

KMAC By-Laws – Date _____

Keswick Model Aircraft Club Inc.

A By-law; relating generally to the conduct of the affairs of Keswick Model Aircraft Club Inc.

BE IT ENACTED as a By-law of the Corporation as follows: A By-law relating generally to the conduct of the affairs of Keswick Model Aircraft Club Inc.

Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

The term “Corporation”, “Keswick Model Aircraft Club” and “KMAC” shall have the same meaning in so far as the language of this By-Law.

“Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c. 23 including regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“Annual General Meeting” or “AGM” means the annual meeting of the members of KMAC.

"By-law" means a By-law of KMAC as amended and which are, from time to time, in force and effect;

"Executive Committee" means the members elected to conduct the day to day affairs of KMAC.

“Head Office” of KMAC shall be in the Town of Newmarket, Ontario, subject to change by Special Resolution should the members of KMAC so decide.

“Just Cause” within the context of this By-law and any subsequent amendments to mean an infraction of the MAAC Safety Code, KMAC safety rules, KMAC policy or any offence contrary to the Criminal Code of Canada or the Statutes of Ontario as they may apply.

“MAAC” means the Model Aeronautics Association of Canada Inc. in English or Modélistes Aéronautiques Associés du Canada Inc. in French;

"May" means permissive or discretionary;

"Meeting of Members" includes monthly meetings, an annual Meeting of Members or a special Meeting of Members; "special Meeting of Members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual Meeting of Members;

"Ordinary Resolution" means a resolution passed by a majority of not less than fifty (50) percent plus one (1) of the votes cast on that resolution;

"Shall" means imperative or mandatory;

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one Gender includes all genders, and "person" includes an individual, body corporate, partnership, trust and non incorporated organizations.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

3. Corporate Seal

The seal, an impression of which is stamped below in this document, Shall be the seal of KMAC. The secretary of KMAC shall be the custodian of the corporate seal.

4. Financial Year

The financial year end of KMAC shall be as determined by the Executive Committee but no later than the date of the AGM.

5. Annual Financial Statements

KMAC may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered head office of KMAC and any member may, on request, obtain a copy free of charge at the registered office by E-mail or prepaid mail.

The Annual Statement shall be presented and approved at the AGM.

6. Membership Conditions (See also Appendix "A")

a. Membership in KMAC shall be limited to persons, clubs or organizations interested furthering the objects of KMAC and whose application for admission as a member has met the membership criteria as established by KMAC. All membership classes shall respect and abide by all the safety rules, protocol and policies of MAAC and KMAC in effect from time to time. Other conditions regarding membership may apply as described in Appendix "A".

b. Subject to the Articles, there shall be two classes of members in KMAC, namely, Class A members and Class B members. The members of KMAC may, by resolution, approve the admission of the members of KMAC. Members may also be admitted in such other manner as may be prescribed by KMAC by Ordinary Resolution. The following conditions of membership shall apply:

(1) Class A Members

(i) Class A voting or Class A voting / flying membership shall be available to persons who have applied and have been accepted for Class A voting or Class A voting / flying membership in KMAC.

(ii) The term of membership of a Class A voting or Class A voting / flying member shall be annual, but subject to renewal in accordance with the policies of KMAC.

(iii) As set out in the Articles, each Class A voting or Class A voting /flying member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member Shall be entitled to one (1) vote at such meetings.

“Class A” Membership Descriptions

Open Member

An open member shall be any person who is at least 18 years of age on the first of January in the year in which membership is sought.

Senior Member

Senior members shall be members who are 60 years of age and older and shall enjoy the rites and privileges of an Open Membership.

Family Member

Members of a Class “A” members family which include a spouse, dependent children less than 18 years of age or a child attending post secondary education.

Honorary Member

An honorary member shall be a person who has been a member of KMAC for at least 10 years and has reached the age of 75 years or has done an outstanding service to KMAC.

(2) Class B Members

(i) Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in KMAC.

(ii) The term of membership of a Class B non-voting member shall be annual, but subject to renewal in accordance with the policies of KMAC.

(iii) Subject to the Act and the Articles, a Class B non-voting member shall not be entitled to receive notice of, or vote at meetings of the members of KMAC.

Junior Member

A junior member shall be any member who is under eighteen (18) years of age on the first of January in the year in which membership is sought.

Social Member

A social membership, within KMAC (subject the terms and conditions set out in appendices “A”) is available to persons to enjoy all the privileges of the organization, except that of voting, holding office and paying of annual MAAC fees. A social membership shall not have any flight privileges

A Special Resolution is required to change the following:

(i) Create a new class or group of members;

(ii) Change a condition required for being a member;

(iii) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;

(iv) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;

(v) Change the manner of giving notice to members entitled to vote at a Meeting of Members or

(vi) Change the method of voting by members not in attendance at a Meeting of Members.

7. Notice of Members Meeting

a. Annual General Meeting -Location and time

The annual or any other general meeting of the members shall be held at such place in Georgina Ontario as the Executive Committee determines.

b. Requisition of Meeting

The president or vice-president shall have power to call, at any time, a general meeting of the members of KMAC. Notwithstanding the above, regular monthly meetings of the membership shall be on the second Thursday of the month at a place and at a time that the Executive Committee shall direct.

c. Quorum

A number of members carrying not less than twenty (20) percent of the voting rights in KMAC, present in person or by proxy at the annual or any other general meeting of the members of KMAC shall constitute a quorum for the transaction of business.

d. Notice of meeting

Notice of the time and place of a Meeting of Members shall be given to each member entitled to vote at the meeting by the following means:

a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of ten (10) days before the day on which the meeting is to be held; or

b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of ten (10) days before the day on which the meeting is to be held.

e. Notice of business

Notice of any meeting where any business either special or general will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

Notice of each Meeting of Members must remind the member if they have the right to vote by proxy.

A Special Resolution of the members is required to make any amendment to the By-laws of KMAC to change the manner of giving notice to members entitled to vote at a Meeting of Members.

8. Members Calling a Members' Meeting

The Executive Committee shall call a special Meeting of Members in accordance with Section 167 of the Act, on written requisition of members carrying not less than twenty (20) percent of the voting rights. Subject to Subsection 167(3) of the Act, if the Executive Committee does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

9. Voting

a. Voting rights

In order to be entitled to vote the member must be a paid up "Class A" member in good standing.

Unless otherwise provided for in these By-laws, each voting member present at the annual or any other general Meeting of Members of KMAC shall have the right to exercise one (1) vote.

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

In the event of a tie vote the President shall cast the deciding vote.

b. Absentee Voting by Open Proxy

A voting member may, by means of a written open proxy, appoint a proxy holder to attend and act at a Meeting of Members. Where multiple proxies have been given by the same member, the proxy bearing the most recent date shall be the only valid proxy. An open proxy shall specify that the proxy holder be authorized to exercise his or her own discretion in acting on behalf of such member on all voting matters at such meeting. An open proxy holder shall be a member of KMAC. An approved version of the proxy form is available from MAAC head office.

c. Absentee Voting by Closed Proxy

(i) A voting member may, by means of a written closed proxy, register his or her vote on any matter or matters included in the notice of business of a Meeting of Members by appointing a proxy holder who is obligated to deliver such proxy to such meeting. Where multiple proxies have been given by the same member, the proxy bearing the most recent date shall be the only valid proxy. A closed proxy holder need not be a member of KMAC.

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

(iii) A voting member may vote by open or closed proxy at the annual or any other general meeting of the members of KMAC.

(iv) A Special Resolution of the members is required to make any amendment to the By-laws in order to change this method of voting by members not in attendance at a Meeting of Members.

10. Membership

Full members in good standing shall be those unconditionally admitted to membership, who have paid all required fees or dues and have had those dues accepted by KMAC and who have not otherwise had their membership terminated or limited in accordance with these By-laws.

11. Termination of Membership

a. The rights of membership shall terminate on December 31 of each year unless otherwise terminated pursuant to these By-laws. Upon payment of the fees or dues payable by the member for the subsequent year and subject to annual approval according to the conditions established by KMAC, membership shall be renewed for the subsequent year or

such other period of time including but not limited to a probationary period, and upon such conditions or terms, as KMAC may decide. Membership may also be terminated pursuant to the Act.

b. Any membership may be terminated or limited for cause, and any membership may be suspended for cause, at any time by the Executive Committee or by Special Resolution.

c. Should a member whose membership is terminated, suspended, limited or not renewed be an officer or hold membership in any committee of KMAC at the time of termination, suspension, limitation or non-renewal, his or her position shall automatically be vacated. Notwithstanding any other provision of these By-laws, the terminated, suspended, limited or non-renewed member shall not hold office as an officer or a committee membership, whether then or any time later, without first obtaining the approval of KMAC.

d. Any member whose membership is terminated, suspended, limited or not approved by the Executive Committee shall have the opportunity, upon written notice to the President within thirty (30) days of any such event, to show cause why the membership should not be so affected.

e. The Executive Committee, upon considering the submission of the terminated, suspended, limited or non-renewed member, may:

(i) Uphold the termination, suspension, limits, or non-renewal; and/or,

(ii) Reinstatement the membership or return the previous membership status with or without such conditions or terms and for a period of time as the Executive Committee deems appropriate in the circumstances. The decision of the Executive Committee is final.

f. Unless otherwise stated in the decision of the Executive Committee, in the event of termination, or by the Executive Committee in the event of non-renewal, the member shall be entitled to seek readmission in the subsequent year in accordance with this article.

g. Any member may withdraw from KMAC by delivering to KMAC a written resignation and lodging a copy of the same with the Secretary of KMAC.

h. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual or Special Meeting of Members of KMAC.

12. Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of KMAC, automatically cease to exist.

13. Executive Committee (See also Appendix "C")

a. Duties of the Executive Committee

i) The affairs of KMAC shall be managed by the Executive Committee who may exercise all such powers and do all such acts and things as may be exercised or done by KMAC. The Executive Committee shall exercise those powers consistent with the By-laws, special resolutions or as directed by KMAC at a Meeting of Members.

ii) Every member of the Executive Committee of KMAC in exercising their powers and discharging their duties shall:

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

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

iii) Every member of the Executive Committee of KMAC shall comply with:

(a) The Act; and

(b) The Articles, the By-laws and any common member agreement.

iv) Every member of the Executive Committee of KMAC shall verify the lawfulness of the Articles and the purpose of KMAC.

v) Subject to the Act, no provision in a contract, the Articles, the By-laws or a resolution relieves a member of the Executive Committee from the duty to act in accordance with the Act or relieves him or her from liability for a breach of the Act in accordance with the Act. (See also Appendix "C")

b. Executive Committee Reasonable Diligence

i) A member of the Executive Committee has complied with his or her duties if that director or officer exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances.

c. Executive Committee

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, Past President if available and any such other officers as KMAC may by By-law determine. With the exception of the office of President and Vice President, any two offices may be held by the same person and that person / persons can be a Class A or B members.

d. Term of Office

KMAC shall, at the Annual General Meeting in odd years, elect from its members an Executive committee which shall be subject to the Act and these By-laws serve as members of the Executive Committee for a two (2) year term.

e. Elections (See also Appendix "B")

(i)The Executive Committee shall be elected from the membership by eligible "Class A" members at the AGM.

(ii)Any eligible member may run for an Executive Committee position provided that a nomination form has been submitted to the Secretary no more than ninety days (90) and not less than sixty (60) days prior to the AGM. A copy of the prescribed form can be found in appendix "B".

(iii) At the end of regular business, during the AGM, the regular meeting shall be concluded. The election of the new Executive Committee shall commence immediately thereafter. The election process shall be that as directed in appendix "B".

(iv) The membership of KMAC may, by Special Resolution, remove a member of the Executive Committee for just cause. The vote must be at least $\frac{3}{4}$ of the eligible vote in favor, in order to pass. Further, all other requirements for a Special Resolution vote shall be adhered to. KMAC may elect another member in good standing to replace the removed member for the balance of his or her term at the same meeting.

(f) Remuneration

(i) The Executive Committee shall serve without remuneration and no Executive Committee member shall profit, directly or indirectly by means of their position. An Executive Committee member will be reimbursed for reasonable expenses incurred by the member in the performance of their duties upon receipt of expenses by the Treasurer.

14. Meetings of the Executive Committee (See also Appendix C)

Meetings of the Executive Committee may be convened at the discretion of the committee, at a place and time of their choosing.

The President or Vice President or any two members of the Executive Committee may call a meeting at any time. Notice of such meeting will be provided by the Secretary to all members of the committee, by all available means, not less than two days, not including the day of the meeting, before the meeting will be held.

Notwithstanding the above, if all members of the committee are present, at a time and place that permits a meeting of the committee, a meeting can be held upon agreement of the members for a lawful purpose.

A quorum shall be no less than three (3) members of the Executive Committee.

15. By-laws and Effective Date

Subject to the Articles, the members of KMAC may, by resolution, make, amend or repeal any By-laws that regulate the activities of KMAC.

Any such By-law, amendment or repeal shall be effective from the date of the Meeting of Members where it shall be confirmed, rejected or amended by the members by Ordinary Resolution.

If the By-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next Meeting of the Members or if it is rejected by the members at the meeting.

This section does not apply to a By-law that requires a Special Resolution of the members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by members.

Roles and Responsibilities of a Chartered Club. (Extracted from MAAC By-Laws)

Club Affiliate Member (Chartered Clubs)

Club affiliate (chartered club) members shall be clubs that implement the safety code of the Corporation and any other policies or directives reasonably required from time to time by the Board; at any model operation sites of such Corporation, organization or club. All "Class A" members of the club shall be current members of MAAC or the Academy of Model Aeronautics in accordance with any reciprocal agreement between the two organizations, and with the exception of social members as defined.

Club affiliate members shall have the right to collect membership fees on behalf of the Corporation.

Club affiliate membership (charter club membership) may be granted by the appropriate Zone Director. In order to be granted membership as a club affiliate member, the applicant club or organization shall, prior to admission:

- (a) be an association of three (3) or more individuals each of whom is a MAAC open member and who has, as an objective, the purpose and objectives of MAAC;
- (b) Has been accepted by the appropriate zone director of MAAC and the MAAC Board as a club affiliate member (charter club member) and
- (c) Undertake to use its best efforts to liaise with the Zone Director of the Zone and ensure that MAAC representative(s) attends the Annual Zone Meeting in the Zone in which the head office of the club affiliate member (charter club member) is located.
- (d) The club shall have the right to propose agenda items for the Annual General Meeting through its MAAC representatives.
- (e) A club affiliate member applying for registration of a flying site shall, if in conflict with an existing flying site or sanctioned protected Zone, as described in the MAAC Safety Code, shall include with such application an approved frequency sharing agreement. Any application in conflict with this provision shall be summarily rejected. If the applicant cannot reach an agreeable frequency sharing agreement then the Zone Director may impose a frequency sharing agreement which shall be binding on both parties.

Contest Director

A contest director shall be a member who is capable of contest direction and has been approved by the Board. An application to become a contest director must be processed through the chartered club and approved by the appropriate zone director.

The contest director shall ensure that any MAAC safety code, rules, protocol, and policies are followed and that all contest rules for the discipline are clearly spelled out for all contestants.

All results of the contest are to be forwarded to MAAC contest directors shall have official status as representatives of the Association and as such may issue open and junior memberships at the site of the contest.

Appendix A

Membership

The following conditions shall apply:-

1. The Executive Committee shall approve membership applications pursuant By-law 6.
2. The upper limit of Class A flying memberships granted shall be eighty (80) members.
3. The number of Class A non-flying memberships granted shall not exceed ten (10) percent of the Class A flying memberships.
4. The upper limit of Class A flying memberships may be exceeded if the applicants are rate payers /residents of Georgina on a case by case basis.
5. Renewal of memberships shall commence on January first (1) of each calendar year. Preference shall be given to renewing Class A members, in good standing from the preceding year until the maximum number of Class A memberships has been reached. The cutoff date for renewals shall be January thirty first (31) at which time all other applications shall be considered until the maximum membership level has been reached.
6. Notwithstanding the above, there shall be no limit on Senior, Junior or Honorary memberships approved except as determined by the Executive Committee on a case by case basis.
7. An application for a Class A membership with flying privileges shall be accompanied by an up to date MAAC membership in good standing. Failure to provide a current MAAC membership shall be cause to reject the application.
8. All members shall, in the event of changing address, advise the Secretary of their change of address within ten (10) days of such change. The member shall also be responsible to advise the Secretary of any change in their e-mail address should that be the primary means of communication with KMAC.
9. An applicant shall declare at the time of application the type of membership sought. Class A, Class A with flying privileges or Class B.
10. Every member shall commit to a minimum of ten (10) hours of volunteer time to KMAC each and every year of membership. The afore mentioned hours may be contributed by assisting on work parties, events or community events as KMAC shall determine.

Fees and Schedules

1. A new applicant for membership shall provide a current MAAC membership in good standing if applying for a Class A membership with flying privileges. The fee for a Class A open membership shall be \$70.00 plus a onetime fee for field improvements of \$30.00.
2. Renewal of Class A open and senior membership with flying privileges shall be \$70.00 with a current MAAC membership in good standing.

3. Application or renewal of a junior membership with flying privileges is no charge except that a MAAC membership in good standing shall be provided with the application.
4. Renewal of a family membership shall be \$85.00 and shall be accompanied with a current MAAC membership, in good standing, for all flying members of the family.
5. Renewal of an Honorary membership is no charge however if the Honorary member wishes to fly then the applicable MAAC membership is required.

Appendix B

Elections

1. Candidates for the Executive Committee shall declare their intention to run for office not more than ninety (90) days or less than sixty (60) days prior to the AGM.
2. The nominator and candidate shall complete and submit a nomination form to the Secretary when the declaration is made.
3. The election shall be presided over by a person other than a club member. A club member may also preside over the election should a person who is not a member be unavailable.
4. A motion of "Dissolution" of the previous Executive Committee shall be moved and second and a vote taken by show of hands. The present Executive will then take a seat amongst the members present.
5. Two (2) Class A members shall be selected from the members present to act as scrutineers. They shall determine the number of open proxies and closed proxies held by the membership entitled to vote. They then shall count the cast votes and declare the successful candidate. The ballots shall then be destroyed.
6. Voting shall be secret ballot only. There shall be no show of hands for an Executive position.
7. The election shall start with the President, Vice President and proceed through the other officers to be elected. Each nominee shall be asked if they will stand for election and if an affirmative answer is recorded then the election will proceed. If there are two (2) candidates on the ballot and one (1) declines the other candidate shall be declared the winner by acclamation.
8. Successful candidates shall take office immediately after the election is declared closed.

Nomination Form

I, _____, as a member of the Keswick Model Aircraft Club in good standing do hereby nominate _____ as a candidate for the office of _____ of the Keswick Model Aircraft Club.

I, _____, as a member of the Keswick Model Aircraft Club in good standing do hereby accept the nomination as _____ of the Keswick Model Aircraft Club.

Signature of the Nominator _____

Signature of the Candidate _____

Date: _____

Accepted by: _____ Date: _____

Appendix C

Executive Committee

In addition to the requirements as set out in By-law 14 the following shall also apply.

Meetings

1. Members of the Executive Committee that have received notice who will be absent may waive or signify their consent, in writing, to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice there of may be waived by any member of the executive committee.
2. For the first meeting of the Executive Committee following the election of the Executive Committee at a meeting of the membership no notice shall be necessary in order to legally constitute a meeting, provided that a quorum of the Executive Committee is present. For a meeting of the Executive Committee at which a member of the Executive Committee is appointed to fill a vacancy in the Executive committee no notice shall be necessary to the newly appointed member of the Executive Committee.

Protection of the Members of the Executive Committee

Every member of the Executive Committee of KMAC or other person who has undertaken or is about to undertake any liability on behalf of KMAC and their heirs, executors and administrators and estate and effects, respectfully, shall at all times be indemnified and saved harmless out of KMAC funds, from and against:-

1. All costs, charges and expenses whatsoever which such member of the executive committee or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or for in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in respect of any such liability.
2. 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.
3. No member of the executive committee for the time being of KMAC shall be liable for the acts, receipts, neglects or defaults of any other member of the executive committee or employee or for joining in any receipt of act for conformity or any loss, damage or expense happening to KMAC through the insufficiency or deficiency of title to any property acquired by order of the executive committee for or on behalf of KMAC or for the insufficiency or deficiency of any security in or upon which any monies of or belonging to KMAC shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own willful act or his own willful default.

Officers

In addition to the requirements as set out in By-law 13 the following shall also apply.

1. The Past President will be the person who was the President of KMAC for the year immediately preceding the year when the election takes place. The office of Past President shall be automatic and not require the vote of the membership or the Executive Committee. If for any reason the office of Past President cannot be filled automatically then there shall be an Executive Committee member at large elected by the membership.
2. In the case of absence or inability to act of the President, the Vice President or any other officer of KMAC or for any other reason that the Executive Committee may deem sufficient the Executive Committee may delegate all or any of the powers of such member of the committee to any other committee member for the time being, provided that a majority of the Executive Committee concur therein.
3. The President shall, if present, preside at all meetings of KMAC and the Executive Committee. He shall sign all instruments which require his signature in order to give effect to said meetings and other instruments subject to the limitations provided hereunder and shall perform all duties incidental to his office and shall have other powers and duties as may be from time to time be assigned to him by the Executive Committee.
4. The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice President shall have such powers and duties as may from time to time be assigned to him by the Executive Committee.
5. The Secretary shall, when present, act as secretary for all meetings, shall have charge of the minute books of KMAC and the documents and registers referred to in the Corporations Act (Ontario) and shall perform such other duties as the Executive Committee require of him.
6. The Treasurer shall have the care and custody of all the funds and securities of KMAC and shall deposit the same in the name of KMAC in such bank or banks or with such depository or depositories as the Executive Committee may direct and shall perform such other duties as the Executive Committee require of him. The Treasurer shall prepare an up to date report to be presented orally at each monthly meeting. This report shall be approved by the membership and entered into the monthly meeting minutes as approved as presented or amended.
7. If a vacancy shall occur in any office by reason of death, resignation, disqualification or otherwise the Executive Committee may by resolution elect or appoint a person to fill the vacancy.

Execution of Instruments

1. Contracts, documents or any instruments in writing requiring the signature of KMAC may be signed by the President or the Vice President together with the Secretary or Treasurer. The Executive Committee shall have the power to from time to time by resolution to appoint any officer or officers or any person or persons on behalf of KMAC to sign specific contracts, documents and instruments in writing. The authority contained in this paragraph does not extend to banking documents and in particular, cheques. The Executive Committee shall from time to time give authority on appropriate banking institution forms for various officers or members to execute banking documents and cheques. The authority so given shall be at the discretion of the Executive Committee.
2. The seal of KMAC may be required to be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Executive Committee.
3. The term "contracts, documents and instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, agreements,

releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments or shares, stocks, bonds, debentures and other securities and all paper writings.

4. In particular without limiting the generality of the foregoing; the President or the Vice President together with the Secretary or the Treasurer shall have upon approval of the membership, at a meeting duly called, authority to sell, assign, transfer, exchange, convert or convey any or all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of KMAC and to sign and execute (under the corporate seal of KMAC) all assignments, transfers, conveyances, power of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

Committees

1. The Executive Committee may from time to time as deemed necessary appoint committees consisting of such number of members as may be deemed desirable and may prescribe their duties.
2. Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Executive Committee 3 members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in the case of an equality of votes the chairman of the committee shall cast the deciding vote.

Books and Records

1. The Executive Committee shall see that all necessary books and records of KMAC required by the By-laws of KMAC or applicable statute or law are regularly and properly kept. Minutes of regular meetings shall be kept by the Secretary who shall be the custodian of the minutes. Said minutes in the absence of regular entries in the corporate books shall be deemed to be proper corporate records where complying with these By-laws and the Corporation Act of Ontario.

Rules of Order

Roberts Rules of Order shall govern KMAC in all procedural matters not contained in the charter and in these By-laws.

Appendix D

Keswick Model Aircraft Club

Safety Rules

1. All persons using the flying field must be members of MAAC in good standing and abide by its rules and regulations, except that a member may allow a non MAAC member to fly under the direct control of that member undertaking the responsibility.
2. When more than one flyer using 72mhz radio equipment are at the field, a frequency control system must be set up and used, including flags on the transmitter antennae. In addition, a transmitter impound will be set up and used at all major events.
3. Flying is prohibited over the following areas:-
 - a) The pit area
 - b) The parking lot and spectator areas
 - c) North west of the flight line
 - d) South west of the flight line
4. Pilots will position themselves in the pilots' station, in front of the pit area, as soon as possible after take-off
5. Take-offs and landings must be called loud enough that other pilots flying at the time can hear.
6. All take-offs and approaches must be within 15 degrees of THE runway center line
7. Taxying within the pit area is prohibited
8. Members must request spectators to stay in the spectator area
9. Smoking is prohibited anywhere on the field except for the designated area by the fire pit
10. Members must display a current KMAC membership card and MAAC membership card on their flight boxes

