

# **SOCIETIES ACT**

## **SELKIRK PILOTS' ASSOCIATION**

### **CONSTITUTION**

1. The name of the Society is "SELKIRK PILOTS' ASSOCIATION".
2. The purposes of the Society are:
  - a. To operate a flight training unit for the training of Aviation Technology students at Selkirk College as an equal non-profit partnership between: 1. Selkirk College and 2. the students and staff of the Professional Aviation Program at Selkirk College.
  - b. To lease aircraft to and for members of the Society for their use, training and enjoyment.
  - c. To support the Selkirk College Aviation Program.
3. The operations of the Society are to be chiefly carried on in and near the City of Castlegar, Province of British Columbia.
4. On the winding up and dissolution of the Society for any reason, the remaining assets of the Society, after all debts have been paid or provision for payment has been made, including the costs, charges and expenses properly incurred in the winding up and dissolution, including but not limited to the remuneration of the liquidator, shall be paid, transferred and delivered to a charitable institution or charitable institutions, or to trustees in trust for a charitable purpose, as selected by a majority vote of the voting members. This is an unalterable clause.

## BYLAWS

### ARTICLE I: MEMBERSHIP

1. The membership of the Association shall be as follows:

a. **Executive Members**

Executive Members shall consist of six individuals, two of whom shall be permanent members, one flying member and three Selkirk College Administrators. The two permanent members shall be elected by the permanent members, the one flying member shall be elected by the flying members and the three Selkirk College Administrators shall be appointed by the President of Selkirk College. The Executive Members are responsible for the overall direction of Selair; they may vote at Executive Meetings and shall have the right to attend any meeting of the Association

b. **Permanent Members**

Permanent members shall consist of the Department Head of the Selkirk College Professional Aviation Program and the personnel of the Selkirk College Professional Aviation program. Eligible persons must apply for membership in the Society in order to become permanent members. Permanent members have all social privileges and may attend Annual General meetings and Special Meetings of the association, but not Executive Meetings unless invited. Permanent members shall have the right to vote at Annual General meetings and Special Meetings of the association.

c. **Flying Members**

Flying members shall consist of Selkirk College Aviation Department instructors and Selkirk College students enrolled in the Professional Aviation Program. Eligible Selkirk College Aviation Department instructors must apply for membership in the Society in order to become flying members. The students shall have paid such annual and other fees as may be fixed from time to time by the Executive members. The membership of each student Flying member shall automatically cease as of the 30<sup>th</sup> day of September of the year of his/her graduation from the Professional Aviation Program, or at the time of graduation whichever is later. Such members are eligible for nomination for associate or honorary membership in the Association. Each flying member shall have all social and flying privileges of the Association. Flying members shall have the right to attend and to vote at Annual General meetings and Special Meetings of the association. Flying members shall not have the right to attend executive meetings unless invited.

d. **Associate Members**

Associate members are admitted to the association for the purpose of granting flying privileges to persons who are not Flying members. The executive shall establish policies determining what criteria must be met for acceptance as an Associate member. The executive will establish any fees required for associate members. The executive will establish rental rates for Associate members. All associate members must be approved annually by a positive vote of a majority of the Permanent members. Associate members shall not be entitled to be present or to vote at any meeting of the society. Each associate member shall have all social and flying privileges of the association.

e. **Honorary Members**

Honorary members shall be persons whose nomination has been accepted by a majority vote of the Executive and Permanent members, and who have paid such annual and other fees as may be fixed from time-to-time by the Executive members. The number of honorary memberships granted shall be limited at the discretion of the Executive and Permanent members. Nominations for honorary membership shall be made by Permanent members only. Honorary members shall not be entitled to be present or to vote at any meeting of the Society. Each honorary member shall have all social privileges of the Association.

f. **Voting Members**

Voting members shall be the Executive Members, the Permanent Members and the Flying Members. Executive Members may vote at Executive Meetings, Permanent and Flying members may vote at the Annual General Meeting and at Special Meetings.

2. All members shall abide by all the bylaws of the Society, and such other rules and regulations as may from time to time be laid down by the executive or membership. Any member in breach of such bylaws, rules or regulations may be fined by the executive an amount not exceeding the maximum under the Societies Act.
3. Each member shall remain in good standing unless his or her membership has ceased under the provisions of Article I 1. c. or Article II of these bylaws.

## **ARTICLE II: CESSATION OF MEMBERSHIP**

1. Membership in the Association shall not be transferable and shall lapse and cease to exist:
  - a. If the member submits his/her resignation to the executive and the same is accepted by it.
  - b. During any period of time when his/her fees, either annual or other, are 30 days or more in arrears.
  - c. In the case of a student Flying member, upon his/her withdrawal from the Professional Aviation Program.
  - d. In the case of a Permanent member upon retirement or termination of his or her employment by Selkirk College.
  - e. In the case of the three Executive members appointed by the Selkirk College President, upon appointment of a replacement member or members by the Selkirk College President.
  - f. Upon his/her expulsion from the Association.
2. A member may be expelled from the Association by a majority vote of the Permanent members, or a majority vote of the Executive members.

**ARTICLE III: MEETINGS**

1. The annual General Meeting of the Association shall be held in the month of November each year and shall be called by the President. Standing agenda items for all AGMs shall include: A report by the executive of the financial books of the association; appointment of auditors; election or re-election of a Flying member to the executive for a one year term. Other business may be added to the agenda as approved by the members. At least two executive members must attend the annual general meeting and answer any questions the members have about the association finances or books. In the event that the required financial information is not available at this time, a commitment shall be made to complete this item of business not later than 30 November of that year.
2. A Special Meeting of the Association may be held at any time and be called by the executive, the president or on the demand of not less than ten per cent (10%) of the voting members.
3. Executive meetings are attended only by the Executive members. All financial affairs, including the establishment of flying tuition fees, are determined at executive meetings, which will take place twice each year. The Executive members may invite other members to attend Executive meetings but only the Executive members shall vote at such meetings. In the event of a tie vote, the dispute shall be resolved by appeal to the Chair of the Aviation Program Advisory Committee or another mechanism, such as the Provincial Arbitration Act, as may be determined from time to time.
4. Notice of an Annual General Meeting of the Association shall be given in writing a minimum of fourteen days prior to the meeting. Notice of a Special Meeting of the Association shall normally be given in a similar manner, but such meetings may be called at shorter notice provided the members have waived or reduced the period of notice for a particular meeting by unanimous consent in writing. Notice of any meeting or any irregularity in the notice thereof may be waived by unanimous consent in writing of the voting members.
5. The non-receipt by any member or members of notice of any meeting shall not invalidate any resolution passed or any proceedings taken at any meeting.
6. The only persons entitled to vote at the Annual General Meeting or at Special meetings of the Association are the Permanent members, and Flying members. Any Executive Member who is also a permanent member or a flying member may vote.
7. The quorum at any AGM or Special meeting of the Association shall consist of not less than ten members in good standing. The quorum at Executive meetings shall be four, and must include equal representation from both the Aviation Department and the Selkirk College Administration.
8. At the annual general meeting the flying members shall elect one Flying member to be their representative executive member. This executive member shall remain in office until the next annual general meeting or until his/her resignation, or his/her cessation of membership under article II.
9. Meetings shall be conducted according to Robert's Rules of Order. Where there is conflict between these Bylaws and Robert's Rules of Order, these Bylaws shall prevail.

**ARTICLE IV: EXECUTIVE OFFICERS**

1. The Officers of the Association shall be the six Executive members.
2. The Officers of the Association shall constitute the Executive and be the Directors of the Association.
3. It shall be the duty of the Executive to conduct the business and management of the Association and its affairs. The executive may exercise all such powers of the Association as are not, by the Societies Act or by these bylaws, required to be exercised by the members in general meeting.
4. The officer elected by the voting members may be removed from his/her position by the affirmative vote of two-thirds of the voting members at a Special Meeting of the Association.
5. The remuneration, if any, of all officers shall be determined by a majority vote of the voting members.
6. The Permanent and Flying Members shall annually elect the President of the Association from amongst the Permanent Members.
7. The President shall be the chief executive officer of the Association. He/she shall, if present, preside at all meetings of the Association and executive and shall have such other powers and duties as may be assigned him/her by the executive. The president may appoint annually one of the Permanent members as Director of Flight Operations and may delegate to him such of the president's powers and duties as he/she deems appropriate.
8. The executive members shall meet to review and conduct association business at least twice per year. A quorum shall four, and must include equal representation from both the Aviation Department and the Selkirk College Administration. Telephone attendance is acceptable.
9. The Executive members shall appoint one of their members as Secretary. The secretary shall keep the minute books and all other records and books of the Association, except financial records and books. He/she shall at all reasonable times exhibit the books to any member of the Association. He/she shall perform such other duties as the executive may require.
10. The Executive members shall appoint one of their members as Treasurer. The treasurer shall have the care and custody of all the funds and securities of the Association and shall keep proper books of accounting thereof. He/she shall deposit the funds in such bank or banks with such depository or depositories as the executive may direct. He/she shall at all reasonable times exhibit the books and accounts to any member of the Association. He/she shall sign or countersign such instruments as require his/her signature and shall perform all duties required of him/her by the executive. He/she may be required to give such bonds for the faithful performance of his/her duties as the executive may require. Selkirk College will provide Selair members, directors and officers with Professional Liability Insurance for Errors & Omissions.
11. If the office of secretary or treasurer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the remaining Directors may appoint an officer or officers to fill such vacancy or vacancies.
12. The executive may appoint such employees, servants and agents as it shall deem necessary who shall have such authority and shall perform such duties and receive such remuneration as from time to time shall be prescribed by the executive.

13. The President and other officers for the time being and every one of them and every one of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets of the association from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty in their respective offices except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.

#### **ARTICLE V: COMMITTEES**

1. The members may, within their own membership, originate; subject to the approval of the executive, such committees as the members see fit. These committees may be in the form of social, flying, safety, sports, open house or other committees that are for the general good of all members of the Association.
2. The executive may, from time to time, revoke approval for the formation of any committee.

#### **ARTICLE VI: FISCAL YEAR**

The fiscal year of the Association shall be from the first day of September each year up to and including the thirty-first day of August of the following year.

#### **ARTICLE VII: BORROWING**

The executive may from time to time:

- a. Borrow money upon the credit of the Association.
- b. Limit or increase the amount to be borrowed.
- c. Mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Association to secure any money borrowed or any other liability of the Association.
- d. A debenture/security agreement must not be issued without the authorization of a Special Resolution.

#### **ARTICLE VIII: AUDITORS**

Auditors may be appointed by resolution of the Annual General Meeting. If such auditors are not so appointed, two Directors of the Association, other than the Treasurer, shall be chosen by majority vote of the voting members of the Association to act as auditors.

#### **ARTICLE IX: USE OF THE SEAL**

The President shall have custody of the seal of the Association which shall be affixed in his/her presence and any one additional Executive Officer of the Association.

**ARTICLE X: ALTERATION OF BYLAWS AND INTERPRETATION**

1. Any alterable bylaw may be altered, added to or repealed by a Special Resolution at any Executive, Special or Annual General Meeting of the Association and must be approved by a 75% vote of each group, that is to say the Executive members, the Permanent members and the Flying members. Such Special Resolution must be preceded by fourteen day's notice in writing to the members in good standing prior to the meeting.
2. In all bylaws of the Association the singular shall include the plural and the masculine shall include the feminine.