



Date: February 06, 2019
To: MAAC Board of Directors
From: Keith Bennett, Constitution Advisory Group Chair
Opinion: Annual Report Constitution Advisory Group

Purpose

To update the Board of Directors on the activities of the Constitution Advisory Group and provide an updated terms-or-reference for the group.

Recommendation

That the Board of directors receive the Constitution Advisory Group Annual Report and adopt the revised terms-or-reference attached as Appendix B.

Mandate

The Constitution Advisory Group (the group) provides advice to the Board of Directors (the board) and members on matters of constitution, bylaw and policy through its chair. The chair administers the election of officers of the corporation and voting on changes to constitution, bylaws and policy at the Annual Meeting of the Members (AGM) and when other circumstances make it advisable.

The advisory group restricts its scope of work to matters pertaining to the interpretation, implications, use, drafting and amendment of the corporate documents of MAAC and the current legislation regulating those documents. It does not concern itself with subjective matters of the corporation that are the purview of the members or the board.

Composition

The Constitution Advisory Group was established in April of 2014 when its predecessor the Constitution Committee was dissolved. Group members may or may not be members of MAAC and are appointed by the board with the advice of the executive committee if required. The chair of the advisory group is appointed by the board. This advisory group is specialized in nature and members of the advisory group should be skilled in the matters dealt with. The policy manual states that a minimum of one member of the board of directors should be a member of this advisory group which is the vice-president. There is no time limit for

membership in the advisory group, but all members and the chair serve at the pleasure of the board.

Group membership

Keith Bennett 4623, Chairman

Fred Messacar 25381L

David Loveday 7073

Roger Bélanger 79036

Frank Klenk 32001L Vice-President and board liaison

Peter Schaffer 27460L, President, ex-officio and non-voting

Status of Corporate Documents

Certificate of Continuance: Version of File with Corporations Canada is 2012-10-25 and is current.

Constitution Version on File Corporations Canada: unknown.
Current Version 005, January 21, 2016 ready to file with Corporations Canada.

By-laws Published version 012, May 01, 2016.
Current version 013, April 23, 2017 adopted by the board, ready to publish and on file with Corporations Canada as of December 06, 2017.

Policy Manual Published version 008, May 01, 2016.
Current version 010, adopted by board on July 23, 2018 and ready to publish.

Note: Filing of Bylaws and Constitution, with Corporations Canada, is administered by head office with the corporate key.

Corporate Filings

See Appendix A

2019 Work Plan

- Five-year Strategic Plan review and update
- Prepare the 2020 Annual Operating Plan
- Develop scoping document for a Governance Review
- Work with ad-hoc committee to complete a Five-year Financial Plan
- Work with ad-hoc committee to develop a policy and framework governing document preparation, vetting and publishing
- Consolidate and provide opinions on *zone resolutions and recommendations*
- Prepare amendments to by-laws and policy

- Continue to review by-laws and policy around annual zone meetings
- Provide ongoing advice to the board on constitutional, by-law and policy matters

2018 Work Plan Highlights

- Updated the Five-year Strategic Plan
- Prepared the 2019 Annual Operating Plan
- Developed scoping document for a Five-year Long-term Financial Plan and initiated the work process
- Developed a scoping document for new policy and framework governing document preparation, vetting and publishing
- Prepared amendments to policy and by-laws for casual vacancy of president or vice-president
- Provided opinions on the *zone resolutions and recommendations*
- Reviewed by-laws and policy around annual zone meetings
- Conducted governance sessions at the Niagara Falls AGM
- Developed translation policy
- Provide ongoing advice to the board on constitutional, by-law and policy matters

2017 Work Plan Highlights

- Development of a Five-year Strategic Plan in conjunction with the board
- Development of the 2018 Annual Operating Plan in conjunction with the board
- Prepared memo's regarding a casual vacancy of a president and casual vacancy of a zone director, amended identification of aircraft policy and prepared Resolutions and Recommendations Report for the boards consideration in determining the disposition of resolutions and recommendations from the annual zone meetings
- Provided ongoing advice to the board on constitutional, by-law and policy matters
- Welcomed a new member, Roger Bélanger, to the Constitution Advisory Group

Advisory Group Terms of Reference Review

The terms-of-reference was reviewed and updated at the April 28, 2017 board meeting. The advisory group has reviewed and revised the document in 2019. Kerr and King states in §48. Terms of Reference; That all committees are bound by their terms of reference and careful preparation of these can save time and prevent misunderstanding and maintain consistency over time in an organization. The terms of reference should include clear statements defining:

- 1) the status of the committee;
- 2) the type of committee;
- 3) the overall purpose;
- 4) any specific directives defining goals and tasks;
- 5) the relationship to any other overlapping activities of the association;

- 6) the composition, including statements on the method for appointing the chair, and designated observers, whether officers are appointed as full or associate members, and any authority granted to the chair to co-opt other members;
- 7) the assignment of any staff as associate members;
- 8) any special mode of operation, e.g. committee meetings only by telephone calls;
- 9) an upper limit of expenses the committee can incur;
- 10) the preferred time and method for reporting.”

Attached is the revised terms of reference, with tracked changes, for the board’s consideration. It is consistent with Kerr and Kings advice on committee terms-of-reference.

Respectfully Submitted

A handwritten signature in black ink, appearing to read "Keith Bennett". The signature is written in a cursive, slightly stylized font.

Keith Bennett, Chair Constitution Advisory Group
Attachments: Federal Corporation Information as of April 06, 2018

APPENDIX A

Federal Corporation Information - 052091-8

[Glossary of Terms used on this page](#)

Note

This information is available to the public in accordance with legislation (see [Public disclosure of corporate information](#)).

Corporation Number

052091-8

Business Number (BN)

127633378RC0001

Corporate Name

MODEL AERONAUTICS ASSOCIATION OF CANADA
MODÉLISTES AÉRONAUTIQUES ASSOCIÉS DU CANADA

Status

Active

Governing Legislation

Canada Not-for-profit Corporations Act - 2012-10-24

Registered Office Address

5100, SOUTH SERVICE ROAD
UNIT 9
BURLINGTON ON L7L 6A5
Canada

Note

Active NFP Act corporations are required to [update this information](#). Changes are only legally effective when filed with Corporations Canada. A [corporation key](#) is required. If you are not authorized to update this information, you can either contact the corporation or contact [Corporations Canada](#). We will inform the corporation of its [reporting obligations](#).

Directors

Minimum 3

Maximum 13

- Jean-Paul Le Guilcher
19 Martel De Brouage

- Baie Comeau QC G4Z 2B2
Canada
- Cato Hansen
11 Knapp Lane
Kingston NB E5N 1S9
Canada
 - Jeff Esslinger
221 Athlone Drive
Winnipeg MB R3J 3L6
Canada
 - Geoff Strotmann
9229 Country Road 44
Oxford Station ON K0G 1T0
Canada
 - Steve Woloz
5763, Maclear
Cote St. Luc QC H4W 2H2
Canada
 - Athol Cohen
26 Zola Gate
Thornhill ON L4J 9A7
Canada
 - Brian Whitehead
1221 Highway 4
Cochin SK S0M 0L0
Canada
 - Roger Ganley
4209 - 36 Ave
Leduc AB T9E 6A3
Canada
 - William Rollins
Box 1376
Parksville BC V9P 2H3
Canada
 - Frank Klenk
450, Broadway Street
Tillsonburg ON N4G 3S7
Canada
 - Kevin McGrath
40, Parkshore Ct.
Sault Ste Marie ON P6A 5Z3
Canada
 - Roland Worsfold
27 - 2080 Pacific Way
Kamloops BC V1S 1V3
Canada

- Roy R.R. Rymer
1546, 8TH Ave.
St. Catherines ON L2R 6P7
Canada

Note

Active NFP Act corporations are required to [update director information](#) (names, addresses, etc.) within 15 days of any change. A [corporation key](#) is required. If you are not authorized to update this information, you can either contact the corporation or contact [Corporations Canada](#). We will inform the corporation of its [reporting obligations](#).

Annual Filings

Anniversary Date (MM-DD)

10-24

Date of Last Annual Meeting

2017-04-23

Annual Filing Period (MM-DD)

10-24 to 12-23

Type of Corporation

Non-Soliciting

Status of Annual Filings

- 2019 - Not due
- 2018 - Filed
- 2017 - Filed

Corporate History

Corporate Name History

1949-06-10 to 2008-04-25	MODEL AERONAUTICS ASSOCIATION OF CANADA	
2008-04-25 to Present	MODEL AERONAUTICS ASSOCIATION OF CANADA	2008-04-25 to Present
		MODÉLISTES AÉRONAUTIQUES ASSOCIÉS DU CANADA

Certificates and Filings

Certificate of Continuance

2012-10-24

Previous jurisdiction: Canada Corporations Act - Part II (CCA-II)

By-laws

Received on 2013-08-28

By-laws

Received on 2014-05-09

By-laws

Received on 2017-12-06

Date Modified:

2019-01-16

Appendix B



Terms of Reference

CONSTITUTION ADVISORY GROUP

Version	Effective Date
001	2014-08-12
002	2017-04-22
003	<u>2019-02-18</u>
Review	Schedule Date
004	<u>2018</u> <u>2020</u> -02-01

Mandate

The Constitution Advisory Group (the group) provides advice to the Board of Directors (the board) and members of the Model Aeronautics Association of Canada (MAAC) on matters of constitution, by-law and policy through its chair. The chair administers the election of officers of the corporation and voting on changes to constitution, by-laws and policy at the Annual General Meeting of the Members (AGM) and when other circumstances make it necessary.

This Terms of Reference should be reviewed annually every two years, by the board, prior to the AGM.

Membership and Appointment

Advisory Groups are formed by the board of directors. Group members may or may not be members of MAAC and are appointed by the board with the advice of the executive committee if required. The chair of the advisory group is appointed by the board. This advisory group is specialized in nature and members of the advisory group should be skilled in the matters dealt with. The vice-president shall serve as the board representative on the advisory group. There is no time limit for membership in the advisory group, but all members and the chair serve at the pleasure of the board.

A minimum of one member not including the board appointee and the chair shall sit on the advisory group. There is no maximum number of members, however no more than two members from any one zone may be members of the group. The board should review and reconstitute the membership of the advisory group annually before the AGM. Proponents interested in sitting as a member of the advisory group may submit their resumes, through a Zone Director at any time of the year. The board will make their selection for membership in the group to best serve the interests of MAAC, giving consideration to diversity in the geographical distribution of appointees. The board may remove or appoint members to the advisory group at any time, at their discretion, by resolution at a duly constituted board meeting.

The makeup of the advisory group should take into consideration succession for the position of chair, should the current chair not be able to fulfill the role and in preparation for a change in chair. At least one member of the advisory group should be identified for this role and be prepared to step in when needed.

The President of MAAC is a non-voting ex officio member of the advisory group. There are no staff of MAAC sitting on the group, however staff are consulted or informed on most matters.

Frequency of Meetings

The advisory group convenes as necessary to fulfill its mandate. It is most active in the winter preparing proposed recommendations and resolutions, from the Annual Zone Meetings (AZM's), for consideration by the board and the membership at the spring AGM.

Quorum

The group has no formal decision-making authority, however consensus is the preferred method of determining a recommendation to the board and if required a simple majority vote shall be used in determining the group's recommendations for the board's consideration. The chair is bound to provide

the board with the recommendations of the group, however, is also bound to provide independent advice if the recommendation is considered unlawful or otherwise unwise.

Record of Meetings, Reporting and Communications

There are no formal records of meetings however, recommendations from the group are presented to the board via a Policy Memo. Members of the group may communicate via email, telephone and video conference in order to conduct the business of the advisory group.

The advisory group shall provide a report to the board in advance of the AGM indicating compliance of the corporate documents with Corporations Canada requirements and make note of any outstanding deficiencies to bring them into compliance. It should also identify suspected or known risks ~~in regard~~ ~~to~~ regarding the corporate documents such as upcoming changes to legislation, compliance requirements, corporate filings or other matters that might affect the corporation.

The ex officio MAAC President and the MAAC head office shall be copied on all official correspondence of the group.

Resources and Budget

There is no formal budget for the group and any expenses to be incurred must be pre-approved in conformance with established financial policies. Contact with the corporate lawyer takes place through the president and or their designate.

Role of the Advisory Group

- Maintain the Letters Patent
- Maintain the Constitution
- Maintain the By-laws
- Maintain the Policy Manual
- Conduct the process to compile, review and make recommendations to the board for disposition of Resolutions and Recommendations from AZM reports.
- Conduct the presentation and voting, by members, on resolutions at the AGM through the chair.
- Provide practitioners advice to the board of directors, executive committee and association members on matters relating to the corporate documents and current legislation regulating those documents through the chair.
- Neither the advisory group nor the chair is qualified to provide legal ~~opinions~~ advice and should a legal ~~opinion~~ advice be required by the board, it shall be done so through the designate from the executive committee responsible for dealings with the corporate lawyer.

- The advisory group restricts its scope of work to matters pertaining to the interpretation, implications, use, drafting and amendment of the corporate documents of MAAC and the current legislation regulating those documents. It does not concern itself with subjective matters of the corporation that are the purview of the members or the board.

Role of the Chair

Provide leadership for the Constitution Advisory Group in fulfilling its role to maintain the corporate documents, provision of practitioner’s advice to the board on the use of corporate documents, implications of amending corporate documents and the current applicable legislation.

- The chair is responsible to the board and through them to the executive committee. The chair is expected to liaise with the executive committee and the board as well as members of the organization requesting information. The chair is not part of the executive committee but may be invited to participate with opinions in relevant subject areas.
- Face to face board meetings - The chair attends face to face board meetings, currently held on a yearly basis directly preceding the AGM. ~~The chair is present at these meetings seated near the president who presides at the meeting.~~ The chair usually advises the president on which motions require a two-thirds majority or simple majority. The chair may act as the Sergeant-at-Arms, if appointed, for the counting of votes by the board. The election of the officers and board members at-large of the executive committee occurs at this meeting and the chair along with two or more non-directors conducts the nomination process and vote tabulation.
- Conference or video call board meetings - The chair may be invited to participate in these meetings as well as executive meetings.
- The chair may attend an AZM to adjudicate the processes of the meeting when requested by the board and or a zone director.
- AGM – The chair is responsible for the presentation of zone resolutions and zone recommendations from AZM’s and acts as the sergeant-at-arms for vote counting at AGMs.

Relationships

Corporations Canada - Personnel at Corporations Canada are occasionally contacted for rulings on the interpretation of the MAAC constitution and/or by-laws. ~~All changes approved by the membership at the AGM for~~ The constitution or by-laws, if amended by the membership at an AGM, are ~~forwarded~~ sent to Corporations Canada. The Letters of Patent follow a separate path for approval and ~~are~~ is not processed through the AGM for membership approval. No changes to the Letters Patent can take effect until Corporations ministerial approval is received.

Corporate Documents

Letters of Patent: This document is the authorization to develop a corporation and is the “Charter” issued by the government. All changes to this document require processing through

Corporations Canada for acceptance before becoming legal. In short, it is the instrument of incorporation and should rarely require amendment. It has only been done once since the organization was incorporated in 1949. Changes to this document are approved only by the board of directors and the changes do not require approval of the members, however the membership should be advised.

Constitution: The Constitution articulates the purpose of the Model Aeronautics Association of Canada (MAAC). The Constitution, like the Letters Patent should not require revision unless the corporation makes a change in purpose. The document remains virtually unchanged since 1949, however it was recently revised to remove items which had been inserted over time and no longer applicable. This document describes “*who we are and what our purpose as a corporation is*”. Changes to this document require membership approval, through a special resolution, at an Annual General Meeting (AGM) prior to processing through Corporations.

By-Laws: The by-laws are the living document of the corporation. Corporations Canada specifies ~~particular~~ sections which must be included in the by-laws, however the corporation may add to the minimum requirements. The minimum requirements include such items as the AGM, types of memberships, etc. *The by-laws specify who is responsible for what within the organization and what functions are to be carried out.* All changes to this document are to be filed with Corporations Canada. The board has the authority to amend, add or delete by-laws mid-term which are effective immediately, ~~with the exception of~~ except for by-laws that require a special resolution. These amendments, additions or deletions require confirmation by the membership at an AGM to remain in effect. Any by-law that requires a special resolution shall only be decided upon at the AGM by the membership.

Policy Manual: The policy manual was developed from the original by-laws and outlines how things are done. Items from the by-laws governing such items as fees were difficult to manage within the by-laws and moved to the policy manual. Changes to this document may be proposed, by members, at an AZM or by the board of directors. Changes that originate from an AZM are voted on by ordinary resolution by the membership at an AGM. Changes made by the board of directors’ mid-term are effective immediately and must be confirmed, by ordinary resolution, at an AGM to remain in effect.

*Note: A special resolution requires a two-thirds majority of the members to pass.