

BY-LAW NO. 1/2023

A by-law relating generally to the conduct of the affairs of
SPRINGFIELD FLYING CLUB INC.

BE IT ENACTED AND IT IS HEREBY ENACTED as By-law 1/2023 of **SPRINGFIELD FLYING CLUB INC.** (hereinafter referred to as the “Corporation”).

SECTION ONE Interpretation

1.01 Definitions - In this by-law and all other by-laws and special resolutions of the Corporation unless the context otherwise requires:

- a. “Act” means *The Corporations Act* (Manitoba) and any Act that may be substituted therefor, as from to time amended;
- b. “Articles” means the articles of the Corporation upon which is endorsed the Certificate of Incorporation dated September 18, 1978, and the Certificate of Amendment of Articles dated February 8, 1979, as from time to time amended, supplemented or restated and as the term articles is more particularly defined in the Act;
- c. “board” means the board of directors of the Corporation;
- d. “by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- e. “recorded address means”, in the case of a member, his or her address as recorded in the register of members and, in the case of a director, officer, auditor or member of a committee of the board, his or her address as recorded in the records of the Corporation; and
- f. “signing officer” means, in relation to any instrument, any person authorized to sign same on behalf of the Corporation pursuant to the provisions of this by-law or by a resolution passed pursuant thereto.

Words and expressions defined in the Act have the same meanings when used herein.

1.02 In all by-laws of the Corporation, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word “person” shall include an individual, partnership, corporation, executor, administrator and legal representative, and the masculine or feminine shall include all genders.

SECTION TWO

Seal

2.01 There is no corporate seal at this time. However, if there is a corporate seal, an impression of such shall be stamped in the margin hereof.

SECTION THREE

Objects

3.01 Objects - The Corporation and its works shall be carried on without purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects, namely:

- a. to operate a flying club; and
- b. to do all such things as are ancillary and incidental to the attainment of the foregoing non-profit objects.

SECTION FOUR

Business of the Corporation

4.01 Execution of instruments - Any contract, document or other instrument in writing requiring execution by the Corporation shall be executed by any two directors of the Corporation, and all contracts, documents or other instruments in writing so executed shall be binding upon the Corporation without any further authorization or formality. The board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation to execute, either manually or by facsimile signature, and deliver either contracts, documents or other instruments in writing generally or specific contracts, documents or other instruments in writing. The term "contracts, documents or other instruments in writing" as used in this by-law shall include, specifically but without limitation, deeds, mortgages, charges, security agreements, conveyances, releases, receipts and discharges for the payment of money or other obligations, transfers and assignments of property of all kinds, including, specifically but without limitation, transfers and assignments of shares, warrants, bonds, debentures or other securities and all paper writings.

4.02 Banking Arrangements - The banking business of the Corporation shall be transacted with such chartered banks, trust companies, credit unions, caisse populaires or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

4.03 Cheques, Drafts and Notes - All cheques, drafts or orders for payment of money and all notes and acceptance and bills of exchange shall require the signature of such individual(s),

whether they be a director an officer or neither a director nor an officer as determined by the board from time to time.

4.04 Books of Account – Subject to the Act, the books of account of the Corporation shall be kept either at the head office or at such other place in the Province of Manitoba or elsewhere in Canada as determined by the board from time to time.

SECTION FIVE

Borrowing and Authority for Expenses and Acquisition of Assets

5.01 Borrowing - The board may, without the authorization of the members, borrow money upon the credit of the Corporation for the purpose of purchasing investments and paying administrative and current operating expenses.

5.02 Authority for Expenses and Acquisition of Assets - The board, on behalf of the Corporation, shall be entitled to employ and pay such assistance or representatives or employees as may be necessary for the attainment of the objects of the Corporation and shall be authorized to procure and maintain such offices and other facilities and to incur such reasonable expenses as may be necessary. The board shall also be entitled to acquire real and personal property on behalf of the Corporation for the purpose of the attainment of its objects and shall be entitled to dispose of real and personal property no longer required for the attainment of the objects of the Corporation. With respect to the acquisition or disposition of real property, the board shall obtain prior approval of the majority of members of the Corporation as evidenced by resolution at a general or special meeting of the members.

SECTION SIX

Members

6.01 Membership - Members of the Corporation shall be appointed pursuant to section 6.02 hereof.

6.02 Admission to Membership - The first directors of the Corporation shall be the first members of the Corporation. Thereafter, all persons who support the Corporation's objects and activities, apply for membership and are approved by a two thirds majority of the board shall be qualified to be and shall be made members of the Corporation. The board shall, in their sole and absolute discretion, determine who shall be approved for membership. The board may delegate the review of applications or create committees to review applications to bring to the attention of the board for the purpose of admitting members.

6.03 Membership Fees - The board may, from time to time, establish membership fees and application fees and any other fee(s) in such amounts as it shall deem advisable, which may be applicable to a specific class or all classes of membership, subject to the approval of the Voting Members of the Corporation present at a general or special meeting.

6.04 Publication of Fees, Dues and Charges - Each year the board shall establish and publish the entrance fee, if any, for new first-time members, the membership dues for each category of membership and charges, including, without restriction, monthly charges for each club

activity or amenity or facility use for which a specific charge or fee is applicable including, without restriction. Any and all such fees, dues and charges shall be due upon demand when requested by the board. In the event a member fails to pay any fees, dues or charges by the date as requested by the board, the member in default, in addition to not being a member in good standing, shall pay a fine or penalty as determined by the board from time to time.

6.05 Classes of Membership – The board may establish an unlimited number of classes of membership in the Corporation, which may have different fees and subscriptions and rights associated with each class, subject to the approval of the Voting Members of the Corporation present at a general or special meeting. At present, the Corporation has six (6) classes of membership, which are as follows and which include the following rights, privileges and limitations:

- a. Voting Member is a person who, provided their membership dues are paid up and they are otherwise in good standing, is entitled to all the rights, privileges, amenities, advantages, conveniences and accommodations of the Corporation that the board may, from time to time, provide, including, without restriction, the right to vote at any annual, general or special meeting of the Corporation as provided in this By-law;
- b. Non-Voting Non-Owner Member is a person who, provided their membership dues are paid up and they are otherwise in good standing, is entitled to all the rights, privileges, amenities, advantages, conveniences and accommodations of the Corporation that the board may, from time to time, provide, however, does not include the right to vote at any annual, general or special meeting of the Corporation as provided in this By-law;
- c. Non-Voting Co-Owner Member is a person who, provided their membership dues are paid up and they are otherwise in good standing, is entitled to all the rights, privileges, amenities, advantages, conveniences and accommodations of the Corporation that the board may, from time to time, provide, however, does not include the right to vote at any annual, general or special meeting of the Corporation as provided in this By-law as individual members, however, the individual members that, together, co-own aircraft (the “Co-Owners Collective”) may elect a individual from the Co-Owners Collective to (a) speak on behalf of the members of the Co-Owners Collective, (b) act as liaison between the Co-Owners Collective and the Corporation and (c) have a single vote on behalf of the members of the Co-Owners Collective, provided that if the representative of the Co-Owners Collective is a Voting Member, then the representative must choose to vote either as a Voting Member or on behalf of the Co-Owner Collective, but cannot exercise a vote for both him or herself and the Co-Owners Collective;
- d. Associate Member is a person who, provided their membership dues are paid up and they are otherwise in good standing, is entitled to all the rights, privileges, amenities, advantages, conveniences and accommodations of the Corporation that the board may, from time to time, provide, however, does not include the right to vote at any

annual, general or special meeting of the Corporation as provided in this By-law, unless:

- i. said Associate Member has been a member in good standing for no less than five (5) consecutive years immediately preceding their renunciation of membership and granting of an associate membership; or
 - ii. with the approval of a minimum of a two-third's majority of the board, said Associate Member has been an Associate Member for a minimum of five (5) consecutive years and has maintained exemplary character and active participation including volunteering, and refrained from financial delinquency for monies owed to the Corporation during said five (5) years.
- e. Social Member is a person who, provided their membership dues are paid up and they are otherwise in good standing, is entitled to all the rights, privileges, amenities, advantages, conveniences and accommodations of the Corporation that the board may, from time to time, provide, however, does not include the right to vote at any annual, general or special meeting of the Corporation as provided in this By-law; and
- f. Honorary Member is a person who, provided their membership is in good standing, is entitled to all the rights, privileges, amenities, advantages, conveniences and accommodations of the Corporation that the board may, from time to time, provide, however, does not include the right to vote at any annual, general or special meeting of the Corporation as provided in this By-law.

6.06 Resignation of Members - Members may resign by resignation in writing which shall be effective upon receipt thereof by the board. Concurrent with said member's resignation, the member shall:

- a. acknowledge that no refunds of any kind are owed to them;
- b. pay any and all outstanding fees, dues, charges, levies and assessments or other expenses owed by them to the Corporation;
- c. return the fuel key they were provided, if any;
- d. agree to remove any and all aircraft and personal belongings from the Lyncrest Airport property as soon as possible; and
- e. if said member owns a hanger(s), they will clean and do due maintenance and repair to the grounds around the hanger before offering the hanger for sale in accordance with the section 3 (f), (g), (h) and (j) of the Members Handbook.

6.07 Termination of Membership - A member shall cease to be a member of the Corporation:

- a. upon death of the member;

- b. by resignation in accordance with the by-laws of the Corporation;
- c. if, following a recommendation of two-thirds (2/3) majority of the board, a motion to remove a member is passed at an annual general meeting or at any special general meeting of the members by a fifty-one (51%) percent majority of all of the Voting Members in good standing and in attendance, provided that the member shall be granted notice of such motion no less than fourteen (14) days prior to said motion being considered by the Voting Members with the member being provided the opportunity to be heard at such meeting prior to the Voting Members voting on said motion. The vote shall be by secret ballot. Said member shall not be entitled to a vote;
- d. if a member shall be deemed to not be in good standing. For clarification, a member shall be deemed to be not in good standing if:
 - i. the member has not paid any applicable entrance fee, membership dues or any other fee, due or charge or penalty on same prescribed by the Corporation as required by any By-law of the Corporation or the Club Rules;
 - ii. the member is subject to any disciplinary action taken against them by the Corporation; or
 - iii. the member is not in compliance with any By-law of the Corporation or the Club Rules.

Members not in good standing will not be permitted to participate in any activities of the Corporation without restriction, and, if applicable, shall not be eligible to be elected to the board or to any office and shall not have the right to exercise their vote at any annual, general or special meeting of the Corporation until their good standing has been restored;

- e. if the member becomes bankrupt or suspends payment of debts generally or enters into an agreement of composition with creditors or makes an authorized assignment or is declared insolvent; or
- f. if the member is found to be a mentally incompetent person or becomes of unsound mind.

No member shall be entitled to any refund of membership dues or other fees upon termination, resignation or withdrawal of their membership.

6.08 Term of Membership - Each member shall be a member of the Corporation until he or she resigns or his or her membership is terminated in accordance with the by-laws.

6.09 Membership not Transferable - The membership of a member in the Corporation and all rights and interests incidental thereto shall not be transferable, either directly or indirectly.

SECTION SEVEN

Meetings of Members

7.01 Annual General Meeting - Subject to the provisions of the Act, the annual general meeting of the members shall be at such place within Manitoba and on such date in each year as the board may determine, provided that any meeting of members may be held outside Manitoba if all members entitled to vote at that meeting so agree. At every annual general meeting, in addition to any other business that may be transacted, the report of the board, the financial statements of the Corporation and the report of the auditors thereon shall be presented, and directors shall be elected and auditors appointed for the ensuing year. Best efforts will be made to hold such meeting on the first Tuesday in October each year.

For the purpose of determining the members entitled to receive notice for a meeting of members, the directors may fix in advance a date as the recording date for the determination of members, and such members entitled to receive notice must be registered as members in the records of the Corporation no less than one (1) month prior to any meeting of members.

7.02 Special Meetings - Subject to the provisions of the Act, special meetings of the members may be convened at any time and at any place by order of the President, the Vice-President or by the board on their own motion, or on the requisition of members as provided for in the Act.

7.03 Notice - Written notice of the time and place of each meeting of members shall be given in the manner provided in section 12.01 hereof not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor and to each member who at the close of business on the record date, if any, for notice is entered in the membership register as a member of a class of membership that carries the right to vote. Notice of any meeting where special business will be transacted should contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

7.04 Notice to Auditor - The auditor of the Corporation is entitled to attend any meeting of the members of the Corporation and to receive all notices and other communications relating to any such meeting that a member is entitled to receive.

7.05 Meetings Without Notice - Notwithstanding the provisions of the Act relating to notice, a meeting of members may be held without notice at any time and at any place permitted by the Act or the Articles provided that a waiver of notice is obtained in accordance with section 130 of the Act.

7.06 Quorum - Provided that notice has been given in accordance with paragraph 12.01, the quorum for the transaction of business at meetings of the members shall be a majority of at least thirty (30) percent of voting members. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the members present and entitled to vote may adjourn the

meeting to a fixed time and place but may not transact any other business and the provisions of section 12.01 with regard to notice shall apply to such adjournment.

7.07 Chair - The President, if such an officer has been appointed and is present, or in his or her absence the Vice-president, failing whom the Secretary, shall be the chair of any meetings of the members of the Corporation. If no such officer is present at any meeting of members, the members present at a meeting of members shall, by resolution passed at the commencement of the meeting (which may be introduced by any member present at the meeting), choose a member present to be chair of the meeting.

7.08 Votes to Govern - At any meeting of members, every question shall, unless otherwise required by the Articles or by-laws or by law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a ballot, the chair of the meeting shall not be entitled to a second or casting vote.

7.09 Right to Vote - At any meeting of members, every person shall be entitled to vote who, at the time of the taking of a vote (or, if there is a record date for voting, at the close of business on such record date) is entered in the membership register as a member of one or more classes of membership carrying the right to vote at such meeting.

7.10 Proxies - There shall be no voting by proxy at any meeting of the members of the Corporation.

7.11 Show of Hands - Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one (1) vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken shall be the decision of the members upon the said question.

7.12 Ballots - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the membership which the person is entitled to vote at the meeting upon the question, to that number of votes provided by the Act, the Articles or the by-laws, and the result of the ballot so taken shall be the decision of the members upon the said question.

7.13 Adjournment - The chair may, with the consent of any meeting, adjourn such meeting from time to time and if a meeting is adjourned for less than thirty days, no notice of such adjournment need be given to the members. If a meeting of members is adjourned by one or more

adjournments for an aggregate of thirty days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. 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.

7.14 One Member Meeting - If the Corporation has, from time to time, only one member or only one member carrying the right to vote, the member present in person or by proxy constitutes a meeting.

7.15 Meetings – Provided there are proper facilities to accommodate such meeting participation, any member may participate in any meeting of members, including, without restriction, any annual general meeting or special meeting by means of a telephone or other electronic means that permit all participants to communicate with each other concurrently, (i.e. an “electronic meeting” as that term is defined in the Act), and a member participating in such a meeting by such means is deemed to be present at the meeting and, if a majority of the members participating in any such meeting held pursuant to this paragraph are then in Canada, the meeting shall be deemed to have been held in Canada. Any notice of an electronic meeting shall include instructions on how to participate in the meeting using the electronic means.

7.16 Resolution in Writing - A resolution in writing signed by all of the members entitled to vote thereon at a meeting of members is as valid as if it had been passed at a meeting of the members.

7.17 Withholding Information From Members – Except as required by the Act or the Corporation’s Articles of Incorporation, no member shall be entitled to discovery of any information respecting any details or conduct of the Corporation’s business which, in the opinion of the board, would not be in the best interests of the Corporation to communicate to the public.

The board may, from time to time, determine whether and to what extent, at which time and place, and under what conditions or restrictions the accounts and books of the Corporation or any one of them shall be open to the inspection of the members. Furthermore, no member shall have the right to inspect any account or book or document of the Corporation unless same is: (i) required by the Act, (ii) required by the Corporation’s Articles of Incorporation, (iii) authorized by the board; or (iv) pursuant to a resolution from a general meeting of members.

SECTION EIGHT

Directors

8.01 Number of Directors, Residency and Quorum - The Articles of the Corporation shall provide that the Corporation shall have a board consisting of a minimum of five (5) and a maximum of five (5) directors. Subject to subsection 100 (3.1) of the Act, at least 25% of the directors of the Corporation shall be residents of Canada. The exact number of directors to form the board (the “Designated Number”) shall be determined from time to time by resolution of the board of directors of the Corporation entitled to vote at regular directors’ meetings. The quorum of the board shall be a majority of the Designated Number of directors. No business shall be transacted at a meeting unless a quorum is present and, subject to subsection 100 (3.1) of the Act,

at least 25% of the directors present are residents of Canada at the time of the transaction of such business. Notwithstanding a vacancy among the directors, a quorum of directors may exercise all the powers of the board.

8.02 Qualification - A director must be a Voting Member, shall be an individual at least eighteen (18) years of age, shall have the power under law to contract, shall not be an undischarged bankrupt nor shall any director be a person of unsound mind so found by a Court of competent jurisdiction, and shall have consented to act as a director of the Corporation.

8.03 Election and Term - The election of directors shall take place at each annual general meeting of members and all directors then in office whose term has expired in accordance with paragraph 8.06 of this By-law shall retire but, if qualified, shall be eligible for re-election. The election of directors shall be by ordinary resolution of the Voting Members. If an election of the directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

8.04 Resignation of Directors - Directors may resign by resignation in writing which shall be effective upon receipt thereof of the board.

8.05 Termination of Directors - A director shall cease to be a director of the Corporation:

- a. upon death of the director;
- b. by resignation in accordance with the by-laws;
- c. if at a special meeting of members, a resolution to remove the director is passed by a majority of the votes cast at the special meeting provided that the director shall be granted the opportunity to be heard at such meeting;
- d. if the director is found to be a mentally incompetent person or becomes of unsound mind;
- e. upon ceasing to be a Voting Member of the Corporation.

8.06 Term of Appointment - Unless terminated earlier in accordance with the provisions hereof, appointments to the board shall be for a two-year term, or for such other period as the members may otherwise decide in order to maintain continuity. For clarification, a Directors term shall be from the date of the meeting at which he or she is elected or appointed until his or her successor is appointed.

8.07 Vacancies - A quorum of the board (a majority of the number of directors) may fill a vacancy in the board.

8.08 Notice - Meetings of the board may be called at any place within Manitoba, upon 48 hours' notice in writing or by telephone by either the President or any two officers or directors of the Corporation.

8.09 Chair - The President, if such an officer has been appointed and is present, or in his or her absence the First Vice-President, failing whom the Second Vice-President, failing whom the Secretary, shall be the chair of any meetings of the board. If no such officer is present at any meeting of the board, the directors present shall choose one of their number to act as chair of such meeting.

8.10 Voting at Meetings - Each director is authorized to exercise one vote. Questions arising in any meeting of directors shall be decided by a majority of votes. Any officer of the Corporation, so long as said officer is attending the meeting as a director, including the President, either Vice-President or the Secretary, at all directors' meetings may move, second or vote upon any resolution, by-law or any other matter or thing and may act in any matter whatsoever as if he or she were a director only and not an officer of the Corporation. In case of an equality of votes, the chair at the meeting shall not have a second or casting vote.

8.11 Meetings - Provided there are proper facilities to accommodate such meeting participation, any director or officer may participate in any meeting of the board, the executive committee or any committee of the board by means of a telephone or other electronic means that permit all participants to communicate with each other concurrently, (i.e. an "electronic meeting" as that term is defined in the Act), and a director or officer participating in such a meeting by such means is deemed to be present at the meeting and, if a majority of the directors or officers participating in any such meeting held pursuant to this paragraph are then in Canada, the meeting shall be deemed to have been held in Canada. Any notice of an electronic meeting shall include instructions on how to participate in the meeting using the electronic means.

8.12 Meeting of Board Without Notice - For a meeting of the board at which a director fills a vacancy in the board, no notice of such meeting shall be necessary to the new director or directors in order for the meeting to be duly constituted, provided that a quorum of directors is present.

8.13 Exercise of Authority - The Board shall manage the business of the Corporation, except as provided in these by-laws, the powers of the Board or a committee of the Board may be exercised by resolution passed at a meeting at which quorum is present. Where there is a vacancy in the Board the remaining directors may exercise all the powers of the Board so long as a quorum remains in office

8.14 Resolution in Lieu of Meeting - A resolution in writing, signed by all of the directors entitled to vote thereon at a meeting of directors, is as valid as if it had been passed at a meeting of directors and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first of the directors signed the resolution.

8.15 Reimbursement of Expenses and Remuneration - The directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. No director shall receive remuneration from the Corporation for acting in the capacity of director. Notwithstanding, nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

8.16 Submission of Contracts or Transactions for Approval of Voting Members - The board, in their sole and absolute discretion, may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any special general meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the corporation's Articles of Incorporation, Articles of Amendment or any other by-law) shall be valid and binding upon the corporation and upon all the members as though it has been approved and ratified by every member of the corporation.

SECTION NINE

Officers

9.01 Election or Appointment - From time to time, the board shall elect or appoint a President, and may appoint such other officers, including a First Vice-President, Second Vice-President, Secretary, Treasurer and such other officers as the board may determine. An officer may, but need not be, a director and two or more offices may be held by the same person. A vote of the majority of the board shall be necessary for the election or appointment of officers.

9.02 President - The President shall not be the chief executive and operating officer of the Corporation, however, the President, subject to the authority of the board, shall attend and be chair of all meetings of the board or committees of the board. The President shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and shall perform such resolutions of the board or as are incident to the office of President.

9.03 First Vice-President and Second Vice-President - The First Vice-President and Second Vice-President, if any, shall have all of the powers and authority, and shall perform all of the duties, of the President in the absence of, disability or refusal to act of the President. The First Vice-President and Second Vice-President shall also have such other powers and perform such duties as the board may assign from time to time.

9.04 Secretary - The Secretary, if any, shall attend and be the secretary of all meetings of the board, members and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he or she shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the board; the Secretary shall be custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation (if any) and of all books, papers, records, documents and instruments belonging to the Corporation, including maintaining the Corporation's minute book, except when some other officer or person has been appointed for that purpose. The Secretary shall also be charged with maintaining a historical and current lists of directors and members, which lists shall include said director's or said member's name, membership type, membership status, mailing address, phone number and email address.

9.05 Treasurer - The Treasurer, if any, shall have the care and custody of all of the funds and securities of the Corporation and shall deposit same in the name of the Corporation in such

bank or banks or with such depository or depositories as the board may direct. The Treasurer shall keep or cause to be kept the books of account and the accounting records required by the Act and at all reasonable times exhibit his or her books and accounts to any director of the Corporation upon application at the office of the Corporation during business hours. The Treasurer shall sign or countersign such instruments as require his or her signature and shall perform all duties incident to his or her office or that are properly required of him or her by the board. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the board in their uncontrolled discretion may require, but 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 Corporation to receive any indemnity thereby provided.

9.06 Variation of Duties - From time to time, the board may vary, add to, or limit the powers and duties of any officer.

9.07 Assistant Secretary and Assistant Treasurer - The Assistant Secretary (if any) and the Assistant Treasurer (if any) shall, respectively, perform all the duties of the Secretary and Treasurer, respectively, in the absence of the Secretary or Treasurer, as the case may be. The Assistant Secretary and the Assistant Treasurer shall also have such other powers and duties as may from time to time be assigned to them by the Board.

9.08 Executive Director - The board may from time to time employ an Executive Director who shall be the Chief Executive and Operating Officer of the Corporation. The board may delegate to such employee the 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.

9.09 Duties of officers may be delegated - In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer or to any director for the period of time of such absence or inability to act.

9.10 Term of Office - The board may remove at its pleasure any officer of the Corporation without prejudice to any officer's rights under any employment contract. Otherwise, each officer elected or appointed by the board shall hold office for two years unless removed by the board pursuant to the Articles, any By-law of the Corporation, or the Act.

9.11 Terms of Employment and Remuneration - The terms of employment and the payment, if any, of officers shall be set by the board in their sole and absolute discretion.

9.12 Agents and Attorneys - The board shall have power from time to time to appoint agents or attorneys for the Corporation with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

SECTION TEN

Protection of Directors, Officers and Others

10.01 Indemnification of directors and officers - Each director, officer, former director and former officer and their heirs and legal representatives will be indemnified against all costs, charges and expenses incurred by them in any proceedings to which they are made a party because they were a director or officer of the Corporation if:

- (a) they acted honestly and in good faith with a view to the best interest of the Corporation; and
- (b) they had reasonable grounds to believe their conduct was lawful.

10.02 No liability of directors or officers for certain acts, etc. - To the extent permitted by law, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious 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, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into in the name or on behalf of the Corporation except such as shall have been submitted to and authorized or approved by the board of the Corporation. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of him or her being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

SECTION ELVEN

Committees

11.01 Constitution of committees - The board may, from time to time, constitute such committees, including, without limiting the generality of the foregoing, a Finance Committee, a Resource Allocation Committee or a Membership Committee, as it deems necessary to assist the directors in carrying on the affairs of the Corporation.

11.02 Remuneration and Removal – Remuneration for any committee or members thereof shall be determined from time to time by resolution of the board. Removal of any committee or

any member of any committee shall be by resolution of the board at any time with or without notice.

11.03 Membership of committees - The board may annually or more often appoint such person or persons as they consider appropriate to be a member or members of any committee or committees and may designate one of the members of each committee as chair thereof. The President shall be *ex officio* a member of each such committee.

11.04 Meetings - Except as may be provided by the board, the committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the chair shall have a second or casting vote.

11.05 Finance Committee - The Finance Committee, if any, shall, from time to time, review the financial position of the Corporation and make recommendations to the board concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments and the preparation of an annual budget.

11.06 Resource Allocation Committee - The Resource Allocation Committee, if any, shall, from time to time, make recommendations to the board concerning the use and distribution of the income of the Corporation for the advancement of the objects of the Corporation.

SECTION TWELVE

Notices

12.01 Method of Giving Notices - Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the regulations thereunder, the Articles, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the board, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to that person's recorded address or if mailed, to the recorded address by registered mail, or if sent, to the recorded address by any means of prepaid, transmitted or recorded communication, including by electronic means, such as to the member's email address as recorded in the books of the Corporation. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; any notice so mailed shall be deemed to have been given two business days after deposit in any post office or public letter box; any notice sent by any means of transmitted communication shall be deemed to have been given when transmitted. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by the Secretary to be reliable.

12.02 Signature to Notices - The signature or signatures to any notice to be given by the Corporation or by any director, officer or the Executive Director thereof on behalf of the Corporation, may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

12.03 Computation of Time - In computing a date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

12.04 Omissions and Errors - The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the board, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.05 Waiver of Notice - Any member (or the member's duly appointed proxy holder), director, officer, auditor or member of a committee of the board may waive any notice required to be given under the provisions of the Act, the Articles, the by-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.

12.06 Undelivered Notices - If any notice given to a member pursuant to paragraph 12.01 is returned on three consecutive occasions because the member cannot be found, the Corporation shall not be required to give any further notices to such member until the member informs the Corporation in writing of the new address.

12.07 Proof of Service - A certificate of the Secretary or other duly authorized officer of the Corporation stating the time, date and method of service shall be conclusive evidence of service and shall be binding on every member, director, auditor or office of the Corporation, as the case may be.

12.08 Change of Address - It shall be the responsibility of each director, officer, auditor or member to ensure that the Corporation always has a current residential address and email address for the director, officer, auditor or member and, notwithstanding any provision in the Act to the contrary, failure of any director, officer, auditor or member to immediately notify the board in writing of any such change of residential address or email address shall, by that failure, be deemed a waiver by that director, officer, auditor or member of any notice required by the provisions of this By-law No. 1 or by the Act and shall be deemed a release of the Corporation from any liability or responsibility for any damages, expenses, loss or costs arising as a result of failure to provide such notice whether a notice of annual, general or special meeting of the Corporation or notice of any other matter.

SECTION THIRTEEN

Miscellaneous

13.01 Invalidity of any provision 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.

13.02 Fiscal and operating year - The fiscal year of the Corporation shall end on the 31st day of December in each year.

13.03 Amendment to By-Law - This by-law shall only be amended by a two-thirds vote of the Voting Members in attendance at an annual general meeting or a special meeting called for that purpose and upon issuance of notices in compliance with Section Twelve herein.

13.04 Dissolution – If the Corporation should at any time be wound up or dissolved, the assets thereof remaining after payment of all debts and liabilities shall be paid or transferred to one or more other not-for-profit organizations having objects similar to those of the Corporation, as selected by the directors of the Corporation, failing which such assets shall be transferred to the City of Winnipeg for use in community recreation and leisure.

13.05 Club Rules and Regulation – The board may prescribe such rules and regulations (referred to in this By-law No. 1/2023 as the “Club Rules” and documented in the Springfield Flying Club Member Handbook”) not inconsistent with those by-laws relating to the management and operation of the Corporation as the board deems expedient, provided that such Club Rules and regulations shall have force and effect unless said Club Rules are either repealed or amended by the board.

13.06 Auditors – The members shall at each annual general meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual general meeting, provided that the board may fill any casual vacancy in the office of auditor and further provided that no member of the board nor any salaried officer of the Corporation shall appointed as auditor. The remuneration of the auditor shall be fixed by the board.

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13.07 Transition - Upon enactment of this By-law No. 1/2023 by the board of directors and upon its confirmation by the members at the next annual, special or general meeting of the Corporation, BY-LAW NO. 1, enacted May 5, 1998, and all amendments or revisions thereto are repealed, rescinded and terminated and are of no further force or effect, except that all actions and decisions of the board of directors, howsoever and whenever made, whether pursuant to BY-LAW NO. 1, as revised or amended made before the enactment of this By-law No. 1/2023, are approved, ratified and confirmed and every member of such board of directors or any and all officers of the Corporation, whether present or past, and each of them and their respective heirs, executors, administrators or personal representatives are hereby indemnified and will be held harmless from any claim for damages, loss, expenses and costs arising out of the performance of their duties as members of any and all previous boards of directors or officers of the Corporation.

ENACTED the ____ day of _____, A.D. 2023.

Frank Thomas, Director & President

Lorne Hughes, Director & Secretary

WITNESS the Seal of the Corporation (if any):

Confirmed at the Annual General Meeting of Members of **SPRINGFIELD FLYING CLUB INC.**, on the ____ day of _____, A.D. 2023.

Lorne Hughes, Director & Secretary

FOR THE INFORMATION OF THE MEMBERS, DIRECTORS AND OFFICERS OF THE CORPORATION PLEASE NOTE THE FOLLOWING CURRENT EXCERPTS FROM *THE CORPORATIONS ACT* (MANITOBA)

Definitions

1(1)

"electronic meeting" means a meeting in which persons participate, or are entitled to participate, electronically;

"electronically", in relation to participating in a meeting, means being connected by telephone or other electronic means in a manner that allows all participants to communicate with each other concurrently;

"fully electronic meeting" means an electronic meeting at which persons who are entitled to participate must do so electronically;

"shareholder" includes a member of a corporation without share capital except where inconsistent with the provisions of Part XXII;

"special resolution" means a resolution passed by a majority of not less than 2/3 of the votes cast by the shareholders who voted in respect of that resolution or signed by all the shareholders entitled to vote on that resolution.

Notice of electronic meeting

109(11)

If a meeting of directors or a committee of directors is held as an electronic meeting, any notice of the meeting must include instructions on how to participate in the meeting electronically.

Notice of electronic meeting

129(7)

If a meeting of shareholders [members] is held as an electronic meeting, any notice of the meeting must include instructions on how to participate in the meeting electronically.

Electronic voting

135(3)

If a meeting of shareholders [members] is held as an electronic meeting, the meeting must be held in a manner that allows for electronic voting and reasonable steps must be taken to ensure that

- (a) the identity of each person who votes is verified;
- (b) each person who votes does so only in their own right or by valid proxy; and
- (c) if a ballot is demanded, the vote is conducted in a manner that allows votes to be individually counted.