



**MODEL  
AERONAUTICS  
ASSOCIATION  
OF  
CANADA**

# **Policy Manual**

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**1. First Members in the Association**

The first members of the association were the original incorporators of the association, and were Lillian H. Hockin, Weston, Ontario, Paul L. Durant, Halifax, Nova Scotia, Ben J. Webb, Ottawa, Ontario, Reg Dunning, Toronto, Ontario, Bruce Lester, Toronto, Ontario, Lavalle J. Walter, Windsor, Ontario, Wilfred St. John, Winnipeg, Manitoba, Roy Dolson, Preston, Ontario, Frederick J. Stull, St. Catharines, Ontario, Robert G. Moore, Edmonton, Alberta and D.P. Collis, Victoria, British Columbia.

**2. Registered Office**

*2.1 Location*

The registered office of the corporation is located at the City of Burlington in the Province of Ontario and the place or places therein where the business of the corporation may, from time to time, be carried on.

*2.2 Changing the Location of Registered Office*

The board of directors may change the location of the registered office of the corporation within the Province of Ontario provided that no material change in the location of the registered office takes place until such resolution shall be confirmed by special resolution of the members at the next annual general meeting of members.

If the registered office must be vacated for reasons beyond the control of the corporation, its officers or directors, the executive committee shall have the authority to temporarily re-locate the registered office until a permanent location may be determined in accordance with section 2.2.

**3. Financial**

*3.1 Fees*

Open Membership <sup>1</sup> with magazine	\$80.00
Three-year Open Membership with magazine	\$216.00
Open Spousal Membership without magazine	\$50.00
Junior Membership with magazine	\$21.00
without magazine	\$10.00
Introductory Membership	\$25.00
<i>(conditions apply, see website)</i>	
Club annual renewal	\$25.00
New Club application	\$25.00
Archived minutes per meeting	\$5.00
Applicable taxes extra	

*3.2 Reduction of Fees*

Annual memberships received after September 1 shall be charged at the full membership rate, and the membership term shall extend from the remainder of the year through the full following year.

*3.3 Execution of Documents*

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the corporation shall be signed by any two (2) of the board

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<sup>1</sup> With the exception of an Honourary Life Member who has been granted life time membership, without fee, by the Board of Directors for outstanding service to the organization.

approved signatories of its officers and/or directors when required. In addition, the board may from time to time direct the manner in which the person or persons, by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the corporation to be a true copy thereof.

### 3.4 *Banking Arrangements*

The banking business of the corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors shall designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## 4. **Membership Year**

The membership year shall be the calendar year commencing with the 1st day of January and ending with the 31st day of December.

## 5. **Corporate Insignia**

The insignia of the corporation shall be as set out below.



## 6. **Member Rights**

### 6.1 *Membership Entitlement*

Each member shall:

- 6.1.01 Receive a unique registration number and membership card.
- 6.1.02 Be eligible to compete in any competitions sanctioned by the association or any competition sanctioned by any model organization which has a reciprocal agreement with MAAC and which is affiliated either directly or indirectly with the Fédération Aéronautique Internationale (F.A.I.).
- 6.1.03 Be eligible to represent Canada in world competition (F.A.I.) providing the member qualifies according to the regulations as set down by the association and is able to obtain an international sporting license as issued by the Aero Club of Canada.
- 6.1.04 Be advised of the national organization zone in which he resides. A member may request that the board of directors approve the transfer of such member's zone representation to a zone adjacent to the one in which the member resides by delivering to the corporation such written request and lodging a copy of the same with the secretary of the corporation.
- 6.1.05 Be entitled to attend the annual or any other general meeting of the members of the corporation and the annual zone meeting or any other general meeting of the members of the national organization zone in which such member is represented and to be heard in respect of any matter at any such meeting.

- 6.1.06 Be entitled, at the annual meeting of members of the zone in which the member is represented, to propose resolutions and/or recommendations to be considered at the annual meeting of the members of the corporation, and if such resolutions and/or recommendations are approved by a majority vote of the members of the national organization zone, to have such resolutions and/or recommendations included on the agenda of the annual general meeting of the members of the corporation.
- 6.1.07 Be eligible to be elected to the board of directors, or to hold any office in the corporation or to be elected or appointed to the membership or chair of any standing committee.
- 6.1.08 Be eligible to transfer to another membership class upon the approval of the board of directors and upon payment of any required fees or dues for the applicable membership class.

6.2 *Suspension or Termination of Membership (Moved to By-laws)*

6.3 *Disciplinary Procedures Membership*

In general terms the disciplinary procedure will be:

- a. Verbal warning with a written record of that warning.
- b. A written advice of the infraction(s) and a warning that if remedial action is not forthcoming, disciplinary action of suspension of membership or termination of membership may be imposed. Notification is to be sent to the member by registered mail and a signature receipt through Canada Post obtained as proof of receipt of the notification. There will also be a retained copy of the written advice.
- c. A written advice of the infractions that have not been rectified and a listing of the preceding advisements. This advice is to the member that their membership in MAAC is forthwith suspended or terminated. This notification will be by registered letter and a signature receipt through Canada Post obtained as proof of receipt of the notification. There will also be a retained copy of this written advice.

*NOTE: These three (3) "steps" are not obligatory to be sequentially followed. Should the incident be serious enough (e.g. theft of funds from the corporation) the disciplinary procedure may proceed directly to step 3 or any other step deemed appropriate.*

6.4 *Disciplinary Procedures Board of Directors*

This clause pertains to the discipline of a member of the Board of Directors who is alleged to have infringed the Code of Ethics or other documents of governance.

6.4.01 Role of the Board

- a. The board/executive charged with the responsibility of enforcing the MAAC Code of Ethics or other articles of governance should remain aware that the purpose of such enforcement is the correction of undesirable behavior, rather than being punitive, having the best interests of MAAC in mind.
- b. A director who is unsure about the applicability of the Code of Ethics or any other article of governance, in a particular situation or has questions in that regard, is encouraged to consult with the MAAC executive committee. In such event, the director must recognize that the MAAC executive committee's responsibility is to MAAC and not to the director.
- c. Nothing in this manual prohibits the President, Vice President or any member of the board from dealing personally with what he feels may be inappropriate or improper behavior on behalf of another board member. Such members must feel free to discuss or offer guidance in the best interests of MAAC and

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in the spirit of constructive criticism without feeling the need to do so in a formal setting which will create an adversarial environment that may be harmful to MAAC and the persons involved.

### 6.4.02 Presentation of an Allegation

- a. Upon receipt of information regarding a possible infringement of an article of governance, the MAAC executive committee shall promptly notify the board, and the director who is the subject of the possible infringement of the specific details of the alleged violation including the source of such details, the date and location of such violation, and the identity of the complainant if such an individual exists. Copies of documents relating to the alleged violation in the possession of MAAC or the complainant, whether or not they will subsequently be used as exhibits in any disciplinary hearing must be provided to the alleged violator as soon as possible. The MAAC executive committee shall then investigate the matter with due diligence and the utmost discretion and shall provide ample opportunity for due process for all parties concerned. The executive committee shall first decide if the alleged action or inaction, if proven, is in fact an infringement upon which action should be taken as described below.

### 6.4.03 Unfounded Allegation

- a. Should the Executive Committee come to the conclusion that the allegation is frivolous, untrue, or otherwise without merit to justify formal remedial action, the complainant if any, and the alleged violator shall be notified, after which the board shall be apprised of the committee decision. The matter shall then be brought before the board for a final decision. The board may direct the president (or his delegate satisfactory to all concerned, should there be a conflict involving the president) to deal with the matter informally. The president, or his delegate, in council with the executive committee, may decide what informal action is appropriate and that decision is final. The board may direct that the matter be summarily dismissed to serve the best interests of MAAC.

### 6.4.04 Founded Allegation

- a. After having reached the conclusion that the alleged action or inaction does in fact constitute an infringement requiring formal remedial action, the executive committee shall appoint an ad-hoc investigating committee of not less than two of their members to conduct an investigation. Should members of the executive committee be identified as alleged violators, members of the BOD may be appointed to the investigating committee. In any event, the chosen members of the investigating committee must be satisfactory to the Board and the alleged violator. If after all reasonable efforts to satisfy the violator have been made without success, the Board may select the committee members and their decision is final.

### 6.4.05 Investigation

- a. The investigation of the allegations will be done with objectivity, in order to reveal all pertinent data regarding the allegations. The details of the investigation should include, but are not limited to, the following:
- b. Signed statement of the complainant outlining the specifics of the allegation including the date, time and place of the event together with an explanation as to how such activity has contravened a governance guideline.
- c. Statement of the facts of the case as supplied by the alleged violator, should he/she elect to provide one. Such statement is to be given on a voluntary basis only and no inference, positive or negative is to be drawn regarding the

alleged miscreant, whether or not such statement is provided. All evidence in support of the allegation should be provided to the alleged violator prior to anyone asking for his decision as to whether or not to supply any statement or response to the allegation.

- d. Nothing in this section should be deemed to prohibit the investigator(s) or violator from discussing the matter informally if they should agree to do so.
- e. The consideration of all documents relevant to the subject matter, both in support of the allegations, and any available or known to MAAC that might be construed as exculpatory or excusatory. Copies of all such documents are to be provided to the violator in printed format, and electronically, where possible, in such a format that can be readily edited.
- f. Statements of any and all persons, MAAC members or not, that may be able to offer evidence in support of or be exculpatory regarding the subject allegations.
- g. The investigators shall attempt to surface evidence regarding the state of mind of the alleged violator at the time of the offence. Their report should comment on whether or not the action or inaction concerned was willfully in contravention of any guideline or was rather a simple error in judgment. Investigators and persons deciding the issue should consider that an essential ingredient for conviction in many Canadian criminal cases is the concept of “mens rea”, or, a “guilty mind”, without which the prosecution fails, even when direct evidence shows that the basic essentials of the offence are provable.
- h. The negative effect on any member or MAAC resulting from the alleged violation, or the probability or possibility of such effect.
- i. The intent of the alleged violator in the commission or omission at issue.
- j. Upon completing the investigation, the MAAC executive committee shall make recommendations to the board for appropriate action. These recommendations may include, but are not limited to:
  - i. dismissal of the allegation as unfounded,
  - ii. summary disposition as described in 6.4.07
  - iii. schedule a hearing before the board who shall decide whether or not the allegation has been proven.

#### 6.4.06 Dismissal of Allegation

- a. Pursuant to 6.4.03.a, the board may direct dismissal of the allegation. Copies of the allegation including the statement of the complainant if any, shall be placed on the personal files of the complainant and the alleged violator, together with the board’s decision. The matter shall then be considered closed.

#### 6.4.07 Summary Disposition

- a. Pursuant to 6.4.03.a, the board may direct summary disposition of the matter. This process should be used in instances where the facts of the matter are not in issue, and the impact of the violation is minimal or even non-existent and there is no indication of the violator intending to harm a member or MAAC.
- b. The executive committee may recommend appropriate remedial action, which shall be presented to the board for confirmation.



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- c. The basic facts of the case will be made subject of a memorandum acknowledged by the violator and placed on his/her personal file.
- d. The rationale for this section is to prevent undue punitive action being taken against an individual for what the executive (or ad-hoc committee) deems to be a wrong, but relatively harmless, error in judgment. The board must agree to grant confirmation of the above process for it to be deemed complete and closed.

### 6.4.08 Disciplinary Board Hearings

- a. After an allegation of wrongdoing has been made and the matter is not to be discharged summarily, the executive shall arrange to proceed with the investigation as described in section 6.4.03.a and 6.4.04.a and ultimately to a hearing and final resolution of the issue. Once the alleged violator has been presented with a written allegation complete with complete disclosure of all evidence of every kind, for and against him, he shall have the opportunity to admit the facts of the allegation, with or without explanation, or contest the allegation. Should the matter be contested, a hearing shall be scheduled at a time and in a manner convenient to all involved.
- b. At the hearing, MAAC shall call the witnesses and present any documentary evidence, complete with the authors thereof. The authors of documentary evidence are needed to allow for cross-examination of the document for the purpose of determining the truth or accuracy of the contents such as would be done if the evidence were verbal (*viva voce*). After MAAC has presented its case, the alleged violator will have the opportunity to present any witnesses or other evidence to contest the issue or to show mitigating factors.
- c. The board hearing the case will be required to rule on any challenge to the admissibility of any evidence to be brought before them such as hearsay.
- d. MAAC and the alleged violator may appoint an agent to act as counsel on their behalf, preferably but not necessarily a board member, or at least a MAAC member if possible. Should a non-member be selected as counsel, that person may be supplied with details of the issue necessary to function as counsel without incurring a breach of confidentiality complaint against the suppliers of such details.
- e. Minutes of the hearing will be taken by whatever means is the most efficient and appropriate in the circumstances. In more serious matters, it may be wise to have both written and electronic records of the hearing prepared. Copies of such minutes will be available only to Board members, MAAC administrative personnel, and all alleged violators. Testimony of any non-board witness, but nothing else, may be supplied to them upon request. Should a non-board member or person other than an alleged violator be required to attend the hearing, they will be required to enter and leave the room or connect and disconnect any electronic device by which they participate, before and after they have completed their evidence as directed by the chair of the hearing.
- f. In order for a person to be declared as having committed an alleged violation, there should be a 2/3 majority vote of the board (less one, the accused) in support of such a finding. If the board should decide in favor of the alleged violator, he will be discharged without prejudice. Should the decision be against the violator, arguments regarding appropriate remedy may be undertaken immediately, or the hearing may be adjourned to a later date to deal with that issue.

6.4.09 Remedies to be applied upon conclusions of guilt in Disciplinary Board Hearings

- a. Remedies available to the board include, but are not limited to, warning (verbal or written), removal from elected office and from position on any committee, or termination of MAAC membership pursuant to the bylaws and section 158 of the Act.
- b. Factors to consider include actual, or risk of, financial loss by MAAC, actual or possible damage to the reputation of MAAC, its members including directors, or its employees. The board should consider the state of mind of the violator with respect to his or her intentions in deciding whether the violation was the result of an intentional act or the result of an error in judgment. Further, the board may assess any attempt by the violator to gain personal advantage, financial benefit, or achievement of a position of greater authority within the organization.
- c. The board should be reminded to take into consideration any mitigating factors brought to their attention by the violator.

6.4.10 Record of finding of fault

- a. A more serious remedy may be applied in regard to a violator who has been found at fault prior to the current matter being dealt with. The facts of such a finding and the remedy applied should be made available to the board in order to assist them in applying a remedy in the current matter.
- b. Records of any violation will be held on a violator's personal file and reviewed after two years from the date of the finding of fault, and annually thereafter. Upon application by the violator, and if the board agrees (2/3 majority), a record of the finding of fault in excess of two years old may be expunged from the member's personal file. Details of the infringement shall remain confidential to the MAAC executive committee and board of directors and future MAAC executive committees and boards of directors.

6.4.11 Limitation of Action

- a. Disciplinary action pursuant to allegations of infringement of the MAAC articles of governance must be commenced no later than six months from the time the subject matter of the allegation becomes known to or is reported to any member of the Executive Committee by any means. Any member of the board to whom such an allegation is made known, shall report such details to a member of the Executive Committee as soon as practicable.
- b. Nothing in this section shall prohibit the executive committee from counseling a board member regarding conduct unbecoming a MAAC director regardless of the time frame involved, and whether or not any form of disciplinary action pursuant to the foregoing procedures is warranted or contemplated.

6.5 *Persons Entitled to be Present at Members' Meetings*

All members of the organization are entitled to attend any members' meeting. All members are entitled to audit any meeting of the executive committee or the board of directors excepting closed meetings. Closed meetings can be held for corporate property security, sensitive financial information, disclosure of intimate, personal or financial details in respect to a person, acquisition or disposition of corporate property, decisions with respect to negotiations with employees, litigation affecting the organization and disciplinary action taken by the board against any director, officer or member. The public accountant of the corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

6.6 *Chair of Members' Meetings*

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting

6.7 *Votes to Govern at Members' Meetings*

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting will cast the deciding vote.

6.8 *Participation by Electronic Means at Members' Meetings*

If the corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of the by-laws, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the corporation has made available for that purpose.

6.9 *Privacy*

Except as set out in our Privacy Policy, MAAC will not disclose any personally identifiable information without permission unless legally entitled or required to do so or if it is believed that such action is necessary in relation to a claim made under MAAC's insurance policy that involves the individual. Disclosing your email address or occupation is voluntary. By so disclosing, you consent to MAAC contacting you for such purposes in relation to the organization as it deems appropriate, including to seek your help as a volunteer in areas in which you may have expertise.

- 6.9.01 Birthdates are required for verification of membership status and used by the organization for demographic information.
- 6.9.02 Addresses are required for sending membership cards and other official communication of the organization.
- 6.9.03 Addresses are published if the member volunteers to serve administratively as President, Vice President, Executive Committee Member, Board Member, Committee Chairman or Committee member, etc..
- 6.9.04 Home Phone numbers are required for communication by the office or volunteers as specified above and may be published as part of the volunteer position, otherwise they are kept confidential.
- 6.9.05 Work Phone numbers will be used only by the office for contact if other methods fail.
- 6.9.06 Email addresses are collected for communication purposes. The organization will use the email address for official communication such as confirmations, notices of meetings or renewals, etc..
- 6.9.07 Email addresses will be published in the official publication Model Aviation Canada if the member has volunteered as noted above, email addresses are not visible on our web site.
- 6.9.08 Any other information collected on application forms is for organization demographics.

- 6.9.09 No provision in this policy shall prevail over any right of members expressly provided for in the Act, or any other applicable statute.

## 7. MAAC Zones

### 7.1 National Organization Zones

- 7.1.01 The membership of the association shall be divided into 13 national organization zones.
- 7.1.02 Zone Boundaries  
No change of the numbers of zones or boundaries will be allowed by special resolution or by normal resolution unless the zone(s) to which the changes have an affect make the request for change.
- 7.1.03 Zone Map  
Please refer to the MAAC web site for the zone map.

### 7.2 National Zone Boundaries

- 7.2.01 Alberta Zone (A)  
All of Alberta, Northwest Territories and Nunavut.
- 7.2.02 Atlantic Zone (B)  
New Brunswick, Nova Scotia, P.E.I. and Newfoundland including Labrador.
- 7.2.03 British Columbia Interior/Yukon Zone (C)  
The area of British Columbia not enclosed by a line from Cape Scott on Vancouver Island directly east to Hope Island, then directly south-east to and not including Birken (north-east of Pemberton), then south-east to the southernmost point of highway 3 in Manning Park, then directly south to the United States of America Border.
- 7.2.04 Manitoba Northwestern Ontario Zone (D)  
All of Manitoba and Northwestern Ontario to a line drawn true north/south of Simpson Island just east of the town of Nipigon, Ontario.
- 7.2.05 Middle Ontario Zone (E)  
The border between the Middle Ontario Zone and the South-East Zone goes up highway 25 to Acton, then a straight-line north to Giants Tomb Island in Georgian Bay. Between the Middle Ontario Zone and the South-West Zone the line is a straight-line north from Clear Creek through Woodford, Ontario to Georgian Bay and to the north from Cape Rich across to Giants Tomb Island.
- 7.2.06 Northern Ontario Zone (F)  
A straight line from Giants Tomb Island in Georgian Bay to Mattawa on the border of Ontario and Quebec on the eastern side and on the western side a line drawn true north/south of Simpson Island just east of the town of Nipigon, Ontario and including Manitoulin Island.
- 7.2.07 Ottawa Valley Zone (G)  
The western border is a straight line from Colborne north to Mackee. On the east the zone ends at the Quebec border except for a forty-kilometer (40) kilometer radius around Pembroke and an eighty (80) kilometer radius from the centre of the Parliament Building (ie: Gatineau, Quebec).
- 7.2.08 South West British Columbia Zone (H)

The area of British Columbia enclosed by a line from Cape Scott on Vancouver Island directly east to Hope Island, then directly south-east to and including Birken (north-east of Pemberton), then south-east to the southernmost point of highway 3 in Manning Park, then directly south to the United States of America border.

7.2.09 Quebec Zone (I)

The western border between the Quebec Zone and the St. Lawrence Zone follows Highway 161 from the United States of America border to Trois Rivieres, west to Louisville then a straight-line north.

7.2.10 St. Lawrence Zone (J)

The eastern border between the Quebec Zone and the St. Lawrence Zone follows Highway 161 from the United States of America border to Trois Rivieres, west to Louisville then a straight-line north. The western border is the border between Quebec and Ontario except for a forty-kilometer (40) kilometer radius around Pembroke and an eighty (80) kilometer radius from the centre of the Parliament Building (i.e. Gatineau, Quebec), which belong to the Ottawa Valley Zone.

7.2.11 Saskatchewan Zone (K)

All of the province of Saskatchewan.

7.2.12 South-East Ontario Zone (L)

The western border between the South-East Ontario Zone and the Middle Ontario Zone goes up highway 25 to Acton then a straight-line north to Giants Tomb Island in Georgian Bay then a straight line to Mattawa on the border of Ontario and Quebec. The eastern border between the South-East Ontario Zone and the Ottawa Valley Zone is a straight line from Colborne north to Mackay.

7.2.13 South-West Ontario Zone (M)

The eastern border between the South-West Ontario Zone and the Middle Ontario Zone is a straight-line north from Clear Creek through Woodford, Ontario. The western border is the border of the United States of America, to the north from Cape Rich to the main channel between Manitoulin Island and the mainland west of the United States of America border.

*7.3 Management of National Organization Zones*

7.3.01 Responsibility

Each director of a national organization zone shall be responsible for the management of the affairs of such zone as may be prescribed in the by-laws and Policy Manual and further policies of the corporation.

7.3.02 Representation (moved to by-laws)

**8. Annual General Meeting**

8.1 Proxies

8.1.01 Closed proxies shall have listed on them the agenda items by number and shall provide space for a positive, negative or abstention vote on each agenda item. An open proxy vote leaving all matters to the discretion of the holder need not have agenda items listed but must indicate clearly the date for which it is issued.

8.2 Voting

8.2.01 Voting shall be by a show of hands by those present. The appointed scrutineer(s) shall count the votes.

- 8.2.02 Proxy voting for each agenda item shall be as determined by the proxies presented and validated and counted by the secretary-treasurer, or duly appointed representative.

### 8.3 Agenda

- 8.3.01 The agenda shall be prepared by the executive committee and shall take into consideration reports and recommendations from zone meetings. Any two directors may, in writing, require any item added to the agenda. The board of directors by majority resolution may amend the agenda for the annual general meeting. Any specific resolution or recommendation duly passed by an annual zone meeting shall be part of the agenda of the annual general meeting.

### 8.4 Conduct of Annual General Meeting

- 8.4.01 At every annual meeting of members of the corporation, in addition to any other business that may be transacted, the report of the directors, the reports of the committee chairmen, the financial statement, resolutions and recommendations arising from zone meetings and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

### 8.5 Notice of Meetings by Publication

- 8.5.01 Any written notice required in the by-laws shall be held satisfied if such notice is published in a newsletter or national publication of the corporation, provided that:
- a. Such notice is prominently displayed in such publication and in such a manner as to be reasonably expected that every member who is eligible to vote will see it.
  - b. Such newsletter or publication is mailed within the prescribed period to every member who is eligible to vote.
- 8.5.02 A minimum of twenty-one (21) days' notice and no greater than sixty (60) days' notice shall be given to each voting member of the annual or any other general meeting of members of the corporation or of members of a national organization zone.

## 9. Board of Directors

### 9.1 Composition of the Board

The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of three directors, and shall include one director from each of the national organization zones, and ex officio<sup>2</sup> the president who shall act as the chairman of the board of directors.

### 9.2 Change in the Number of Directors

Any change in the number of directors shall be by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors.

### 9.3 Election of Directors

- 9.3.01 Election of the zone director shall occur at the following annual zone meetings: zones A, C, E, G, I, K and M shall be in even numbered calendar years and the remaining zones (B, D, F, H, J and L) shall be in odd numbered calendar years.

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(King, 1996). *Ex officio*: A position or office that is granted to an individual because that person holds another specified office. In this case it means the president is a member of the board of directors by right of being elected president of MAAC.

9.3.02 The election of any additional directors resulting from a change in the number of directors as provided for in section 9.2 shall be by an ordinary resolution of the members at a meeting duly called for the purpose of electing such directors to the board of directors.

9.3.03 Persons willing to be nominated for the position of zone director or deputy zone director shall declare such intentions at least 30 days prior to the annual zone meeting. This intention shall be forwarded to the current zone director and M.A.A.C. head office for inclusion in the annual zone meeting agenda. This will allow such nominees to be properly included in the agenda of the annual zone meeting.

9.4 *Office of Director to be vacated*

The office of director shall be automatically vacated:

9.4.01 If at a meeting of members, a resolution is passed by 2/3 of the members present at the meeting that he be removed from office, such resolution to contain the reason for removal.

9.4.02 If at a meeting of members of a national organization zone, a resolution is passed by 2/3 of the members present at the meeting that the director of such Zone be removed from office, such resolution to contain the reason for removal.

9.4.03 If a director has resigned his office by delivering a written resignation to the secretary of the corporation.

9.4.04 If the zone director is found by a court to be of unsound mind.

9.4.05 If the zone director becomes bankrupt or suspends payment or compounds with their creditors.

9.4.06 On death.

9.5 *Filling of Vacancies*

9.5.01 If a vacancy of a director shall occur for any reason, the deputy zone director elected in the national organization zone in which the vacating director is represented shall fill such vacancy.

9.5.02 If no such deputy zone director is available, or is unwilling to serve on the board, the president shall appoint a zone director to serve until the next national organization zone meeting.

9.5.03 Any member of the national organization zone in which the vacating director is represented may call a meeting of the members of such zone to fill the vacancy.

9.6 *Remuneration of Directors, not for pecuniary gain*

9.6.01 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by themselves in the performance of their duties. All expense claims must be submitted to the MAAC Office no later than January the 10th of the year following the expense to qualify for reimbursement. Expense claims submitted after that time will not be considered, however the executive committee, may at its discretion, consider an appeal, from the claimant, based on extenuating circumstances and authorize a late claim. Should the late claim be from a member of the executive committee he/she shall not take part in considering the extenuating circumstance or decision. The decision of the executive committee shall be final and binding.

9.6.02 Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefor.

9.7 *Retiring Directors*

A retiring director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected.

9.8 *Committees of the Board of Directors*

- a. How appointed
  - i. Except as otherwise provided for in the by-laws, the board of directors may establish standing, appointment, ad hoc committees and advisory groups whose members and/or chairman will hold their offices at the will of the board of directors.
- b. Terms of reference
  - i. The directors may fix by resolution any remuneration for expenses to be paid to committee members or chairmen and shall determine any additional and/or particular terms of reference of such committees to be recorded in the rules and regulations and policy of the corporation.

9.9 *Notice of Meetings*

Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours' notice of such meeting shall be given, such notice to include a notice of business to be conducted (agenda). Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors.

**10. Powers and Duties of the Board of Directors**

10.1 *Insurance*

Shall maintain insurance coverage for the members of the association.

10.2 *Receiving Reports*

Shall, at the annual board meeting, receive reports of directors and committee chairmen and shall approve, reject or table same and provide direction and establish necessary effective dates if indicated. A reason for rejection shall be given. A submission from an interest category concerning rules shall be reviewed by the board and may be rejected for reasons of safety, insurance or, if in the opinion of the board, the submission does not reflect the mandate of the association as expressed in the Constitution. In the case of a rejection by the board a poll may be taken of the members who have an interest in the category to which the proposed rule change applies. A re-submission may be made to the board incorporating the wishes expressed in the aforesaid poll. The board will then consider the re-submission and the board may then implement the rule change or reject it by majority vote.

10.3 *Team Trials*

Shall, consider submissions from interest category chairmen with respect to holding of FAI "Team Trials" for the purpose of selection of team members to represent MAAC and Canada at World Championship competitions. The board, in consultation with interest category chairmen, if necessary, shall select site and time of "Team Trials" and all other matters reasonably associated with the conduct of such events. The "Team Trials" shall be held on Canadian soil. In the case of a rejection by the board of a "Team Trials" proposal a poll may be taken of the members who have an interest in the proposed "Team Trials". A re-submission may be made to the board incorporating the wishes expressed in the aforesaid poll. The board will then consider the re-submission and the board may then decide to hold the proposed "Team Trials" or reject it by majority vote.



10.4 *Duty to manage or supervise management*

Subject to the Act, the by-laws of the corporation and any unanimous member agreement, the directors shall manage or supervise the management of the activities and affairs of the corporation and may exercise all such other powers and do all such other acts and things as the corporation is so authorized to exercise and do.

10.5 *Enable the Corporation to Solicit*

The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

**11. Executive Committee**

11.1 *Duties of the Executive Committee*

- 11.1.01 The executive committee shall, when the board is not in session, supervise and maintain the operations of the association and recommend changes to be addressed when the board is in session and conduct the business of the association generally through the secretary-treasurer, and shall have the power to authorize the seal of the association to be affixed to all papers, which may require it.
- 11.1.02 The executive committee shall have the power to authorize all operating expenditures. Any capital expenditures over \$2,000.00 must be put to a vote by the board.
- 11.1.03 The executive committee may, subject to the by-laws of the association, give such direction to the officers of the association in regard to all matters as in their judgment is deemed necessary
- 11.1.04 Exercise such powers as are authorized by the board of directors and shall see that all orders and resolutions of the board of directors are carried into effect.
- 11.1.05 Perform such other duties as shall from time to time be imposed upon it by the board of directors.
- 11.1.06 Minutes of the proceedings of the executive committee shall be kept in a book provided for that purpose, which shall always be open for inspection of any director.

11.2 *Structure*

- 11.2.01 There shall be an executive committee composed of the president, the vice-president, and three board members at large who shall be appointed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty. The membership shall be advised of the positions prior to the conclusion of the annual general meeting at which time the president shall cease to be a zone director.

11.3 *Term*

- 11.3.01 The members of the executive committee shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead or they cease to be a zone director at which point they cease to be a member of the executive committee.
- 11.3.02 Each presidential term shall be for a period of two (2) years.

11.4 *Limits on Authority*

Despite section 11.1 no executive committee, managing director or any committee of directors shall have authority to:

- 11.4.01 Submit to the members any question or matter requiring the approval of members.
- 11.4.02 Fill a vacancy among the directors or in the office of auditor or appoint additional directors.
- 11.4.03 Issue debt obligations except as authorized by the directors.
- 11.4.04 Approve any financial statements required by the Act or the by-laws to be placed before the members at an annual general meeting. The auditors require the signature of two officers or board members before publication of the financials for the members.
- 11.4.05 Adopt, amend or repeal by-laws.
- 11.4.06 Establish contributions to be made, or dues to be paid, by members.

11.5 *Meetings and Notice*

Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting.

11.6 *Quorum*

A majority of the members of such committee but no fewer than three (3) shall constitute a quorum.

11.7 *Removal from Committee*

Any executive committee member may be removed by a majority vote of the board of directors not counting blanks or abstentions. This vote is to be held at a special or regular meeting of the board of directors which has been called as outlined previously in these by-laws.

11.8 *Filling Vacancies*

Any casual vacancy on the executive committee may be filled by a majority vote of the board of directors from among their number.

**12. Minutes of Meetings**

12.1 *Director Meetings*

The minutes of the board of shall be available to the board of directors, each of whom shall receive a copy of such minutes. The minutes shall be posted on the MAAC website and shall be available to the membership for viewing during the usual business hours of the corporation. A copy can be made available at a reasonable fee.

12.2 *Executive Meetings*

The minutes of the executive committee shall be available to members of the executive committee and members of the board of directors. Each member of the executive and of the board of directors shall receive a copy of such minutes. The minutes shall be posted on the MAAC website and shall be available to the membership for viewing during the usual business hours of the corporation. A copy can be made available at a reasonable fee.

12.3 *Member Meetings*

The minutes of the annual or any other general meeting of the members shall be available to the general membership of the corporation, each of whom shall receive a copy of such minutes by mail or by publication in a newsletter or national publication of the corporation or by electronic transmission. The minutes shall also be posted on the MAAC website.

**13. Duties of Officers**

13.1 *The President shall*

- 13.1.01 Upon assumption of office, cease to be a zone director.
- 13.1.02 Be the chief executive officer of the association.
- 13.1.03 Preside at all executive meetings of the association and of the board of directors.
- 13.1.04 Have general and active management of the business of the association.
- 13.1.05 See that all orders and resolutions of the board of directors are carried into effect.
- 13.1.06 With the secretary-treasurer or the officer appointed by the board for the purpose, sign all by-laws and other documents requiring the signature of the officers of the association.
- 13.1.07 As soon as possible after the annual zone meeting, call a meeting of the newly elected directors for the purpose of electing the executive committee before the annual general meeting. At the discretion of the president, the executive committee may be elected by mail ballot on the condition that the directors be asked that they will allow their names to stand for positions on the executive committee. This shall be called the election meeting.
- 13.1.08 In the normal course of operation, the president elect will assume office at the end of the annual general meeting immediately following their election. Immediate assumption of office by the president elect will be at the discretion of the board of directors.
- 13.1.09 Upon election the president shall sign the disclosure statement included as part of the MAAC board of director's code of ethics and submit it to the MAAC office, MAAC executive committee and retain a copy for himself.

13.2 *The Vice-President shall*

- 13.2.01 In the absence or disability of the president, perform the duties and exercise the powers of the president.
- 13.2.02 Perform such duties as shall, from time to time, be required of him by the board or the president.

13.3 *The Secretary-Treasurer shall*

- 13.3.01 Attend all sessions of the board and act as clerk thereof and record all votes and minutes of all proceedings in the books kept for that purpose.
- 13.3.02 Give or cause to be given notice of all calls and dues to be paid by the members.
- 13.3.03 Perform such other duties as may be prescribed by the board or the president.
- 13.3.04 Maintain and keep the minute book of the association and shall ensure approved minutes are signed by the meeting chair, after approval by the board of directors.

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- 13.3.05 Be the custodian of the seal of the association and shall deliver it only when authorized by a resolution of the board to do so and to such person or persons as may be named in the resolution. He or she shall have the responsibility for safekeeping of the association funds and securities.
- 13.3.06 Keep full and accurate accounts of receipts and disbursements in books belonging to the association.
- 13.3.07 Deposit all monies and other valuable effects in the name, and to the credit, of the association and in such depositories, as may be designated by the board.
- 13.3.08 Disburse the funds of the association as may be ordered by the board, taking proper vouchers for such disbursements.
- 13.3.09 Render to the president and directors at the regular meetings of the board, or whenever they may require it, an account of all transactions as treasurer and of the financial position of the association.
- 13.3.10 Give the association a bond satisfactory to the board, for the faithful performance of the duties of his office and for restoration to the association in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the association.
- 13.3.11 Accept responsibility for the operation of the association headquarters organization in accordance with a manual approved by the board of directors.
- 13.3.12 Act as the secretary of the executive committee.

### 14. Zone Director

#### 14.1 *The Zone Director shall*

- 14.1.01 Act as a member of the board.
- 14.1.02 Call an annual zone meeting in the appropriate year for the purpose of electing a director for the ensuing term. Should the director be elected to the position of the president, become incapacitated or removed from office for any reason, the deputy zone director shall immediately assume the office of zone director. The zone director shall call an election for a new deputy zone director.
- 14.1.03 Each of the national organization zones shall at the annual zone meeting indicated in section 14.1.04 elect from its members a deputy zone director who shall serve for a two-year term.
- 14.1.04 Election of the deputy zone director shall occur at the following annual zone meetings: Zones A, C, E, G, I, K and M shall be in odd numbered calendar years and the remaining zones (B, D, F, H, J and L) shall be in even numbered calendar years.
- 14.1.05 Submit to the association contest directorship applications for processing.
- 14.1.06 Provide liaison between the Club Affiliate Members and members and the board and its standing committees.
- 14.1.07 Recommend sanction requests received from the Club Affiliate Members to the association for processing.
- 14.1.08 Establish a consensus within the zone on direction to be taken at the annual directors meeting on items requiring agenda action.

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- 14.1.09 Shall submit a report with respect to his zone meeting to headquarters, prior to October 31st. Said report must contain specific resolutions or recommendations passed at the annual zone meeting.
  - 14.1.10 Attend or provide a proxy vote on all agenda items in the annual general meeting.
  - 14.1.11 Arbitrate on all matters of concern solely within the zone.
  - 14.1.12 Submit committee zone representation to the chairmen of committees when requested to do so by said chairman.
  - 14.1.13 Shall liaise with the MAAC representatives as elected by the club affiliate members. Directors shall collect any items which their club affiliate members feel appropriate for the agenda of the annual general meeting.
  - 14.1.14 Upon election, the zone director and deputy zone director shall sign the disclosure statement included as part of the MAAC board of directors' code of ethics and submit it to the MAAC office, MAAC executive committee, and retain a copy for himself.
- 14.2 *Casual Vacancy of Deputy Zone Director*
- 14.2.01 If a vacancy of a deputy zone director shall occur for any reason, the zone director shall appoint one of the assistant zone directors in the national organization zone in which the vacating deputy zone director is represented who shall fill such vacancy until the next annual zone meeting or until a new deputy zone director is elected, whichever comes first.
  - 14.2.02 If no such assistant deputy zone director is available, or is unwilling to serve, the zone director shall appoint a deputy zone director to serve until the next national organization zone meeting.
  - 14.2.03 Any member of the national organization zone in which the vacating deputy zone director is represented may call a meeting of the members of such zone to fill the vacancy.

## 15. Zone Meetings

### 15.1 *When Held*

The annual zone meeting shall be held in the months of ~~August~~, September or October of each year, within the geographical boundaries of the zone as defined in this Policy Manual at the call of the zone director for elections, and zone business including ~~appointments nominations~~ for standing committee ~~chairmen and~~ members.

### 15.2 *British Columbia Residency*

The annual zone meeting of the British Columbia Coastal Zone shall alternate yearly between Vancouver Island and that portion of the British Columbia Coastal Zone on the mainland of British Columbia.

Should the British Columbia Coastal Zone, zone director reside on Vancouver Island then the deputy zone director shall reside on the mainland portion. Alternately if the zone director resides on the mainland portion of the zone then the deputy zone director shall reside on Vancouver Island.

### 15.3 *Calling of a Meeting*

The zone directors shall call a meeting of the zone 14 days after written request signed by at least five (5%) per cent of the paid-up individual membership in his zone.

### 15.4 *Notice of Meeting*

Notice of the regular meeting as provided for in paragraph (15.1) above shall be provided to club affiliate members at least twenty-one (21) days in advance by the zone

director. Copies of the agenda shall be supplied with the notice and shall contain nominations for zone director, deputy zone director, leader award nominations and zone resolutions and recommendations, with sufficient information to permit a zone member to form a reasoned judgment on the decision to be taken. Notice of each Annual Zone Meeting must remind the member if they have the right to vote by proxy. Zone resolutions and recommendations must be submitted to the Zone Director at least 30 days in advance of the zone meeting so they can be included in the agenda that forms part of the notice of meeting. This is to permit members who cannot attend in person to vote by proxy.

15.5 *Quorum*

A quorum shall consist of five (5%) percent of the current open zone members and proxies present at the meeting.

15.6 *Voting*

Voting may be in person or by proxy provided that the proxy is himself entitled to a vote. All proxy votes must be in writing and signed by the member granting the proxy and must indicate to whom the proxy is granted and the date of the meeting for which the proxy is granted.

15.7 *Meeting Report*

The director shall prepare the minutes of the zone meeting respecting the outcome and motions approved. The report shall then be submitted to the head office. Copies of all such reports shall then be forwarded to the executive committee. The executive committee shall prepare an agenda based on matters raised during the annual zone meetings. Each zone director will promote those items raised at his annual zone meeting at the annual general meeting and each zone director is responsible to ensure that those items, which are a concern within his zone, shall be properly placed on the agenda of the annual general meeting.

15.8 *Club Affiliate Attendance*

Club affiliate members (chartered clubs) should use best efforts to send at least one of their MAAC representatives to the annual zone meeting as called.

**16. Committees**

There shall be the following types of committees

16.1 *Standing Committees*

Standing committees are already in existence and will continue as they do at present. From time to time a standing committee may need to establish an ad hoc committee within their own committee to handle a specific task. These are not to be confused with the ad hoc committees struck by the board.

The FAI standing committee shall be comprised of ex-officio chairs of committees that include FAI disciplines. All other standing committees are formed by appointment of up to two members, from each zone, at the Annual Zone Meetings.

A current listing of the standing committees and the chair is to be found in the latest edition of the Model Aviation Canada magazine.

16.2 *Ad Hoc Committees*

Ad hoc committees are special committees struck and approved by the board of directors. They will be assigned a specific task and completion date. The date can be extended by the board of directors if necessary, but a new firm completion date must be assigned. The committee is to be dissolved after receipt of their report.

The members of the committee will be appointed by the board of directors with the advice of the executive committee if required.

16.3 *Advisory Groups*

Advisory groups are formed by the board of directors. Members of the group are appointed by the board of directors with the advice of the executive committee if required. These groups are highly specialized in nature and it will be necessary for the members of the group to be skilled in the matters dealt with. A minimum of one member of the board of directors shall be a member of these groups.

There will be no time limit for membership on these committees, but all members and the chair of such committees serve at the pleasure of the board of directors. A listing of the advisory groups and the chair shall be found in the latest edition of the Model Aviation Canada magazine.

16.4 *Appointment Committees*

The members of appointment groups are appointed by the board of directors or the executive committee. These groups will tend to consist of single persons.

A listing of the appointment groups and the chair shall be found in the latest edition of the Model Aviation Canada magazine.

16.5 *Standing Committees Duties*

All standing committees shall have the following general terms of reference unless otherwise specified in the particular terms of reference for each committee:

- 16.5.01 If more than two zone members are nominated to membership for a given committee, two of the nominees shall be chosen for appointment by a plurality vote of the members in attendance in person or by proxy at the annual zone meeting.
- 16.5.02 ~~Where a MAAC member has unsuccessfully run for election to the chair of a committee, he shall be allowed to serve as a member provided that he does no displace anyone else.~~ Committee chairman shall be elected by a majority vote from among their number and communicated to head office. This shall be done annually, after the appointment of new members at Annual Zone meetings, held prior to November 1<sup>st</sup>.
- 16.5.03 A committee that fails to file an annual report shall normally be dissolved. Exceptions to this protocol may be granted by the board of directors at their discretion.
- 16.5.04 Prepare all drafts of new and changed regulations for contests and record trials and submit recommendations to the board for approval.
- 16.5.05 Prepare contest kits and/or requirements and submit same to the association headquarters for duplication and distribution as required.
- 16.5.06 Advise the Nationals and MAAC, F.A.I. committees regarding the organization of National contests and F.A.I. World Championship Team Selection.
- 16.5.07 Prepare and submit budget requirements for all contest activity to the board for approval.
- 16.5.08 Submit to the board any and all requested audit requirements.
- 16.5.09 Maintain a set of files, activity reports and procedures, so that transfer of responsibility can take place in an orderly fashion on change of committee members. These reports shall be available to all members of the committee if requested.

- 16.5.10 Maintain an approved set of rules and regulations under which the committee operates.
- 16.5.11 Submit an annual budget to the board for approval.
- 16.5.12 Recommendations from committees to the board of directors (i.e. FAI Team Trials locations and dates, nationals' events, etc.) are to go through committee vote with the chair's vote being reserved for breaking a tie vote of committee members.
- 16.5.13 The board of directors retains the right to name the chairperson of any committee.

## **17. Rules of Order**

Procedures for Meetings and Organizations, by M.K. Kerr and H.W. King, Carswell Legal Publications, Toronto, 1988 or later additions, shall govern the organization and all procedural matters not otherwise covered by the Act, the by-laws or the Policy Manual.

## **18. Appointment of Auditor**

The members shall, by ordinary resolution at each annual general meeting of the members of the corporation, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual general meeting. The auditor shall hold office until the next annual general meeting. The directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by ordinary resolution of the members or, if not so fixed, shall be fixed by the directors.

## **19. Rules & Regulations**

The board of directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed by resolution and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

## **20. Books and Records**

The directors shall see that all necessary books and records of the corporation required by the Act, the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

## **21. Method of Revising this Document**

The Policies of the corporation may be repealed, amended or added to by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least fifty percent (50%) of the members at a meeting duly called for the purpose of considering the said policy.

## **22. Interpretation**

In this Policy Manual of the corporation hereafter, unless the context otherwise requires, words importing the singular number, or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## **23. Description of Offices**

### *23.1 President*

The president shall preside at all meetings of the corporation and of the board of directors and shall perform such other duties as shall from time to time be imposed upon him by the board of directors. The president shall vote only to break a tie vote.

### *23.2 Vice President*



The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.

**23.3 Treasurer**

The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. The treasurer shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the executive committee and the directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the corporation. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors. The treasurer is not a member of the board of directors or of the executive committee.

**23.4 Secretary**

The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the secretarial affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors and shall perform such other duties as may be prescribed by the board of directors or executive committee, under whose supervision they shall be. The secretary shall be custodian of the seal of the corporation, which they shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution. The secretary is not a member of the board of directors or the executive committee.

**23.5 All others**

The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

**24. Code of Ethics**

Members of the board of directors, members of the executive committee and the officers of the corporation, shall sign and abide by the associations Code of Ethics.

**25. Dissolution**

Should the corporation, for any reason be dissolved, any funds remaining after all proper and legal accounts have been settled shall be donated to the Canada Aviation Museum located in Ottawa, Ontario.

**26. Version Control**

26.1 *Version 006 December 01, 2014*

Based on Version 005 2014-14-27 with the following changes

Reformatted and renumbered

- 3.2.2 Removed reference to Indoor fee reduction BOD Mtg 2014-10-22
- 6.4 Added New BOD Disciplinary Procedures BOD Mtg 2014-01-23
- 9.8 Removed references to Constitution Advisory Committee BOD Mtg 2014-08-23
- 11.2 Removed reference to Past President Resolution #8 2014 AGM
- 11.7 Removed reference to Past President Resolution #8 2014 AGM
- 11.8 Removed reference to Past President Resolution #8 2014 AGM
- 9.6 New – added expense claim cutoff date BOD Mtg Dec 04, 2014

26.2 *Version 007 January 21, 2016*

Reformat cover page to be consistent with Constitution and By-laws

- 16.6 Add Casual Vacancy of a Committee Member Resolution #2 2015 AGM
- 11.1.2 Delete redundant clause Resolution #12 2015 AGM
- 21. Replace language to revise the Policy Manual #13 2015 AGM
- 9.8.c Add Non-disclosure agreement for Constitution Chair Resolution #14 2015 AGM.
- 3.1 Add spousal membership fee of \$50.00. Confirmed by resolution #7, 2016 AGM

26.3 *Version 008 April 17, 2016*

- 3.1 Add Footnote regarding Honourary Life Member. Resolution #11, 2016 AGM
- 7.3.02 Representation, deleted and moved to by-laws
- 9.1 Revise section title and add footnote definition of ex officio. Resolution #6, 2016 AGM
- 9.8.a Amend establishment of committees and delete “advisory committee” and add “advisory group”. Resolution #10, 2016 AGM
- 10.5, 10.6 & 10.7 Delete these sections, duplicated in by-law 13 Resolution #8, 2016 AGM
- 11.3 Amend executive committee term defining what happens if a member ceases to be a zone director. Resolution #9, 2016 AGM

26.4 *Version 009 April 23, 2017*

- 3.1 Fees – add club application and renewal and archived minutes, Resolution #3 2017 AGM
- 3.1 Fees – Introductory offer, by board resolution. To be confirmed 2018 AGM
- 6.2 Suspension or termination of membership deleted and moved to by-laws. Resolution #7 2017 AGM.
- 7.3.02 Representation deleted– moved to by-laws, Resolution #2 2017 AGM
- 14.2.01 New Casual vacancy of an assistant zone director, Resolution #6 2017 AGM.

26.5 *Version 010 April 29, 2018*

- 3.1 Fees add Three-year membership
- 7.2.03 Change name of zone from British Columbia Zone and Yukon

## MAAC Policy Manual – May 14, 2019

7.2.08 Change name of zone from British Columbia Coastal

26.6 Version 011 February 28, 2019

6.9 Privacy Text added before bulleted items.

15.1 Zone Meetings remove reference to committee chairman

15.4 Notice of Meetings add text to define notice of business and deadline for submission of resolutions and recommendations.

16.5.02 Standing Committee Duties delete reference to unsuccessful chairman appointment and add selection of chairman by committee members.

26.7 Version 011.2 April 14, 2019

15.1 Delete August from AZM period