



**A by-law relating generally to the conduct  
of the affairs of  
Calgary Flying Club  
(the "Corporation")**

**BE IT ENACTED** as a by-law of the Corporation as follows:

**1. Definition**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "**director**" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**2. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.



### **3. Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

### **4. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and 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 (if any) 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.

### **5. Financial Year**

The financial year end of the Corporation shall be determined by the board of directors.

### **6. 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 may 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.

### **7. Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.



## **8. Annual Financial Statements**

The Corporation shall send to the Sustaining Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Sustaining Member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Sustaining Member who, in writing, declines to receive such documents.

## **9. Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, General members and Sustaining members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

### **General Members**

- i. General membership shall be available to persons who have applied and have been accepted for General non-voting membership in the Corporation.
- ii. The term of membership of a General non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. Subject to the Act and the articles, a General non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

### **Sustaining Members**

- i. Sustaining voting membership shall be available to persons who have applied and have been accepted for Sustaining voting membership in the Corporation.
- ii. The term of membership of a Sustaining voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. As set out in the articles, each Sustaining voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Sustaining voting member shall be entitled to one (1) vote at such meetings.

*Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).*



10. **Annual Fees:** Membership fees required of members and the time for payment of same shall be fixed by resolution of the Board. Members shall be notified in writing or by electronic means, of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

**11. Membership Transferability**

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

**12. Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- i. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or
- ii. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

*Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.*

**13. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 25% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

**14. Absentee Voting at Members' Meetings**

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are required to be voting members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- i. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment and is only valid for previously published motions and for the election of officers, again previously published to the Sustainers not less than 14 days in advance;



- ii. a member may revoke a proxy by depositing an instrument or act in writing executed at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- iii. a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- iv. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- v. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly be published prior to the meeting must contain a specific statement to that effect.

*Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.*

## **15. Termination of Membership**

A membership in the Corporation is terminated when:

- i. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- ii. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- iii. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- iv. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- v. the member's term of membership expires; or
- vi. the Corporation is liquidated or dissolved under the Act.

## **16. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.



## **17. Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- i. Violating any provision of the articles, by-laws, or written policies of the Corporation;
- ii. Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- iii. For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

*Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).*

## **18. Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by the person nominating and a person seconding the nomination. Both these persons must be entitled to vote at the meeting at which the proposal is to be presented.

## **19. Cost of Publishing Any Proposal for Annual Members' Meetings**

The member who submitted any proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

## **20. Place of Members' Meeting**

Meetings of the members will be held at the club house of the corporation located at the Springbank Airport or at a suitable location within 50 kilometres of the city of Calgary, Alberta, Canada, provided by ordinary resolution of the Board of Directors.





## **21. Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and 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.

## **22. Chair of Members' Meetings**

In the absence of the President and the Vice-President, the members present entitled to vote shall choose another director as Chairman and if no director is present or if all the directors present decline to take the chair then the members present, shall choose one of their number to be chairman.

## **23. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 33% percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

## **24. 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 in addition to an original vote shall have a second or casting vote.

## **25. 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 this by-law, 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. The cost of such participation may be passed to the member at the discretion of the Board.



## **26. Members' Meeting Held Entirely by Electronic Means**

Meetings may not be held entirely by telephonic, an electronic or other communication facility where all members are not attending the meeting in person.

## **27. Director Elections, appointment and replacements**

The directors of the Corporation, save as hereinafter, provided shall be elected from the Annual Meeting at which they are elected to the Annual Meeting approximately two years hence. An exception to this would be when more than half the board is elected. Then a maximum of 4 directors would be elected for a 2 year term and the rest would be for a one year term. At each Annual Meeting thereafter the proper number of directors to replace the directors retiring in such year shall be elected for a term of two years or until the second Annual Meeting after their election, whichever shall first occur.

- i. One half of the Board shall retire at the Annual Meeting at which directors are to be elected but shall be eligible for re-election if otherwise qualified.
- ii. A retiring Director shall retain office until the dissolution or adjournment of the meeting at which his successor is elected.
- iii. Election of Directors shall not be by ballot unless demanded by a majority of the members present.

A Director who has held office for eight (8) years shall not be eligible for re-election for a period of one year.

## **28. Number of Directors**

The board shall consist of up to eleven (11) directors, but, at a minimum, seven (7). No employee may be a director of the corporation or its affiliates.

## **29. Term of Office of Directors**

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. Office of the Director shall, ipso facto, be vacated:

- i. Upon the death of the Director,
- ii. If by notice in writing to the Board, he resigns his office.
- iii. If he is removed by the affirmative vote of two thirds of the members at a special meeting called for the purpose or by the Board.





### **30. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board or any three (3) directors at any time.

### **31. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **32. Regular Meetings of the Board of Directors**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **33. Quorum at Board of Directors' Meetings**

A quorum at any meeting of the Board of Directors shall be 50% percent of the Board members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Board, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **34. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote. Members with any possible conflict of interest should declare this at the start of the meeting and again as the subject causing the conflict is raised. Those members will not participate in any debate or voting.



### 35. Committees of the Board of Directors

**The Executive Committee** will consist of the President, Vice President(s), Treasurer and Chief Executive Officer (CEO) - if a CEO is appointed.

The Board may appoint, from time to time, committees, whose duties and responsibilities shall be determined by the Board. The Board may, from time to time, revoke the appointment of any committee.

### 36. Appointment of Officers

The board shall designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

### 37. Description of Officers

- a. **The officers of the Corporation** shall be a President, a Vice-President, (or Vice-Presidents), a Secretary, a Treasurer, and Chief Executive Officer – if one is appointed. None of the said officers except the President and the Vice-President(s) need be members of the Board of Directors. Any two of the aforesaid offices may be held by the same person except those of President, Vice-President(s) or Chief Executive Officer
- b. The Board of Directors at its first meeting after election shall elect a President and a Vice-President or Vice-Presidents from among their own number and shall also elect or appoint a Secretary and a Treasurer.
- c. In case and whenever the same person holds the offices of Secretary and Treasurer he may, but need not be, known as the Secretary-Treasurer.
- d. The Board may appoint such employees, servants and agents as it shall deem necessary, who shall have such authority and shall perform such duties and shall receive such remuneration as from time to time shall be prescribed by the Board.
- e. **The President shall be the Chairman of the Board.** He shall, if present, preside at all meetings of the members and directors; shall sign all instruments which require the signature of the President; shall perform all duties incident to his office and shall have such other powers and duties as may, from time to time, be assigned to him by the Board. The title Chairman may be substituted for the title President.
- f. **The Vice-President or Vice-Presidents**, in order of seniority, shall be vested with all the powers and shall perform all the duties of the President, in the absence or inability or refusal to act of the President. The Vice-Presidents shall also have such other powers and duties as may from time to time, be assigned by the Board.



- g. **The Secretary** shall issue or cause to be issued notices for all meetings of the Board of Directors and members when directed or as authorized by these by-laws so do; have charge of the seal and of the minute books of the Corporation; sign, with the President, or other signing officer or officers of the Corporation, such instruments as require the signature of the Secretary, and shall perform such other duties as the terms of his engagement call for or as the Board may, from time to time, properly require of him.
- h. **The Secretary**, or some other officer especially charged with the duty, shall keep or cause to be kept a book or books, which may be kept in an electronic manner, wherein shall be recorded:
  - i. A copy of the by-laws of the Corporation;
  - i. The names, alphabetically arranged, of all persons who are members;
  - ii. The address and calling of every member, as far as can be ascertained;
  - iii. The class of membership held by each member;
  - iv. The names, addresses and callings of all persons who are to have been Directors of the Corporation, with the several dates at which each became or ceased to be such Director.
- i. **The Treasurer** shall have the care and custody of all the funds and the securities of the Corporation and shall keep proper books of accounting thereof. He shall deposit the funds in the name of the Corporation in such bank or banks, or with such depository or depositories and in such manner as the Board may, from time to time, direct. He shall at all reasonable times exhibit his books and accounts to any Director of the Corporation upon application at the office of the Corporation during business hours. He shall sign and countersign such instruments as require signature and shall perform all duties incident to his office or that are properly required of him by the Board. He may be required to give such bonds for the faithful performance of his duties as the Board in its 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 by reason of the failure of the Company to receive any indemnity thereby provided.
- j. If the office of the President, Vice-President or Vice-Presidents, become vacant due to death, resignation, disqualification or otherwise, the remaining Directors by resolution duly passed at any meeting duly called and held may elect or appoint an officer or officers to fill such vacancy or vacancies.
- k. **Chief Executive Officer:** The Board may from time to time appoint a Chief Executive Officer, who may, but need not, be one of the Directors of the Corporation, and may delegate to him full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board or by the members in a general meeting) and to employ and discharge agents and employees of the Corporation or may delegate to him any less power.
  - i. He shall conform to all lawful orders given to him by the Board of Directors and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Corporation.



- ii. If the Chief Executive Officer is a Director, he shall not receive any remuneration for being a Director.
- iii. The Chief Executive Officer represents the Corporation as the Accountable Executive to Transport Canada.

### **38. Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of the officer's successor being appointed,

- i. the officer's resignation,
- ii. such officer ceasing to be a director (if a necessary qualification of appointment) or
- iii. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

### **39. Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- i. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- ii. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- iii. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- iv. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by



the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **40. Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

#### **41. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **42. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

#### **43. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- i. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- ii. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- iii. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the



provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

#### **44. By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

#### **45. Effective Date**

CERTIFIED to be By-Law Version 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 19<sup>th</sup> day of December, 2013 and confirmed by the members of the Corporation by special resolution on the 16<sup>th</sup> day of January, 2014.

Dated as of the 16<sup>th</sup> day of January, 2014

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Phil Wadsworth, President - Calgary Flying Club