

Corporation By-Laws

Toronto Soaring Club Incorporated

ARTICLE I – NAME AND PRINCIPAL OFFICE

1. The name of this corporation shall be the Toronto Soaring Club Incorporated.
2. The principal office of this corporation shall be in the City of Toronto, Province of Ontario.
3. The seal, an impression thereof is stamped on the margin hereof, shall be the corporate seal of the corporation.

ARTICLE II – PURPOSE

The purpose of this corporation shall be as set out in its charter.

ARTICLE III – AFFILIATION

This corporation shall be affiliated with the Soaring Association of Canada as a sustaining member club and all of the members of this corporation who are solo pilots shall become members of the said Association, and the treasurer shall affect such membership by payment of dues and the furnishing of information to the said Association as may be necessary and required.

ARTICLE IV – MEMBERSHIP.

1. Membership in the Corporation shall consist of four classes: flying members; honorary members; probationary members; and social members.
2. FLYING MEMBERS shall be persons admitted as such by the Board of Directors and confirmed by the affirmative vote of the majority of members present at a general meeting who have paid the non-refundable initiation fee and such monthly or annual fees as may be fixed from time to time by the directors and approved by the affirmative vote of the majority of the members present at a general meeting.

A flying member shall be entitled to one vote at each meeting of the Corporation and to participate in all Corporation activities and to utilize all Corporation equipment subject to the rules and regulations provided in the constitution and flight rules of the Corporation.

Provided, however, that no person shall be eligible to become a flying member unless he/she shall have been a probationary member in good standing for at least one year.

3. HONORARY MEMBERS shall be persons admitted as such by the Board of Directors and confirmed by the affirmative vote of the majority of the members present at a general meeting. Honorary membership offers a lifetime membership standing. Honorary members shall have all the rights of flying members except that they shall pay no annual dues. Honorary membership shall only be granted when a member has ceased active flying.
4. PROBATIONARY MEMBERS shall be persons admitted as such by the Board of Directors who may participate in all Corporation activities but shall not be eligible to hold office, shall have no vote, and unless authorized by the CFI shall not be entitled to solo any equipment owned by the Corporation.

Any probationary member who wants to park a camper or trailer on the premises must be participating in Corporation activities and possess a Student Pilot Permit. Approval to bring a camper or trailer onto the premises must be received from the Board of Directors.

A person may be a probationary member for one year. At a general meeting subsequent to the expiration of the one year probationary period he/she will:

- be invited to become a flying member, or
- be informed that his/her membership will not be renewed
- probationary members shall pay such fees as are set out in the fee schedule.

5. SOCIAL MEMBERSHIP

The spouse or child of a flying member shall automatically be classed as a social member without payment of a regular fee.

Social members may participate in the general activities of the Corporation and may fly as passengers. Social members, however, may not receive flying instruction, shall not be eligible to hold office, and shall have no vote.

6. Any person participating in the flying activities of the Corporation must sign a release of claims before his/her first flight.
7. A minor must have the written consent of his/her parent/guardian to be admitted to flying or probationary membership in the Corporation, and the parent/guardian of any minor must sign the Corporation's release of claims before the minor will be allowed to fly in Corporation equipment.
8. Membership in the Corporation shall not be transferable and shall lapse and cease to exist:
 - upon the death of the member;
 - if he/she submits his/her resignation to the Board of Directors and the same is accepted by the Board, provided however that the member fulfils all obligations to the Corporation;
 - if cancelled by a resolution passed by the affirmative vote of two-thirds of the members present at a meeting;
 - if he/she fails to pay any dues or fees within the time prescribed by the Board of Directors.

ARTICLE V – EXPULSION AND SUSPENSION

1. If any member shall be charged with conduct which in the opinion of the directors renders it desirable that the member shall cease to be a member of the Corporation such member shall be invited to attend a meeting of the Board of Directors at which enquiry into the circumstances shall be held and at which the member shall be invited to give an explanation.

If after inquiry the directors are unanimously of the opinion that the charge is justified then the member concerned may be cautioned, suspended in whole or in part from his/her membership rights, required to resign, or expelled as the directors see fit.

Provided always that in the case of expulsion or suspension the member shall have the right to appeal to the membership at a regular or special meeting of the Corporation.

2. Any member who has failed to pay his/her annual dues or fees owed to the Corporation after said sums are due, shall be notified by the treasurer in writing, and failing to make appropriate arrangements for payment with the Board of Directors within four weeks after the date of the notice, shall be suspended from the Corporation of all Corporation equipment and lose his/her right to vote at any meeting of the Corporation.
3. When a member fails to pay his/her dues or fees, to pay any sum owed to the Corporation, or to make appropriate arrangements with the Board of Directors for the payment thereof, the member shall be notified by the secretary in writing and failing payment within the time prescribed by the Board of Directors, shall cease to be a member of the Corporation but shall nevertheless remain liable for the outstanding sum or fees.

ARTICLE VI – FEES AND DUES

1. All fees and dues will be determined annually at the annual general meeting and will be made known to all members.
2. Dues become payable April 1st unless prior arrangements have been accepted by the Board of Directors. The member shall be suspended from the use of club equipment until such dues are paid.

ARTICLE VII – LIABILITY OF MEMBERS TO THE CORPORATION AND VICE VERSA

1. Except as hereafter appear, the liability of members as such shall be limited to the payment of such entrance fees, dues and other charges, as may from time to time be authorized.
2. The pilot in command of Corporation flying equipment shall be liable for one half of the deductible as laid down in the insurance policy, unless a duly constituted meeting of the Corporation decides otherwise. On any instructional flight where the instructor has been authorized by the C.F.I. of the Corporation, the cost of any damages over and above that borne by the insurance will be absorbed by the Corporation. Similarly, any damages incurred to the tow plane by the authorized tow pilot while flying tow duties shall be absorbed by the Corporation.

ARTICLE VIII – MEETINGS

1. ANNUAL GENERAL MEETING

The annual general meeting of the members shall be held each year in April at a time and place determined by the Board of Directors.

The annual general meeting is for the purpose of receiving the annual reports of the Corporation officer, directors and committees; for the election of officers and directors, for establishing dues, fees, and other compulsory charges, and for such business as may properly come before such a meeting.

Notice of the annual general meeting shall be sent by the secretary to each member by mail not less than fourteen days before the meeting. The notice shall set forward the time, place, and agenda of such a meeting.

2. GENERAL MEETINGS

The Board of Directors may at any time call a general meeting of the members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

Notice of the meeting shall be sent by the secretary to each member by mail not less than seven days before the meeting. The notice shall set forth the time and place of such meeting.

3. SPECIAL MEETINGS

The Board of Directors shall call a special meeting of the members if required to do so by the requisition in writing, signed by not less than ten (10) percent of the voting members, stating the purpose of the meeting and delivered to the president or secretary.

Such meeting shall be called and held within twenty-one days of the receipt by the president or the secretary of the requisition.

The Board of Directors may also call a special meeting of the members for the transaction of any important business, the general nature of which is specified in the notice calling the meeting. The meeting shall consider only the points set forth on the agenda.

The members shall be notified at least seven days before a special meeting of the time and location of such a meeting.

4. QUORUM.

A quorum for any meeting shall be the presence of at least 50% of the number of flying members in good standing on the books of the Corporation.

A lesser number shall adjourn to some future time, not less than seven days later. The secretary shall give notice of the adjourned meeting at least three days before such meeting to each member of the corporation.

5. VOTING.

Each flying member in good standing is entitled to one vote and shall not vote by proxy.

A majority vote of the members present is controlling unless otherwise specified in these by-laws.

ARTICLE IX – BOARD OF DIRECTORS

1. The affairs of the corporation shall be managed by a board of five directors. The board members shall be the president, the secretary, the treasurer, the chief flying instructor and the technical director. The five directors shall be referred to as the Board.
2. The qualification of a director shall be the holding of a voting membership in good standing. They must be of legal age and must be an undischarged bankrupt.
3. The directors of the Corporation shall be elected at the annual meeting and their term of office shall be for one year from the date of the meeting at which they are elected, or until their successors are elected or appointed.
4. Any Board vacancy occurring during the year shall be filled by a member appointed by the Board, provided the member appointed qualifies as outlined in ARTICLE IX, Section 2, and is approved by the membership at the next general meeting.

A director appointed by the Board shall hold office only for the balance of the unexpired term of the director whose place is thus filled.

If more than one directorship is vacated at any one time then the membership shall elect new directors to bring their numbers up to five.

(The Corporations Information Act of Ontario requires that this Corporation shall file with the provincial secretary a notice of every change in the membership of its Board of Directors within ten days after the change has taken place, and the notice shall specify the date upon which each person became a director or ceased to be a director, as the case may be, and the resident address giving street and number, if any, of such person.)

5. The office of a director shall be vacated:
 - upon the death of the director
 - if he/she becomes bankrupt
 - if by notice in writing to the Board he/she resigns office and the resignation is accepted by the Board
 - if he/she ceases to be a member of the Corporation
 - if he/she is removed from office by the affirmative vote of two-thirds of the members present at a special meeting called for the purpose.
6. All directors in office shall retire at the annual general meeting but if qualified shall be eligible for re-election.

Each director shall be elected by secret ballot.

7. The Board of Directors may exercise all such powers of the Corporation as are not, by the Corporations Act or by these by-laws, required to be exercised by the members in a general meeting.

Any assessments recommended by the Board of Directors must be approved by a majority vote of the members present at a meeting before becoming effective.

Any decision of the Board of Directors may be repealed by an affirmative vote of the majority of members present at a meeting.

8. The Board of Directors shall be empowered to incur financial obligations in the amount of \$1000.00. The Board shall have this privilege only once between two properly constituted membership meetings.
9. No remuneration shall be paid to any director or officer other than the actual expenses incurred by them in attending to the affairs of the Corporation and such expenses shall be paid only upon the approval of the Board.

ARTICLE X – MEETINGS OF DIRECTORS

1. Regular meetings of the Board of Directors shall be called at a time and place determined by the president.
2. Special meetings of the Board of Directors may be called at any time by the president or on the order of any two directors.
3. Notice of special meetings of the Board of Directors, stating the time and place and in general terms the purpose, shall be given to each director no later than the day preceding the meeting.
4. If all of the directors are present at any time, any business may be transacted without previous notice.
5. Four directors shall constitute a quorum of the Board at all meetings, and the affirmative vote of at least three directors shall be necessary to pass any resolution, or to authorize any act of the Corporation.

ARTICLE XI – OFFICERS

1. The executive officers of the Corporation shall be the president, secretary, treasurer, chief flying instructor and the technical director, and such other officers as the Board may appoint from time to time.
2. The chief flying instructor will be nominated from among the existing instructors by those instructors and confirmed by a majority vote of the membership at each annual general meeting.
3. The executive officers shall hold office for twelve months, or until their successors are appointed or elected.
4. The president is the chief executive officer of the Corporation. He/she shall preside at all membership meetings and at all meetings of the Board of Directors.

If the president is unable to attend a meeting then he/she shall appoint a director to act on his/her behalf as chairperson of the meeting.

The president shall appoint all committees with the approval of the Board of Directors. He/she shall be an ex-officio member of all committees.

He/she shall sign all contracts in the name of the Corporation when authorized to do so by the Board of Directors; appoint and discharge agents and employees, or delegate this duty as he/she may elect, subject to the approval of the Board of Directors, and he/she shall have general supervision over the management of all the affairs of the Corporation.

5. The secretary shall perform all duties incident to the office of secretary subject to the control of the Board of Directors including:
 - he/she shall keep the minutes of all proceedings of the members and of the Board of Directors in books provided for that purpose;

- he/she shall attend to the giving and serving of notices for all the meetings of the members and of the Board of Directors;
 - he/she shall keep a proper membership book showing the name and address of each member of the Corporation, the book of by-laws, the Corporation's seal, and other such books and papers as the Board of Directors may direct;
 - he/she shall execute with the president in the name of the Corporation all certificates of membership, contracts and instruments which have first been approved by the Board of Directors;
 - the secretary shall also perform such duties connected with the operation of the Corporation as he/she may undertake at the suggestion of the president.
6. The treasurer shall perform all duties incident to the office of the treasurer subject to the control of the Board of Directors, including:
- he/she shall execute with the president in the name of the Corporation all cheques for expenditures authorized by the Board of Directors;
 - he/she shall receive and deposit all funds of the Corporation in the bank or banks selected by the Board of Directors, which funds shall be paid out only by cheques as hereinbefore provided;
 - he/she shall account for all receipts, disbursements and balance on hand;
 - the treasurer shall also perform such duties connected with the operation of the Corporation as he/she may undertake at the suggestion of the president.
7. The chief flying instructor shall have full control over instructions and flying operations of the Corporation, and shall be the final authority in all matters pertaining to the use of the flying equipment, functioning within the rules of the Corporation.

He/she may prohibit any member from using the flying equipment of the Corporation, whether for disobeying flying rules, non-payment of fees or any reason whatever, until the case can be investigated by the Board of Directors.

He shall appoint qualified assistant instructors from time to time as required and this group shall meet frequently as a flying instruction subcommittee.

In the absence of the C.F.I. the senior instructor on the field shall assume his/her duties.

8. The technical director shall be responsible for the mechanical condition of Corporation equipment including aircraft, winches, and retrieving vehicles.

He/she shall appoint assistants as necessary and this group shall constitute a subcommittee of which the technical director shall be the chairperson. They will be in charge of the construction of new equipment or the repair of damaged equipment as authorized by the Board.

It is intended that any work done under the technical subcommittee be assisted by the general membership of the Corporation to the fullest possible extent.

ARTICLE XII – GUESTS

1. Members shall be entitled to introduce guests to the Corporation premises subject to the following restrictions:
- the member shall be responsible for all guests introduced by him/her and for the compliance of such guests with the Corporation rules and regulations;
 - the directors shall have the right to exclude from the Corporation premises any guest without assigning any reason therefore.

ARTICLE XIII – COMMITTEES

1. FINANCE COMMITTEE

Annually between the end of the fiscal year and the annual meeting, the treasurer's books and accounts shall be audited by a finance committee composed of three members appointed by the Board of Directors.

The Board of Directors, by a majority vote, may cause an independent audit to be made by an outside auditing firm at any time, when in their judgment it is deemed advisable.

2. NOMINATION AND ELECTION COMMITTEE

The nomination and election committee shall consist of two members who shall neither belong to, nor shall they be candidates for, the Board of Directors.

They shall be appointed by the Board of Directors not later than thirty days before the date of the annual general meeting.

3. SPECIAL COMMITTEES

Special committees may be formed by the Board of Directors at any time as deemed necessary or advantageous to the Corporation.

4. The chairperson of these committees shall attend Board of Directors' meetings when they have business to transact.

ARTICLE XIV - FINANCES

1. The Board of Directors shall establish a schedule of fees that shall be sufficient to pay the Corporation's expenses and to maintain the value of the Corporation's assets.
2. The fiscal year of the Corporation shall be from April 1st to March 31st.
3. The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Corporation's treasury for the purpose of new equipment, for contingencies, or for the purpose of reducing flying fees as shall be determined by the Board of Directors. The net savings, in any event, shall not be distributed to the members for personal use.
4. The Corporation shall carry liability insurance to protect the Corporation against suits by third parties.

ARTICLE XV – AMENDMENTS

1. Amendments of these by-laws may be made by the affirmative vote of two-thirds of all the flying members present at a meeting.
2. Amendments may be acted upon at any meeting of the members provided the substance of the proposed amendment shall have been stated in the notice calling the meeting, and that each member shall have had at least seven days notice in advance of such amendment proposals.

ARTICLE XVI – DISSOLUTION

1. The Corporation may be dissolved by the affirmative vote of two-thirds of all flying members in good standing or by a higher authority.
2. Upon dissolution of the Corporation, after payment of all debts and liabilities, the whole of its remaining assets shall be distributed to charitable organizations