



Terms of Reference

CONSTITUTION ADVISORY GROUP

Version	Effective Date
---------	----------------

001	2014-08-12
-----	------------

002	2017-04-22
-----	------------

003	2019-02-18
-----	------------

004	2020-02-23
-----	------------

Review	Schedule Date
--------	---------------

	2021-02-01
--	------------

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 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 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 advice, and should legal 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 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. The constitution or by-laws, if amended by the membership at an AGM, are sent to Corporations Canada. The Letters of Patent follow a separate path for approval and 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 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, 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 voting members to pass.