

BY-LAWS OF THE
“OTTAWA HANG GLIDING AND PARAGLIDING CLUB”
CORPORATION

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

CONDITIONS OF MEMBERSHIP

2. 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.
3. The membership fees or dues shall be as directed by the board of directors.
4. Any member may withdraw from the corporation by delivering a written resignation to the secretary of the corporation.
5. Any member who is delinquent in paying his membership fees or dues for a period of two months or more shall be deemed to have resigned from the corporation.
6. Any member may be required to resign by a vote of three-quarter (3/4) of the members present at a general meeting or special general meeting or by an unanimous vote of the board of directors.

HEAD OFFICE

7. Until changed in accordance with the Act, the Head Office of the corporation shall be in the Municipality of Ottawa-Carleton.

BOARD OF DIRECTOR

8. The property and business of the corporation shall be managed by a board of four directors. Three directors shall constitute a quorum. Directors must be individuals, 18 years of age, with power under law to contract and must be members of the corporation.
9. Directors shall be elected for a term of two years by the members at the annual general meeting of members.
10. The office of director will be automatically vacated:
 - a. if a director has resigned his office or his membership by delivering a written resignation to the secretary of the corporation;
 - b. if he is delinquent in paying the corporation membership fees and dues as specified in paragraph 5 of the Act;
 - c. if at a special general meeting of members, a resolution is passed by three quarters (3/4) of the members present at the meeting that he be removed from office;
 - d. on death.

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of the remaining directors by majority vote may, by appointment, fill the vacancy with a member of the corporation.

11. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 12 hours verbal notice of such meeting shall be given to each director.

12. If all the directors of the corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

13. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors is as valid as if it had been passed at a meeting of directors or committee of directors.

14. 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. 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 therefor.

15. The board of director may appoint such agents and engage such employees as it shall deem necessary from time to time and such person shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

16. A reasonable remuneration for all officers, agents and employees and committee members may be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by 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.

INDEMNITIES TO DIRECTORS AND OTHERS

17. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it 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, officer or other person sustains or incurs or about any action, suit or proceedings which is brought, commenced or prosecuted against him or in respect of any fact, deed, matter of things 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.

POWERS OF DIRECTORS

18. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, any exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

19. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the rights to employ and pay salaries to employees. The directors shall have the power 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.

20. The board of director shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grant, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

OFFICERS

21. The officers of the corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by-law determine. Any two offices may be held by the same person. Officers must be members of the corporation.

22. The president, vice-president, secretary and treasurer shall be elected at an annual meeting of members.

23. The officers of the corporation shall hold office for two years from the date of appointment or election.

DUTIES OF OFFICERS

24. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the board of directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the board of directors are carried into effect.

25. The vice president shall, in the absence or disability of the president, perform the duties and exercises 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.

26. 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 renders 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 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.

27. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the corporation generally under the supervision of the board of directors or the president, and shall attend all meetings of the members and of the board of directors, 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 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 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.

EXECUTION OF DOCUMENTS

28. Contracts, documents or any instruments in writing requiring that signature of the corporation, shall be signed by two officers of the corporation, one of whom shall be the president or the vice president, and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

MEETING

29. The annual or any other general meeting of the members shall be held at any place within 50 km of the City of Ottawa as the board of directors may determine and on such day as the said directors shall appoint.

30. At every annual general meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors shall be appointed for the ensuing year.

31. The members may consider and transact any business either special or general at any general meeting of the members once the items on the scheduled agenda have been covered and assuming that time permits. If time is insufficient, these new items will be deferred to the following regular general meeting or a special general meeting will be convened by the board of directors.

32. The board of directors or the president or vice president shall have the power to call, at any time, a special general meeting of the members. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than twenty-five percent (25%) of the members.

33. Thirty (30) days' written notice shall be given to each voting member of any general meeting of members. Seven (7) days' written notice shall be given to each voting member of any special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

34. Twenty-five percent (25%) of the members, present in person at a meeting, shall constitute a quorum. Each member present at a meeting shall have the right to exercise one vote.

35. A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.

36. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the corporation shall utilize the latest information on file that specifies how these members of the corporation can be contacted.

VOTING OF MEMBERS

37. At all meetings of members of the corporation, every question shall be determined by a majority of votes of the members present, unless otherwise specifically provided by statute or by these by-laws.

38. Unless otherwise ordered by the board of directors, the fiscal year end of the corporation shall be 31 March.

COMMITTEE

39. The board of directors may appoint committees whose members will hold their office at the will of the board of directors. The directors shall determine the duties of such committees and may fix any remuneration to be paid.

BY-LAWS

40. The by-laws filed on incorporation, other than those embodied in the letters patent, may be repealed or amended by by-law 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-third (2/3) of the members at a meeting duly called for the purpose of considering the said by-laws, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

41. The members shall, at each annual meeting, appoint an auditor to audit the accounts of the corporation for report to the members at the next annual meeting. The auditor need not be a professional accountant. He may be a member of the corporation, but he may not be a director, officer or employee of the corporation, or employed by that director, officer or employee, unless 100 percent of the members have consented. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor.

BOOKS AND RECORDS

42. 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.

RULES AND REGULATIONS

43. 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 general meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such general meeting of members, shall, at and from that time, cease to have any force and effect.

INTERPRETATION

44. 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 of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.