

**BY-LAWS**  
**Wings of Wellington R/C Aircraft Club**  
**December 13, 2011**

1.1 In these by-laws unless there be something in the subject or context inconsistent therewith: - "Society" means Wings of Wellington R/C Aircraft Club; - "Registrar" means the Registry of Joint Stock Companies appointed under the Nova Scotia Companies Act; - "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, where proxies are allowed at a general meeting of which notice specifying the intention to purpose the resolution as a special resolution has been duly given thirty days in advance; - "MAAC" means Model Aeronautics Association of Canada.

**MEMBERSHIP**

2.1 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none others, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.

2.2 The Society's Directors/Officers reserve the right to reject a membership application.

2.3 Membership in the Society will in principle begin when an application form and the applicable membership fee has been accepted by any Director/Officer of the Society. The Director/Officer who accepts the application will provide notice of a pending new membership to all the other Directors/Officers. The completed application form shall be passed along to the Membership Committee Chairman who in conjunction with his committee will assess the applicant and make a recommendation to the Society's Directors/Officers. When the Society's Directors/Officers have in a majority approved the applicant's acceptance into the Society the applicant's name and membership fees shall be passed along to the Treasurer and the Membership Committee Chairman will register the applicant's information, then forward the application to the Secretary to be filed.

2.4 There shall be four classes of membership in the Society. The four classes shall be: - Regular Membership; - Family Membership; - Junior Membership; - Honorary Membership.

2.4.1 Regular Membership: A Regular Membership is granted to an individual who: - Has the consent of a current member in good standing to act as their sponsor; - Has completed a membership application; - Has presented the application and applicable fees to any Director/Officer of the society; - The Society's Directors/Officers have in a majority approved the applicant's acceptance into the Society.

2.4.2 Family Membership: A Family Membership is granted to an individual and his or her spouse and dependent children as defined in section 2.4.2.1 and 2.4.2.2 who: - Has the consent of a current member in good standing to act as their sponsor; - Has completed a membership application; - Has presented the application and applicable fees to any Director/Officer of the society; - The Society's Directors/Officers have in a majority approved the applicant's acceptance into the Society.

2.4.2.1 "Spouse" means a person whom: - Is legally married to a member of the Society; - Is not legally married to a member of the Society but lives with a member in a spousal relationship.

2.4.2.2 "Dependent" means a person whom: - Is a natural child, stepchild, legally adopted child, wholly child of either member or spouse; - Is unmarried; - Is a permanent resident of the household; - Is under twenty one years of age unless enrolled in a regular full-time school, college, university, or other recognized educational institution and is mainly dependent on the member for support.

2.4.3 Junior Membership: A Junior Membership is granted to an individual who: - Has the consent of a current member in good standing to act as their sponsor; - Is under the age of eighteen (18) years on January 1st of the year for which the membership is to be granted; - Has completed a membership application; - Has presented the application and applicable fees to any Director/Officer of the society; - The Society's Directors/Officers have in a majority approved the applicant's acceptance into the Society.

2.4.4 Honourary Membership: Is a membership, which may be granted, upon the recommendation of the Membership Committee, to an individual in recognition of his/her contribution to the Society or the sport. It carries with it the benefits and requirements of a Regular Membership excluding the fee requirement and voting privilege.

2.5 Membership in the Society shall not be transferable.

2.6 Membership Standing: Membership in the Society shall cease upon: - The death of a member; - Resignation: Any member may resign their membership at any time, by notice in writing to the Society; - Non Payment of Dues: If the current year's membership dues have not been paid by the end of the grace period; - The member ceases to qualify for membership in accordance with these by-laws.

2.7 For all classes of membership the following applies to the individuals registered for that membership: - The applicable membership fee has to be paid in good standing; - The individual is bound by the terms of the Society's by-laws.

2.8 Requirements for flying at all flying venues of the Society which are MAAC registered: Anyone who wishes to fly: - Must maintain an active MAAC membership and be prepared to produce proof of said membership upon request of any other member; - Must have an approved instructor present to fly unless he/she is a qualified flyer as deemed by an approved instructor; - Must obey all the rules and regulations of the Society and the MAAC Safety Code.

2.9 Visiting flyers: Any member of the Society may invite a visitor to fly at a venue of the Society in his or her company if the visitor: - Satisfies all the requirements for flying at a Society venue.

2.10 Unsafe conduct: Any member who refuses to accept or apply the Field Rules of the Society and/or the MAAC Safety Code, and is deemed to be a hazard to others, may be subject to dismissal from the Society.

2.11 Unacceptable conduct: Any member who acts in such a way that would bring discredit on the Society, or interferes with the legitimate operation of the Society, may be subject to dismissal from the Society.

2.12 Any member accused of unsafe conduct or unacceptable conduct will be given an opportunity to state their case to the Board of Directors. Subject to this meeting, the President may suspend the membership privileges of the member accused, until such time as a general meeting is held. At that time a vote by the general meeting will decide on reinstatement, dismissal or longer suspension.

2.13 Duties of a Sponsor: The Sponsor is to help with a new member's orientation to the Society, assist the new member to acquire a flight instructor, if required, and verify that the Society's printed materials regarding the Society's operation and rules are provided. The sponsor may in the long term have to counsel their charge if they are concerned about some action that would be a safety issue.

2.14 All members will receive a copy of the By-Laws and Field Rules. It will be the responsibility of the member to read, obey and live up to the spirit of the Society's by-laws.

## **VOTES OF MEMBERS**

3.1 Every regular member and appointed family member, of a Family Membership, of the Society shall be entitled to attend any general or annual general meeting of the Society and to vote at any general or annual general meeting of the Society.

3.2 Every Regular and Family Membership shall have one vote and no more.

3.3 Junior and Honourary Membership have no voting privileges.

## **MEMBERSHIP FEES**

4.1 The fee for a Regular Membership will be set each year by the Society's members after consideration and approval of a new budget.

4.2 The fees for the other membership classes are dependent on the regular membership fee: - Family Membership: The fee would be one and one-half times the (1.5 x) the regular membership fee; - Junior Membership: The fee would be half that of a (0.5 x) the regular membership fee;

4.3 Anyone joining the Society on or after September 1st would pay one-half of the membership (0.5 x) fee they would normally have paid if they had joined earlier in the year.

4.4 Membership fees are due January 1st, with a grace period until March 31st. If dues are not paid by March 31st the member loses membership status and flying privileges at the Society's venues.

## **FISCAL YEAR**

5.1 The fiscal year of the Society shall be the period from January 1st in any year to December 31st in the same year.

## **DIRECTORS**

6.1 Unless otherwise determined by general meeting, the maximum slate of directors will be six. The minimum slate of directors to maintain the Society will be three, which will include the President, Secretary and Treasurer.

6.2 Any regular or appointed family member of the Society shall be eligible to become a director of the Society.

6.3 All directors will be elected prior to the Annual General Meeting by its members, this date to be no later than December 15th.

6.4 Prior to the Annual General Meeting of the Society, all the directors shall retire from office but shall hold office until year's end. Retiring directors shall be eligible for re-election.

6.5 In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the remaining portion of the term by the Board of Directors from among the members of the Society.

6.6 Directors shall not be paid a salary or any other form of remuneration for services performed on behalf of the Society except that expenses such as postage, supplies, telephone calls and travel expenses may be paid at the discretion of the members.

6.7 The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his place. The person so appointed shall hold office for the remainder of the term.

6.8 Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by any director. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place. Non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

6.9 No business shall be transacted at any meeting of the Board of Directors unless at least 50% of the directors are present at the commencement of such business.

6.10 The President or, in his absence, any director appointed from among those directors present shall preside as President at meetings of the Board.

6.11 The President shall be entitled to vote as a director, and in the case of an equality of votes, he shall have a casting vote in addition to the vote to which he is entitled as director.

## **OFFICERS**

7.1 The Directors of the Society will be the Officers. The Society's Officers shall include: - President; - Secretary; - Treasurer; - Field Director/Safety Officer; - Activities Coordinator; - Membership Committee Chairman.

7.2 The Officers duties shall be:

7.2.1 President - Be responsible to the members for the orderly operation of the Society; - Provide direction to the Directors/Officers in the completion of their duties; - Chair Society general meetings and meetings of the Directors/Officers; - Present a budget to the members for approval at a meeting prior to the date membership fees are due; - Be consulted on all matters concerning the Society.

7.2.2 Secretary - Maintain minutes of all general meetings and meetings of the Directors/Officers; - Distribute to all members the Society's by-laws, field rules and other pertinent documentation, and as required updates and changes; - Prepare correspondence; - Maintain files on correspondence.

7.2.3 Treasurer - Maintain current financial records; - Collect membership dues; - Pay Society bills;- Prepare and present an annual financial report to members.

7.2.4 Field-Director/Safety Officer - Oversee safety at the field; - Maintain a schedule for field maintenance; - Scan MAAC updates and changes and advise the Directors/Officers if changes are required to maintain compliance; - Advise the Directors/Officers if changes to the field rules seem necessary; - In any matter concerning safety at the field, the Field- Director's word is law and will be treated as such by all persons on the field. He will have the authority to temporarily suspend flying privileges.

7.2.5 Activities Coordinator - Acts as the Society's liaison for publicity and coordination of Society activities such as static displays and flying events; - Contact

MAAC for proper sanctioning of the event; - Coordinate information between the Society and agencies, groups, clubs or individuals, necessary to hold the event; - Keep the Directors/Officers up to date on the progress of event organization, update as necessary.

7.2.6 Membership Committee Chairman - Processing by democratic committee, applications submitted by potential members; - Maintain a Membership Committee to include no less than three (3) regular members; - Maintain a current list of members and their status and in conjunction with the Treasurer, Field-Director and committee members, update and revise that list as required, giving notice to the President of changes in member status; - Other duties as assigned by the Directors/Officers.

7.3 The Directors/Officers may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.

## **POWERS OF DIRECTORS**

8.1 The management of the activities of the Society shall be vested in the Directors/Officers.

## **MEETINGS**

9.1 The annual general meeting of the Society shall be held in the last month of each fiscal year.

9.2 Regular meetings will be held monthly or as determined by the members or the President.

9.3 An extraordinary general meeting of the Society may be called by the President or by the Directors/Officers at any time, and shall be called by the Directors/Officers if requisitioned in writing by at least twenty-five per cent (25%) in numbers of the Society.

9.4 Notice must be given to the members for regular meetings, the annual general meeting, and an extra ordinary general meeting. The notice must: - specify the date, place and time of the meeting; - be given to the members within a reasonable time before the meeting is to take place; - be given to the members either: orally - either in person, by telephone, and/or other electronic messaging device; or in writing, by e-mail, and/or other electronic means; - Non-receipt of such notice by any member shall not invalidate the proceedings.

9.5 At any regular general or annual general meeting regular day to day business of the Society, not specified in these by-laws as requiring a special resolution, can be conducted by the passing of a motion by a majority of votes by those voting members present.

9.6 At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business: - Minutes of the proceeding general meeting; - Consideration of the annual report of the directors; - Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon; - Presentation of next year's budget; - Setting next year's membership fees and numbers; - Issues regarding membership or by-laws.

9.7 For regular meetings, the Annual General Meeting, and an extra ordinary general meeting a quorum shall consist of three (3) Directors/Officers and three (3) regular voting members.

9.8 If, within one-half hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meetings a quorum is not present, it shall be adjourned sine die.

9.9 The President of the Society shall preside as chairman at every general meeting of the Society. If the President is not present at the holding of the same, the members present shall choose someone of their numbers to be chairman for that meeting.

9.10 The President shall have no vote except in the case of an equality of votes. In the case of an equality of votes the President shall have the casting vote.

9.11 At any general meeting, unless a poll is demanded by at least three members, a declaration by the President that a resolution has been carried and an entry to that effect in sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such a resolution.

9.12 If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the President may prescribe, and the result of such poll shall be deemed to be the decision of the Society.

## **AUDIT OF ACCOUNTS**

10.1 The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the Directors/Officers may do so. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account in every such report, he shall state whether the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs. Such report shall be read at the annual general meeting. A copy of the balance sheet, showing the general liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor shall be filed with the registrar within fourteen days after the annual general meeting in each year, required by law.

## **REPEAL AND AMENDMENTS OF BY-LAWS**

>11.1 The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

## **ACTIVITIES/EVENTS**

12.1 Organization of or participation in any extraordinary activity or event by Society members, presented or executed using the name of the Society, requires membership approval by a majority vote at a general meeting.

## **MISCELLANEOUS**

13.1 The Society shall file with the Registrar with its annual statement, a list of its Directors/Officers with their addresses, occupations and dates of appointment or election, and within fourteen days of any change of Directors/Officers, notify the Registrar of the change.

13.2 The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

13.3 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.

13.4 The 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.

13.5 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

13.6 The borrowing powers of the Society may be exercised by special resolution of the members.

13.7 The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors