings of the Members (to be known as "General Meetings") may be convened by order of the President or by the Board to be held at any date and time and at any place within Ontario. In addition, the President shall call a General Meeting of the Members upon receipt of a written requisition to do so of not less than 5% of the voting Members.

12.04 Notice

A printed, written or typewritten notice stating the day, time and place of a meeting of the Members and the general nature of the business to be transacted shall be served either personally or by sending such notice to each Member of such meeting and to the auditor of the Corporation through the post in a prepaid wrapper or letter not less than ten days (exclusive of the day of the mailing but including the day for which the notice is given) before the date of every meeting directed to such address of each such Member and of the Auditor as it appears on the books of the Corporation, or if no address is given therein, then to the last address of each such Member or Auditor known to the Secretary; provided always that a meeting of Members may be held for any purpose at any date and time and in any place within Ontario without notice if all the members are

present in person at the meeting or if all the absent Members have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any such meeting or in the notice thereof may be waived by any Member or by the Auditor of the Corporation.

12.05 Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or by the Auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

12.06 Contents of Notice

Notice of any meeting of Members shall include a statement of the right of a Voting Member to appoint a proxy, who need not be a Member, to exercise the same voting rights that the Voting Member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the Voting Member to form a reasoned judgment on the decision to be taken.

12.07 Proxies

At any meeting of Members, a proxy duly and sufficiently appointed by a Voting Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights of the Voting Member appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a Member of the Corporation.

12.08 Chairman

In the absence of the President, the Voting Members present at any meeting of Members shall choose another Director to act as Chairman of the meeting and if no Director is present or all Directors present decline to act as Chairman, the Voting Members present shall choose one of their numbers to be Chairman of the meeting.

12.09 Voting

(1) Every question submitted to any meeting of Voting Members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or these By-laws. In the case of an equality of votes, the Chairman of the meeting shall have, both on a show of hands and on a poll, have a second and casting vote. Each Voting Member shall be entitled to one vote if present at a meeting in person or by proxy.

(2) At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or

not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

12.10 Polls

If at any meeting a poll is demanded on the election of a Chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

12.11 Adjournment

The Chairman may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought or dealt with at the original meeting in accordance with notice calling the same.

12.12 Quorum

A quorum for any transaction of business at any meeting of Members shall consist of not less than *five (5)* percent of the Voting Members present in person or represented by proxy. *This should be consistent with the requirements of the Corporations Act.*

12.13 Members Monthly Briefings

In addition to the Annual, Special or General Meetings of Members, the Board shall arrange for meeting of the Members to be referred to as "Members Monthly Briefings". The purpose of these meetings is to keep the membership advised of the current

activities of the Corporation and to afford an opportunity to the membership to question or contribute ideas to the business and affairs of the Corporation. Notwithstanding the foregoing, the Board has the authority to establish and/or vary the meeting days, the location, the time and the agenda for each meeting. The Board is encouraged to arrange for demonstrations, displays, speakers or other activities at these meetings which will be of interest to the membership, keeping in mind the objectives of the Corporation.

ARTICLE XIII

AVAILABILITY OF MINUTES

13.01 The minutes of the meeting of the Board, or any Committee of the Board, shall not be available to any Member but shall be available to the Board or any Member thereof. Nothing herein shall be construed as preventing the Board from authorizing distribution of such minutes or any part thereof to the Members or to the Voting Members.

ARTICLE XIV

CERTIFICATE OF MEMBERSHIP

14.01 A certificate of membership shall be issued to each Member in such form as may be approved from time to time, by the Board.

ARTICLE XV

BORROWING & BANKING

15.01 The Directors may from time to time :

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, power, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director or Officer of the Corporation or any other person to make arrangements with reference to the *monies* borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as

to the securities to be given *therefore* with the power to vary or modify such arrangements, terms and conditions and to give such additional securities for any *monies* borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

15.02 Banking Arrangements

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security *therefore*, shall be as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of any powers as the Board may from time to time prescribe.

ARTICLE XVI

GENERAL

16.01 Financial Year

Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be the 31st day of December.

16.02 Enactment, Repeal and Amendment of By-laws

(1) By-laws of the Corporation may be enacted, and the By-laws of the Corporation repealed or amended, By-law enacted by a *quorum* of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the Voting Members at a meeting of Members duly called for the purpose of considering such By-law

(2) A copy of any By-law to be sanctioned at an Annual or General Meeting of Voting Members (including a By-law which amends or repeals an existing By-law) shall be *available* to every Member of the Corporation with the notice of such meeting.

16.03 Auditors

The Voting Members shall at each Annual Meeting appoint an Auditor to audit the accounts of the Corporation to hold office until the next Annual Meeting provided that the Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed from time to time by the Board. The Auditor should be a person licensed under the Public Accountancy Act (Ontario).

16.04 Books of Record

The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

16.05 Rules and Regulations

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, and failing such confirmation at such Annual Meeting of Members shall at and from that time cease to have any force and effect.

16.06 Voting Rights in Other Bodies Corporate

The Signing Officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of right to exercise voting right

attaching to any securities held by the Corporation. Such instruments shall be in favor of such persons as may be determined by the Officers executing or arranging for the same. In addition, the Board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

16.07 Interpretation

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 associations, societies, organizations and corporations. The headings are for reference proposes only and shall not be construed as assisting in the interpretation of any paragraph herein written.

16.08 Effective Date

This By-law shall come into force when approved by the Board and unless in the meantime confirmed at a General Meeting of the Members duly called for that purpose, is effectively only until the next Annual Meeting of the Members unless confirmed thereat, and, in default of the confirmation thereat, ceases to have effect at and from that time, and in no case no new By-law of the same or like substance has any effect until confirmed at a General Meeting of the Members.


16.09 Repeal

All previous general By-laws of the Corporation are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of any Bylaw

so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, any such By-law prior to its repeal. All Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members or the Board or a Committee of the Board with continuing effect passed under any repealed By-law shall continue good and valid except to the extent inconsistent with this By-law and until amended or repealed.

Enacted the 20th day of 2023.

Witness the Corporate Seal of the Corporation

A handwritten signature in black ink, appearing to be "J. M. Smith", written over a horizontal line.

President

A handwritten signature in black ink, appearing to be "J. M. Smith", written over a horizontal line.

Secretary