



Canadian Association of Rocketry –
L'Association Canadienne De Fuséologie

By-Law Number 1

A By-law Relating Generally to the Conduct of the Affairs of

the **Canadian Association of Rocketry –**

L'Association Canadienne De Fuséologie

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of

The **Canadian Association of Rocketry –**

L'Association Canadienne De Fuséologie

(hereinafter called the “Corporation”) as Follows:

1. Corporate Seal

The seal, an impression whereof is stamped below hereof, shall be the seal of the Corporation.

2. Head Office

The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

3. Membership

3.1 Conditions of Membership

Membership in the Association shall be open to all persons with an interest in the promotion, development, education and advancement of non-professional aerospace activities, upon acceptance by the officers appointed by the Board of Directors to process such membership, and upon payment of such fees, annual or otherwise as are hereinafter set out in respect to each type of membership.

Membership in the Corporation shall be open to all clubs or organizations which apply to the Board of Directors for acceptance as “Affiliated Club”. The Board of Directors shall annually review such applications and may approve by Resolution the admission of any club or organization as an “Affiliated Club”. The Board of Directors may, from time to time, provide conditions for the admission as an “Affiliated Club”.

3.2 Member

For an individual to be a Member, that person must be 18 years of age at the date of application for membership. Memberships are granted to individuals who agree with the objectives of the Corporation and pledge themselves to be governed by the by-laws and resolutions of the Corporation. These memberships are granted annually upon payment of dues as determined by the Board of Directors.

3.3 Junior Member

For an individual to be a Junior Member, that person must be under 18 years of age. Junior memberships are granted to individuals who agree with the objectives of the Corporation and pledge themselves to be governed by the by-laws and resolutions of the Corporation. These memberships are granted annually upon payment of dues as determined by the Board of Directors.

3.4 Affiliated Club

3.4.1 An Affiliated Club:

- (a) must be an association of 3 or more individuals who have as an objective, the purpose and objectives of the Corporation;
- (b) has been accepted by the Board of Directors of the Corporation as an Affiliated Club, and;
- (c) maintains an association with the Corporation which is consistent with the requirements from time to time set out by the Board of Directors and as hereinafter set forth in this By-law.

3.4.2 Affiliated Club Membership may be granted by the Board of Directors. In order to be granted Affiliated Club Membership, the applicant club or organization shall, after admission, undertake as follows:

- (a) to elect or appoint one (1) individual annually to serve as a representative to CAR
- (b) to implement the CAR Model Rocket Safety Code, CAR HPR Safety Code and other applicable Safety Codes, processes and regulations as required at launch sites and events.

3.5 Honorary Life Member

An Honorary Life Member shall be a person or organization who is interested in the promotion, development, education and advancement of non-professional aerospace activities in Canada and who has made a significant contribution to such. Honorary Life Membership is granted by a majority vote of the Board of Directors, and no dues are required.

3.6 Corporate Member

A Corporate Member shall be Corporations or organizations that are interested in the promotion, development, education and advancement of non-professional aerospace activities in Canada. Corporate Membership is granted upon payment of an initial fee and annual fees as determined by the Board of Directors.

3.7 Membership Dues

All membership classes are subject to the payment of dues as is determined from time to time by the Board of Directors.

3.8 Withdrawing from Membership

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

3.9 Termination of a Member

The rights of membership shall terminate on the anniversary date of that members renewal of membership or acceptance as a new member, each year unless dues have been paid. Publications may continue for ninety (90) days past the anniversary date. Membership shall be continued on receipt of dues.

Affiliated Clubs may be terminated by a majority vote of the Board, provided that the conduct of the Affiliate Club is found to be prejudicial to the Corporation in the opinion of the majority of the Board of Directors. Affiliate Clubs shall have an opportunity, upon notice in writing to the President of the Corporation of at least thirty (30) days to show cause why its membership should not be terminated as provided in this Article.

Any member may withdraw from the Corporation at any time and for any reason, with written notification to the Secretary of the Corporation. No membership fees previously paid shall be returned to a withdrawing member.

Any member may have their membership revoked by the Board of Directors where that member has been found to act in a manner prejudicial to the Corporation in the opinion of the majority of the Board of Directors.

4. Rights of Membership

4.1 Individual Members

Each classification of membership except Corporate Membership and Affiliated Club Membership, shall:

- (a) receive a unique registration number that should be displayed on all rockets flown by that member;
- (b) be eligible to compete in any competitions sanctioned by the Corporation;
- (c) have the right to vote at an Annual General Meeting, Special General Meeting or Decentralized Meeting and to represent proxies from members in good standing, save and except Junior Members who do not have the right to vote.

4.2 Members

Members shall:

- (a) have the right to vote at all meetings in which he is registered;
- (b) have the right to be elected or appointed a member of a standing committee;
- (c) have the right to be elected or appointed chairman of a standing committee;
- (d) have the right to be elected or appointed to any Officer position

4.3 Honorary Life Members

Members shall:

- (a) have the right to vote at all meetings in which he is registered;

- (b) have the right to be elected or appointed a member of a standing committee;
- (c) have the right to be elected or appointed chairman of a standing committee;
- (d) have the right to be elected or appointed to any Officer position

4.4 Affiliated Clubs

Affiliated Clubs shall:

- (a) have no right to vote;
- (b) provided it is in compliance with the requirements of these bylaws and directors resolutions, have the right to obtain an insurance certificate for launch operations where those launch operations comply and have complied with Transport Canada requirements, the Explosive Regulatory Department's requirements and the Corporation's Safety Codes and launch requirements, saving that the Corporation is in a position to offer such insurance certificates;
- (c) have the right to propose agenda items for the Annual General Meeting through their Affiliated Club's CAR Regional Director.

4.5 Corporate Members

Corporate Members shall:

- (a) have no right to vote;
- (b) have the right to propose agenda items for the Annual General Meeting through their Regional Director.

5. Members' Meetings

5.1 Annual or General Meetings

The annual or any other general meeting of the members shall be held at any place in Canada as the Board of Directors may determine and on such day as the said directors shall appoint and in any such form as the said directors may determine.

5.2 Annual Meeting Agenda

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the Financial Statement and the report of the auditors (if required as determined by the Board of Directors), shall be presented and auditors (if required) appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

5.3 Notice of Meetings

Ninety (90) days' notice shall be given to each voting member of any annual or general meeting of members and thirty days (30) notice shall be given to each voting member of any special meeting of members. Notice of any

meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.

The form of notice for any annual or special general meeting of members may take the form of or an electronic mail distributed to the membership or a written letter mailed to each voting member.

5.4 Form of Meetings

The form of any annual or general meeting of the members may be held in any manner that allows a form of participation to permit the member to form a reasoned judgment on the decision to be taken, and that allows the member to communicate his decision regarding any decision to be taken, that requires the vote of the members of the Corporation. The form of such meeting may determined by the board of directors or by a committee delegated to determine such forms of meetings.

5.5 Voting at Meetings

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of the members, in the manner and to the extent authorized by the proxy. A proxy holder must be a voting member in good standing of the Corporation.

A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote of consent of a greater number of members is required by the Act or these By-laws.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such a meeting or make void any proceedings taken thereat and any member may at any times waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.

5.5 Special Meetings

The board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. Ten (10) members present in person, represented by proxy, or able to vote, will constitute a quorum.

6. Board of Directors

6.1 Applicants as First Directors

The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are appointed. The first directors of the corporation shall

appoint new directors, President, Vice President, and Secretary/ Treasurer by a vote within 30 days of Incorporation. The term of these new directors and officers shall continue until December 31, 2010.

6.2 Directors

The property and business of the Corporation shall be managed by a board of directors, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of 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.

The board of directors shall consist of 9 directors: the President; Vice President; Secretary; and six (6) Regional Directors.

6.3 Regional Directors

For purposes of representation, there will be six (6) Regions of Canada, modeled on the regional organization in use by Transport Canada in 2005. These Regions are as follows:

- (a) **Pacific Region** (British Columbia)
- (b) **Alberta Region** (Alberta)
- (c) **Prairies and Northern Region** (Saskatchewan, Manitoba, Yukon, NWT, and Nunavut)
- (d) **Ontario Region** (Ontario)
- (e) **Quebec Region** (Quebec)
- (f) **Atlantic Region** (New Brunswick, PEI, Nova Scotia, and Newfoundland and Labrador)

6.3.1 Eligibility of Directors

Regional Directors must:

- (a) be individuals;
- (b) be 18 years of age;
- (c) be Canadian residents;
- (d) be with power under law to contract;
- (e) be members in good standing of the Corporation;
- (f) must reside in the Region from where they are elected;
- (g) not be the President, Vice President, Secretary, or Treasurer of the Corporation.

6.4 Eligibility of Officers

Officers must:

- (a) be individuals;
- (b) be 18 years of age;

- (c) be Canadian residents;
- (d) be with power under law to contract;
- (e) be members in good standing of the Corporation;
- (f) may reside in any region

6.5 Term of Office

Directors shall be elected for a term of two (2) years by the members at an annual meeting of members.

6.6 Consent

No election or appointment of a person as director shall be effective unless:

- (a) he was present at the meeting when he was elected or appointed and did not refuse to act as a director, or
- (b) he consents in writing to act as a director before his election or appointment or within ten days thereafter, or
- (c) he acts as a director pursuant to the election or appointment.

6.7 Vacation of Office

The office of director shall be automatically vacated:

- (a) if at a special meeting of members, a resolution is passed by an affirmative vote of two-thirds (2/3) of the members present at the meeting that he be removed from office;
- (b) if a director has resigned his office by delivering a written resignation to the Secretary of the Corporation;
- (c) if he is found by a court to be of unsound mind;
- (d) if he becomes bankrupt or suspends payment or compounds with his creditors;
- (e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation, provided that he meet the eligibility requirements.

6.8 Retiring Directors

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

6.9 Remuneration of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the

performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity other than an officer and receiving compensation therefore.

6.10 Form 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 written notice of such meeting shall be given, other than by mail, to each director. 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. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote. The form of such meeting may determined by the board of directors or by a committee delegated to determine such forms of meetings.

A majority of directors in office, from time to time, but no less than two directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

7. Powers of Directors

7.1 Contracts

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

7.2 Expenditures and Borrowing

The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time:

- (a) to borrow money upon the credit of the Corporation, from any bank, corporation, firm, or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- (b) to limit or increase the amount to be borrowed;

(c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;

(d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

7.3 Receipt of Gifts Donations and the Like

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.

7.4 Delegation to Agents and Employees

The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

7.5 Remuneration for Officers, Agents, Employees and Committee Members

Remuneration for all officers, agents, and employee and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of the members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

8. Indemnities to Directors and Others

Every director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

(a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect to any act, deed, matter of thing whatsoever, made, done or permitted by him, in 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 costs, charges or expenses as are occasioned by his own willful neglect or default.

9. Officers

9.1 Officers

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer and any such other officers as the Board of Directors may by By-law determine. The offices of Secretary and Treasurer may be held by the same person. Officers must not be otherwise directors. Officers must be members of the Corporation.

9.2 Election of President

The office of President shall be directly elected by those members eligible to vote at an election called by the Board of Directors.

9.3 Appointment of Officers

The President and the Vice President and the Secretary shall be elected positions and shall be elected as a single candidate on the ballot. Other Officers are appointed by the Board of Directors.

9.3.1 Officer - Vacation of Office

The office of President, Vice President, or Secretary shall be automatically vacated:

- (a) if at a special meeting of members, a resolution is passed by an affirmative vote of two-thirds (2/3) of the members present at the meeting that he be removed from office;
- (b) if a director has resigned his office by delivering a written resignation to the Secretary of the Corporation;
- (c) if he is found by a court to be of unsound mind;
- (d) if he becomes bankrupt or suspends payment or compounds with his creditors;
- (e) on death;

Any Officer appointed by the Board shall be automatically vacated:

- (a) if at a special meeting of members, a resolution is passed by an affirmative vote of two-thirds (2/3) of the members present at the meeting that he be removed from office;
- (b) if at a meeting by the Board of Directors, at any time is judged appropriate by a majority vote calling for the termination
- (b) if an officer has resigned his office by delivering a written resignation to the Secretary of the Corporation;
- (c) if he is found by a court to be of unsound mind;
- (d) if he becomes bankrupt or suspends payment or compounds with his creditors;
- (e) on death;

9.4 Term of Office

Elected Officers shall be elected for a term of two (2) years with the with the election being held no later than January 31 of the election year and the term in office shall commence on February 28th of the same election year. Appointed Officers shall be appointed for a term of two (2) years by the Board of Directors or on February 27th of the following election year, which ever comes first.

9.5 President

The President shall be the Chief Executive Officer of the Corporation, and preside at all General Meetings and, in the absence or non-appointment of the Chairman of the Board, shall also preside at meetings of the Board. He shall have general and active management of the business and affairs of the Corporation, and without limitation to the foregoing:

- (a) he shall have general superintendence and direction of all other officers of the Corporation;
- (b) he shall submit the annual report of the board, if any, and the annual balance sheets and financial statements of the business and affairs and reports on the financial position of the Corporation as required by the By-laws to the Annual General Meeting and from time to time he shall report to the Board of all matter within his knowledge which the interest of the Corporation required to be brought to their attention;
- (c) he shall be ex-officio a member of all standing committees.

9.6 Vice President

During the absence or disability of the President, his duties shall be performed and his powers exercised by the Vice President. The Vice President shall in the absence of the President have such other powers and duties as the Board or the President may prescribe.

9.7 Secretary

The Secretary or if none is present at a meeting, the President, shall:

- (a) attend and be the secretary of all meetings or appoint a member in good standing to act as the secretary of the Board and all general meetings of the membership;
- (b) enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat;
- (c) give or cause to be given, as and when instructed, all notices to directors, officers, auditors and members of the Corporation;
- (d) be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose;
- (e) and he shall have such other powers and duties as the Board or the President may specify.

9.8 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. He 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 President and 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. He shall also perform other such duties as may from time to time be directed by the President or board of directors.

9.9 Other Officers

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.

10. Committees

The board of directors may appoint committees whose members will hold their offices for a term which will expire on February 27th of the following election year and at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid. Members of the committees shall be members in good standing of the Corporation.

11. Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the president and one other officer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors by majority vote may give the Corporation's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

Specific documents or instruments in writing requiring the signature of the Corporation may not require the signature of two officers, when specified by resolution of the board of directors.

12. Minutes of Board of Directors

The minutes of the board of directors shall not be required to be available to the general membership of the Corporation, but shall in any case be made available to the board of directors, each of who shall receive a copy of such minutes. Upon resolution by the board of directors, the minutes of any board of directors meeting may be made available to the general membership.

13. Financial Year

Unless otherwise ordered by the board of directors, the fiscal year end of the Corporation shall be December 31.

14. Amendment of By-Laws

The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted 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 considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

15. Auditors

The members may, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. A vote of a simple majority is required for the appointment of an auditor. The auditor, if appointed, shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration, if any, of the auditor shall be fixed by the board of directors.

16. Books and Records

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

17. Rules and Regulations

The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation, as they deem expedient.

18. Interpretation

In these by-laws and in all other by-laws of the Corporation hereafter passed 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.

The term "Corporation" in the context of these by-laws shall be held to have the same meaning and representation as the term "association" when used to describe the affairs of the "Canadian Association of Rocketry - L'Association Canadienne De Fuséologie".