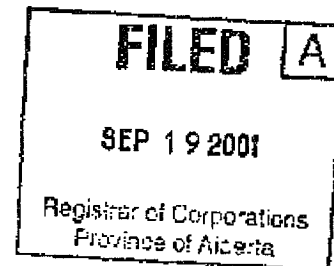


## **"THE SOCIETIES ACT"**

We the undersigned, hereby declare that we desire to form a Society under the Societies Act, R.S.A. 1942, and that:--

1. The name of the Society shall be the Edmonton Soaring Club.
2. The objects of the Society are:
  - [a] To foster the art and science of soaring by providing instruction and support to members.
  - [b] To prepare members to challenge the examinations of Transport Canada for a Glider Pilot License, by providing practical and theoretical instruction in glider flying.
  - [c] To provide facilities and equipment to achieve these objectives.
  - [d] To promote interest in soaring generally.
  - [e] To provide recreation for the members and to promote the opportunity for social activities.
3. The operations of the Society are to be chiefly carried out in the City of Edmonton in the Province of Alberta.

Dated this 13 day of Sept. 2001



## Bylaws of the Edmonton Soaring Club

### 1. Membership

[a] Any person may become a full member by a favorable vote passed by the members present at a regular meeting of the Society, and upon payment of the applicable membership fee. A full member is defined as having voting and flight privileges in the club.

[b] Any member wishing to withdraw from membership may do so upon a notice in writing to the Board's Secretary. If any member is 30 days in arrears for fees or assessments at any time during the year, such member shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the Society until the fees or assessments are paid in full.

[c] Any person showing an interest in the club may become a social member without voting or flight privileges, upon payment of the applicable membership fees.

### 2. Board of Directors:

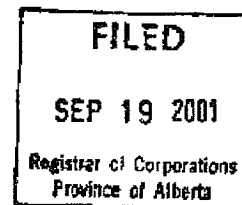
A Board of Directors shall manage and control the affairs of the Society, subject to these By-laws and to directions given through majority vote at any properly called and constituted meeting of the Society.

### 3. Officers of the Board:

[a] The Officers of the Board shall be a President, a Secretary, a Treasurer and four Directors who shall be full voting members of the Society. Officers of the Board shall be elected from the membership at the Annual General Meeting each for a term of one year. Should a member of the Board be unable to complete the term of office the Board may co-opt a person from amongst the members of the Society to fill the position until the next general meeting, at which time the vacant position shall be filled by a majority vote of the members.

[b] Any director or officer may be removed from office for any cause which the society may deem reasonable, at a special meeting called under article 7c for that purpose.

### 4. Duties of the Board:



[a] The President shall carry responsibility for the overall management of the affairs of the Society and shall preside at all meetings of the Society and of the Board. In the President's absence the remaining members of the Board shall appoint an interim Chairman to preside at that meeting. The President shall be an ex-officio member of all Society and Board Committees.

[b] The Secretary shall attend all meetings of the Society and of the Board and keep minutes of those meetings. The Secretary shall have charge of all correspondence. The Secretary shall have charge of the Seal of the Society, which whenever used shall be authenticated by the signature of both the President and the Secretary, or in their inability to act, by the Treasurer.

[c] The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of the monies in whatever Bank the Board may order. The Treasurer shall keep books in accordance with generally recommended and accepted accounting principles and practices for such organizations and shall properly account for the funds of the Society. The Treasurer shall present to the Board a detailed account of receipts and disbursements when requested and shall present an annual financial statement to the Annual General Meeting of the Society audited as set out below. The Treasurer shall keep a record of all members of the Society and of their last known addresses.

[d] The official names and duties of the other four Directors will be described in the Club Operations Manual.

5. Audit of Accounts:

[a] The books and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or examined by two members of the Society elected for that purpose at the last previous General Meeting. Such auditor or examiners at the Annual General Meeting of the Society shall submit a complete and proper statement of the standing of the books for the previous year. December 31<sup>st</sup> in each year shall be the end of the fiscal year of the Society.

[b] Any member of the Society at the Annual General Meeting may inspect the books and records of the Society provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the director or directors having charge of the same. Each member of the Board shall at all times have access to such books and records.

6. Meetings of the Board:

The Board of Directors shall hold regular meetings to manage the affairs of the Society and in any case not less than four times each year. Any Director may call a Meeting of the Board upon notice to the President and not less than eight days notice by surface mail, phone, fax or e-mail to all members of the Board.

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7. General Meetings:

[a] The Society shall hold an Annual General Meeting on or before the 31<sup>st</sup> of January in each year of which due notice of not less than thirty days has been given by surface mail, phone, fax or e-mail to the last known address of each full voting member of the Society. At this meeting the duly audited accounts of the Society for the previous year shall be presented to the members, and a President, a Secretary, a Treasurer and four additional members of the Board shall be elected by simple majority vote.

[b] The Society may hold as many general meetings as are deemed necessary, and in any case not less than four each year to be called by the President or Board by eight days notice by surface mail, phone, fax or e-mail to the last known address of each full voting member of the society.

[c] Any group comprising one third of the voting members may call an Special Meeting by notifying the President of the reasons for calling such a meeting. The President shall then call the meeting by eight days notice by surface mail, phone, fax or e-mail to the last known address of each full voting member of the Society, giving the reasons for calling the meeting.

8. Voting at the Meetings:

All fully paid-up flying members of the Society in attendance shall have the right to vote at any meeting of the Society. Voting by proxy is not allowed. The quorum at any General Meeting or Special Meeting of the Society shall be eight voting members.

9. Remuneration:

Unless authorized at any meeting of the Society and after notice of it has been given no officer or member of the association shall receive any remuneration for his/her services.

10. Borrowing Powers:

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such a manner as it deems fit, but this power shall be exercised only under the authority of the Society.

11. Amendment of the By-Laws:

Any amendments of these By-laws shall require a three fourths majority vote by such members as are entitled to vote and present at a General Meeting of which one months notice by surface mail, phone, fax or e-mail specifying the intention to propose the resolution as an special resolution has been duly given.

**12. Development of Operating Procedures:**

Subject to these By-laws the Society shall prepare an Operations Manual to govern the day by day operations of the Society and to be called the Edmonton Soaring Club Operations Manual. Changes to the Operations Manual shall require a simple vote at any properly called and constituted meeting of the Society called for that purpose. The Operations manual must include the definition of pathways of appeal for any member who feels wronged.

D

Special Resolution

I hereby certify that the following special resolution was passed at a meeting of the members of

Edmonton Sparring Club dated October 8 2003

- The existing Bylaw Section 8--Voting at the meetings---was repealed.

The old Bylaw reads:

8: Voting at the meetings:

All fully paid up members of the Society in attendance shall have the right to vote at any meeting of the Society. Voting by proxy is not allowed. The quorum at any General meeting or Special meeting of the Society shall be eight voting members.

- It is to be replaced by the following Bylaw:

8: Voting at the meetings:

All fully paid up members of the Society in attendance shall have the right to vote at any meeting of the Society. Voting may be by proxy, confirmed in writing from any member in good standing to another member in good standing. The quorum at any General meeting or Special meeting of the club shall be eight voting members. This will be limited to one present member to having two proxy votes.

Dated: Oct March 2 2004

Signature: [Handwritten Signature]

Title: President

FILED 2004  
 MAR 04 2004  
 Registrar of Corporations  
 Province of Alberta

RECEIVED  
 MAR 04 2004  
 Corporate Registry