

Burlington Radio Control Modelers Club  
Bylaws  
May, 2019

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**BYLAW NO. 1**

A bylaw relating generally to the conduct of the affairs of

**BURLINGTON RADIO CONTROL MODELERS CLUB**

(hereinafter called the "Club")

BE IT ENACTED as a bylaw of the Club as follows:

**Head Office**

1. The head office shall be in the City of Burlington, in the Province of Ontario (subject to change by special resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Club may from time to time by resolution fix.

**Seal**

2. The seal, an impression hereof is stamped in the margin hereof, shall be the seal of the Club.

**Board of Directors**

3. The affairs of the Club shall be managed by a board of 13 directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not by the bylaws or any special resolution of the Club or by statute expressly directed or required by the Club at a general meeting of members. (i)
4. A director shall be eighteen or more years of age and, subject to provisions of Section 316 of The Corporations Act (Ontario). Be a member of the Club.
5. The directors' term of office shall be from the date of the meeting at which they are elected until the annual meeting next following or until their successors are elected or appointed.
6. The office of a director of the Club shall be vacated:
  - a) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an unauthorized assignment or is declared insolvent;
  - b) if he is found to be a lunatic or becomes of unsound mind;
  - c) if he is convicted of any criminal offense;
  - d) if, by notice in writing to the Club, he resigns his office.

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7. The members of the Club may, by resolution passed by at least (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution must be
8. given, remove a director from his position before expiration of his term of office and may, by majority of votes cast at that meeting, elect any person in his stead for the remainder of his term.
9. The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

### **Meetings of Directors**

10. Meeting of the board of directors may be held either at the head office or at any other place within or outside the Province of Ontario. A meeting of the directors may be convened by the President or a Vice-President or any two directors at any time and the Secretary by direction of any such officer or any two directors shall convene a meeting of directors. Notice of any such meeting shall be delivered or mailed or telegraphed or cabled or telephoned to each director not less than two days (exclusive of the day on which the notice is given) before the meeting is to take place; provided always that meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director

For the first meeting of the board of directors held immediately following the election of directors at a general meeting of the members no notice shall be necessary in order legally to constitute a meeting, if a quorum of the directors be present. For a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly appointed director.

11. Questions arising at any meeting of directors shall be decided by majority of votes. In case of any equality of votes, the chairman of the meeting, in addition to his original vote, shall have a second or casting vote.

### **Protection of Directors**

12. Every director or officer of the Club or other person who has undertaken or is about to undertake any liability on behalf of the Club and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and always, be indemnified and saved harmless, out of the funds of the Club, from and against.
  - a) All costs, charges, and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or

prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or about the execution of the duties of his office or in respect of any such liability;

- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by his own willful neglect or default.

No director or officer for the time being of the Club shall be liable for the acts, receipts, neglects or defaults of any director or officer or employee or for joining in any receipt of act for conformity or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the board of directors for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Club shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, damage or misfortune whatever which may happen in the execution or supposed execution of duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own willful act or his own willful default.

### **Powers**

- 13. The directors of the Club may administer the affairs of the Club in all things and make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter and, save as hereinafter provided, generally, may exercise all such other powers and do all such other things and acts as the Club is by its charter or otherwise authorized to exercise and do.

### **Elections and Director Appointments**

- 14. The members of the Club shall annually, or oftener as may be required, elect a President, Vice-President, Secretary and Treasurer. The four officers elected by the membership will also become members of the board of directors.
  - a) The membership will also annually, or oftener as may be required, elect eight other directors to the board of directors.
  - b) The 13<sup>th</sup> director is automatically awarded to the Past President who will serve until replaced by the most recent President who has relinquished his post.
  - c) The directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the directors.

15. In case of absence or inability to act of the President, the Vice-President or any other officer of the Club or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being, if the board of directors by majority concur therein.
16. The President shall, if present, preside at all meetings of the directors and members; he shall sign all instruments which require his signature and shall perform all duties incidental to his office and shall have other powers and duties as may from time to time be assigned to him by the directors.
17. The Vice-President shall be vested with all the powers and perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall have such powers and duties as may from time to time be assigned to him by the directors.
18. The Secretary shall, when present, act as secretary for all meetings, shall have charge of the minute book of the Club and the documents and registers referred to in Section 330 of The Corporations Act (Ontario) and shall perform such duties as the directors require of him.
19. The Treasurer shall have the care and custody of all the funds and securities of the Club and shall deposit the same in the name of the Club in such bank or banks or with such depository or depositories as the Board of Directors may direct and shall perform such other duties as the directors require of him.
20. Any officer or director of the Club may be required to give such bond for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may require and no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss because of reason of failure of the Club to receive any indemnity thereby provided.
21. If a vacancy shall occur in any office because of death, resignation, and disqualification or otherwise the directors may by resolution elect or appoint a person to fill such vacancy.

#### **Execution of Instruments**

22. Contracts, documents or any instruments in writing requiring the signature of the Club may be signed by the President or the Vice-President together with the Secretary or the Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Club without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Club either to sign contracts, documents or instruments in writing.

- a) The seal of the Club may when required be affixed to contracts, documents and instruments in writing signed as aforesaid by  
  
resolution of the Board of Directors.
  
- b) The term “contracts, documents and instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments or shares, stocks, bonds, debentures and other  
  
securities and all paper writings.
  
- c) In particular without limiting the generality of the foregoing the President or the Vice-President together with the Secretary or the Treasurer shall have authority to sell assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Club and to sign and execute (under the corporate seal of the Club or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

### **Committees**

- 23. The Board of Directors may from time to time as deemed necessary appoint committees consisting of such number of directors as may be deemed desirable and may prescribe their duties
  - b) Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meeting, as it thinks fit. Unless otherwise determined by the Board of Directors, two members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by majority vote and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

### **Books and Records**

- 24. The directors shall see that all necessary books and records of the Club required by the bylaws of the Club or any applicable statute or law are regularly and properly kept.

### **Members**

- 25. The membership shall consist of the applicants for the incorporation of the Club and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the Board of Directors. Members may resign by resignation in writing, which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Club prior to acceptance of his resignation.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Members in good standing may vote through a duly authorized proxy on major issues. Members may carry only one proxy per absent member.

Corporations, partnerships and other legal entities may vote through duly authorized proxy.

Each member shall be promptly informed by the Secretary of his admission as a member.

The interest of a member in the Club is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the bylaws of the club.

### **Member Classes**

26. There shall be three classes of members in the Club, namely; honorary members, voting members, and junior members. Voting members and Junior members must be a member of MAAC.

- a) Honorary members shall not be entitled to vote at, but shall be entitled to notice of, meetings of the members; they shall not participate in any distribution of property of the Club upon dissolution of the Club; they shall not be required to pay any membership fees or dues.
- b) Voting members shall be entitled to one vote per member at all meetings of members of the Club; they shall be entitled to participate equally in any distribution of the property of the Club upon dissolution of the Club, they shall be required to pay annual membership dues in accordance with the provisions of the bylaws of the Club in that behalf from time to time enforced.
- c) Junior members shall not be entitled to vote at, but shall be entitled to notice of, meetings of the members of the Club; they shall not participate in any distribution of the property of the Club upon the dissolution of the Club; they shall be required to pay annual membership dues in accordance with the provisions of the bylaws of the Club in that behalf from time to time enforced.

27. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become affective only when confirmed by a vote of the members at the annual or other general meeting. The Secretary shall notify the members of the dues or fees unpaid and, unless such fees and dues are paid within 30 days, the members shall thereupon automatically cease to be members of the Club,

### **Annual and Other Meetings of Members**

28. Subject to compliance with Section 323 of the Corporations Act (Ontario), the annual meeting of the members shall be held each year at such place within Ontario, on such day and when as the directors may by resolution determine. At each annual meeting, there shall be presented a report of the activities of the Club for the previous year, a financial statement

of the Club, auditors' report thereon and such other information or material relating to the Club's affairs as, in the opinion of directors, is of interest or importance.

29. Other meetings of the members may be convened by order of the President, the Vice-President or by the Board of Directors for any date and time at any place within the Province of Ontario.

#### **Notice of Meetings of Members**

30. A printed, written or typewritten notice of the annual general meeting of members, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be delivered via email or sent through the post, postage prepaid, at least ten days (exclusive of the day of mailing and of the day for which notice is given) and not more than 50 days before the date of such meeting to each member at his address as it appears on the books of the Club and if no address is given therein then to the last address of such member known to the Secretary; provided always that a meeting of members may be held for any purpose on any date and at any time and at any place within the Province of Ontario, without notice, if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member.

31. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.

#### **Voting at Meetings of Members**

31. Every Question submitted to any meeting of members shall be decided by a majority vote and in cases of an equality of votes the chairman of the meeting shall have a second or casting vote.
- a) At any meeting unless a poll is demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by particular majority or lost or not carried by particular majority shall conclusive evidence of fact.
  - b) In the absence of the President or the Vice-President, the members present shall choose another director as chairman of the meeting, and if no director is present or if all the directors present decline to act as chairman of the meeting, the members present shall choose one of their number to act as the chairman of the meeting.



- c) If at any meeting a poll is taken on the election of a chairman of the meeting or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or after adjournment as the chairman of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- d) The chairman of the meetings may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**Quorum of Meetings of Members**

32. The presence of 25% of the membership in person shall be a quorum of any meeting of members. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

**Fiscal Year**

33. Unless otherwise ordered by the Board of Directors, the fiscal year of the club shall terminate on the last day of December in each year.

34. In all bylaws of the Club, the singular shall include the plural and the plural the singular; the word “person” shall include firms and corporations and the masculine shall include the feminine.

These bylaws have been approved by the Board of Directors on the 7<sup>th</sup> of May, 2019, as evidenced by the signature of the following officers:

“Mike Block”

“V.A. Wells”

\_\_\_\_\_

\_\_\_\_\_

Michael Block, President

Victor Wells, Secretary

These bylaws have been approved by the Members on the 23<sup>rd</sup> of May, 2019, as evidenced by the signatures of the following officers:

“Mike Block”

“V.A. Wells”

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Michael Block, President

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Victor Wells, Secretary

## **BYLAW No. 2**

A bylaw respecting matters supplemental to those as set out in Bylaw 1, the terms of which remain in full force and effect and are not intended to be replaced by this Bylaw 2.

### **BURLINGTON RADIO CONTROL MODELERS CLUB** (herein called the "Corporation")

BE IT ENACTED as a bylaw of the Corporation as follows:

#### **Code of Conduct**

1. The Board of Directors (herein call the "directors") of the Corporation may, from time to time, and without the authorization of the members adopt a Code of Conduct respecting the duties and obligations of the members, not inconsistent with the Corporations Act, R.S.O. c C.38, as amended (the "Act"), the Letters Patent or the bylaws, which Code of Conduct shall be complied with and enforced by the directors in the same manner as the bylaws. Any such Code of Conduct, or amendments thereto, shall be effective thirty (30) days after notice thereof has been given to each member, unless the directors are in receipt of a requisition in writing signed by at least 10% of the members requiring a meeting of members to consider the Code of Conduct, or amendments thereto.

#### **Renewing Memberships**

2. A member seeking to renew his or her membership must make application and be readmitted as a member by the directors.

**Disciplinary Actions or Termination of Membership for Cause**

3. The directors shall be permitted to take disciplinary action or terminate the membership of any member who fails to comply with the provisions of the Code of Conduct, the Letters Patent or the bylaws,

using the following procedure:

- a. Upon 15 days' written notice to a member, the directors may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Code of Conduct, the Letters Patent and/or bylaws; and
- b. The notice referred to above shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the directors a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The directors shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of the membership.

ENACTED by the directors and sealed with the Corporation's seal the 28<sup>th</sup> day of September, 2016.

\_\_\_\_\_  
President (CS)

\_\_\_\_\_  
Treasurer (CS)

Resolved that the foregoing bylaw is hereby enacted by the directors of the Corporation, pursuant to the Corporations Act as evidenced by the respective signatures hereto of all the directors.

DATED the 28<sup>th</sup> day of September, 2017.

Ashley Armstrong \_\_\_\_\_

Bill Ayre \_\_\_\_\_

Derek Solodzuk \_\_\_\_\_

Doug Matthews \_\_\_\_\_

Dwayne Baldwin \_\_\_\_\_

Ian Brown \_\_\_\_\_  
John Ham \_\_\_\_\_  
Lawrence Cragg \_\_\_\_\_  
Mike Block \_\_\_\_\_  
Peter Krautter \_\_\_\_\_  
Richard Muller \_\_\_\_\_  
Tim Bidwell \_\_\_\_\_  
Trevor Brum \_\_\_\_\_