

# **By-Laws of the Miniature Aircraft Society of Truro**

**Revised November 2014**

## **Definitions**

1. In these by-laws:
  - (a) “Society” means the Miniature Aircraft Society of Truro
  - (b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - (c) “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

## **Membership Rights and Responsibilities**

2. The Society is ultimately accountable to the members of the Society.
3. Every member is entitled to attend any members’ meeting of the Society.
4. Every member may vote at any members’ meeting of the Society.
5. Any member of legal age, or with their guardian’s written consent, is entitled to hold any office.
6. Membership in the Society shall consist of:
  - (a) those who are current members of the Model Aeronautics Association of Canada,
  - (b) those who support the objects of the Society,
  - (c) those whose name and address is written in the Register of Members by the Secretary,
  - (d) those who pay an annual fee in an amount to be determined by the Society,
  - (e) any member who is under 18 years of age as of January 1, will pay an annual fee to be determined by the Society, and (Rev Nov’14)
  - (f) honorary membership is reserved for a distinguished or deserving individual, which the Society wishes to honor. (Rev Nov’14)
7. Membership in the Society is not transferable.
8. Membership in the Society shall cease:
  - (a) upon death, or
  - (b) if the member resigns by written notice to the Society, or
  - (c) if the member ceases to qualify for membership in accordance with these by-laws, or
  - (d) if a member has been previously informed of unsafe or unacceptable conduct, and continues to act in an unsafe or unacceptable manner, that member’s membership shall be terminated by a unanimous vote of the Board of Directors and that member may within 30 days of termination, as recourse, request a meeting of the Board of Directors. (Rev Nov’14)
9. The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
10. No funds of the society shall be paid to or be available for the personal benefit of any member.

## Members' Meetings

11. Every member shall have one vote and no more and there shall be proxy voting.
12. A general or special meeting of the members may be held at any time and shall be called:
  - (a) if requested by the chair, or
  - (b) if requested by a majority of the directors, or
  - (c) if requested in writing or by electronic means by **four (4)** of the members.
13. Notice to members is required for general or special meetings. The notice must:
  - (a) specify the date, place and time of the meeting,
  - (b) be given to the members seven (7) days prior to the meeting,
  - (c) be given to the members by personal delivery, e-mail, telephone, fax and/or other electronic means,
  - (d) specify the nature of business, such as the intention to propose a special resolution,
  - (e) the non-receipt of notice by any member shall not invalidate the proceedings, and
  - (f) there shall be proxy voting.
14. An annual general meeting shall take place in the month of November, and notice is required which must:
  - (a) specify the date, place and time of the meeting,
  - (b) be given to the members thirty (30) days prior to the meeting,
  - (c) be given to the members by personal delivery, e-mail, telephone, fax and/or other electronic means,
  - (d) specify the intention to propose a special resolution,
  - (e) the non-receipt of notice by any member shall not invalidate the proceedings, and
  - (f) there shall be proxy voting.
15. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
  - (a) minutes of the previous annual general meeting,
  - (b) consideration of the annual report of the directors,
  - (c) consideration of the annual financial report of the Society,
  - (d) the appointment of auditors for the ensuing year, and
  - (e) election of four (4) directors, four (4) of which shall be officers in accordance with Bylaw 36.
16. Quorum shall consist of eight (8) members. No business shall be conducted at any meeting unless a Quorum is present to open the meeting and, upon request, before any vote.
17. (a) If a meeting is convened as per by-law 12(a) or 12(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.  
(b) If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
18. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
19. Where there is an equality of votes the chair shall have a casting vote in addition to the vote he/she has as a member.

20. The Chair may, with the consent of the meeting, adjourn any meeting.
21. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

### **Directors**

22. Any member of the society shall be eligible to be elected a director of the Society and a director of the society shall be a member.
23. The number of directors shall be four (4). (Rev Nov'14)
24. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election but cannot serve for more than two (2) consecutive years in the same role. Directors shall be elected to one year terms.
25. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.
26. The members may, by special resolution, remove any director and appoint another person to complete the term of office.
27. The management of the Society, on behalf of the members and in accordance with the Member's wishes, is the responsibility of the directors.
28. The directors may appoint committees as they see fit.
29. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members
  - (a) upon nomination, and
  - (b) if serving as a director, when the possibility of a conflict is realized.
30. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

### **Directors' Meetings**

31. The board of directors shall meet no less than four (4) times each year.
32. A meeting of directors may be held at the close of every annual general meeting without notice. For all other board meetings, notice is required and must:
  - (a) specify the date, place and time of the meeting,
  - (b) be given to the directors seven (7) days prior to the meeting,
  - (c) be given to the directors by personal delivery, e-mail, telephone, fax and/or other electronic means,
  - (d) the non-receipt of notice by any director shall not invalidate the proceedings.
  - (e) Notice can be waived for board meetings with the unanimous approval of the Board.
33. Quorum shall consist of three (3) of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote. (Rev Nov'14)

34. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.
35. At directors' meetings, where there is an equality of votes, the chair shall have a casting vote in addition to the vote he/she has as a director.

### **Officers**

36. The officers shall be a President, a Vice-President, a Treasurer and a Corporate Secretary. The offices of Treasurer and Corporate Secretary may be combined.
37. One of the officers shall be the President. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.
38. One of the officers shall be the Vice-President. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.
39. One of the officers shall be the Corporate Secretary. The Corporate Secretary shall:
  - (a) have responsibility for the preparation and custody of all books and records including:
    1. the minutes of members' meetings,
    2. the minutes of directors' meetings,
    3. the register of members,
    4. filing the annual requirements with the office of the Registrar,
    5. filing the annual renewal of the Model Aeronautics Association of Canada, and
  - (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
  - (c) file with the Registrar:
    1. within fourteen (14) days of their election or appointment, a list of directors with addresses, occupations, and dates of appointment or election
    2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
  - (d) have other duties as assigned by the board.
40. The directors may also appoint a Recording Secretary
  - (a) who is responsible for taking minutes of all board and members' meetings, and
  - (b) who need not be a director.
41. One of the officers shall be the Treasurer. The Treasurer shall
  - (a) have responsibility for the custody of all financial books and records of the Society,
  - (b) receive any monies for and by the Society and shall countersign all cheques with the President, and,
  - (c) carry out all other duties as assigned by the board.
42. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.

### **Finance**

43. The fiscal year end of the Society shall be the last day of December.

44. The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
  - (a) a balance sheet showing its assets, liabilities and equity,
  - (b) a statement of its income and expenditure in the preceding fiscal year,
  - (c) within three (3) months following the annual meeting, prepare an annual budget, to be approved by the members, and
  - (d) expenditures greater than \$100 shall require prior approval of the members.
45. A copy of the financial report shall be signed by the auditor or by two directors.
46. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
47. An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
48. The Society may only borrow money as approved by a special resolution of the members.
49. The members may inspect the annual financial statements and minutes of membership and directors meetings at any meeting of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
50. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
51. The Society shall not make loans, guarantee loans or advance funds to any director.

### **Miscellaneous**

52. The property known as George Lacey Field shall be used for the operation of radio-controlled model aircraft and no other activities unless approved by the members, and conduct operations shall be governed by:
  - (a) The Model Aeronautics Association of Canada Safety Code,
  - (b) The Miniature Aircraft Society of Truro Operations Manual,
  - (c) The Cobequid Marsh Body, and
  - (d) any addition rules or regulations as promulgated by the Directors
53. Property as purchased from Elizabeth Cooper, recorded as document 5548 page 284-288 of book 969, and known as George Lacey Field, with a proviso that should the Society no longer have need of, that: Elizabeth Cooper or estate, shall be given right of first refusal in the purchase of this property, or if refused, shall be sold to the highest bidder.
54. In the event that the Miniature Aircraft Society of Truro is wound up,
  - (a) after payment of all debts of the Society,
  - (b) all monies remaining, including the sale of the property known as George Lacey Field, shall be donated to a registered charity/charities as decided by those members still remaining, and
  - (c) surrender the incorporation of MAST