

CORPORATE BY-LAWS



FEBRUARY 2016

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BY-LAWS

A: BY-LAW NO. 1

1. NAME

1.1 The name of this not-for-profit corporation is Canadian Air Traffic Control Association.

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2. CORPORATE SEAL

2.1 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation until changed by the Board.

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2.2 The seal shall be in the custody of the President and shall be affixed to all documents required to be sealed on behalf of the Corporation.

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3. HEAD OFFICE

3.1 The Head Office of the Corporation shall be in the City of Ottawa, in the Province of Ontario, Canada.

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4. PURPOSE, OBJECTS AND PRINCIPLES

Purpose

4.1 The Corporation is a national association and is a Canadian non-share capital corporation originally incorporated under the Canada Corporations Act, RSC 1970, Chapter C-32 as amended and subsequently continued pursuant to Section 2.11 of the Canada Not-for-profit Corporations Act as at October 16, 2014. Its purpose is to provide a national structure to address issues of common concern and interest to its Members.

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Objects and Principles

4.2 The objects of the Corporation are as follows:

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- a. To hold and administer both the real property and other assets of CATCA Unifor Local 5454 for the benefit of the members of CATCA Unifor Local 5454;
- b. To enter into contracts, agreements, or arrangements with suppliers and third parties who provide services and support the activities and operations of CATCA Unifor Local 5454;
- c. To generally facilitate the achievement of the goals and objectives of CATCA Unifor Local 5454

4.3 English and French shall be the official languages of the Corporation.

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5. DEFINITIONS

5.1 "Corporation" means this not-for-profit corporation, the Canadian Air Traffic Control Association.

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5.2 "Board" means the governing body of the Corporation.

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5.3 "Officer" means the officers of the Corporation who shall be the President and Executive Vice President.

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6. MEMBERSHIP

6.1 All members from time to time on the Executive Board of CATCA Local 5454 shall be Members of the Corporation.

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7. BOARD OF DIRECTORS

General

7.1 The Board shall be initially comprised of the President, and the Executive Vice President of CATCA Unifor Local 5454.

7.2 The Board shall be composed of two Directors.

Functions and Duties of the Board

7.3 The Board is a continuing entity and shall exercise the authority of, and act on behalf of, the Corporation on all matters, subject to the By-law. The Board, without limiting the generality of the foregoing, may:

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a. Govern, determine, control and administer the affairs of the Corporation;

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b. Enter into or make or cause to be entered into or made, contracts or agreements which the Corporation may lawfully enter into or make;

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c. Authorize committees of the Board to exercise and carry out any of the powers conferred by this By-law;

d. Subject to paragraph (g) below, expend such monies as it considers necessary to conduct the affairs of the Corporation;

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e. Propose By-laws and enact Regulations for the exercise and carrying out of powers and without limiting the generality thereof may make rules respecting:

- the management of the Corporation and the appointment of members to committees;

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- the representation from other organizations, groups, associations and committees on the Board;

- the expenses to be paid to officers of the Corporation;

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- the conduct of the affairs of the Corporation, Board and committees including the duties to be performed by the officers and members thereof.

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SECTION I: CORPORATE BY-LAWS

f. Prescribe such rules and regulations not inconsistent with this By-law relating to the management and operation of the Corporation as it deems appropriate, provided that such rules and regulations shall be confirmed at the next meeting of the membership and in default of such confirmation shall cease to have force and effect.

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g. ~~The Board shall not, without prior approval by the Members of the Corporation make any capital expenditure, transaction (including any asset sale) which, either alone or in conjunction with other capital transactions in any given financial year of the Corporation exceed in the aggregate a value of fifty thousand (\$50,000.00) dollars. Subject to the approval of the members of the Corporation, the Directors of the Corporation may, (i) borrow money on the credit of the Corporation; (ii) issue, re-issue, sell, pledge or hypothecate debt obligations of the Corporation; (iii) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligations of the Corporation.~~

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Term of Office – Directors

7.4 Directors shall be elected by the Members of the Corporation to hold office for a term expiring not later than the close of the third annual meeting of Members of the Corporation following the prior election of the Directors.

7.5 Upon expiration of the term, a Director shall be eligible for re-election.

Director Eligibility

7.6 Any Director elected in accordance with the By-law must satisfy the following pre-requisites:

- a. Must be an individual; be at least eighteen (18) years of age; and have the power under law to contract;
- b. Must be a Member in good standing of the Executive Board of CATCA Unifor Local 5454

VACANCY AND REMOVAL FROM OFFICE

General

7.7 Any Director who loses his/her position on the Executive Board of CATCA/Unifor Local 5454 shall cease to be a Director.

7.8 Upon the occurrence of a vacancy on the Board, a successor, who has the authority to fill the unexpired term of the Director, shall be appointed by the Board within thirty (30) days and such appointment shall stand until the expiration of the term.

7.9 In the interim, during the vacancy, the Directors remaining in office may exercise all powers of the Board provided that a quorum of Directors remains in office.

7.10 A Director, shall not be eligible to continue to hold office as a Director in the following circumstances:

- a. If the Director dies;
- b. If a Director resigns, by delivery of a written resignation to the Board of the Corporation;
- c. If a Director is found by a legal Court to be of unsound mind;
- d. If a Director is found guilty of an indictable offence and a majority of the Board determines that such conviction justifies the removal of the Director from office;
- e. If a Director ceases to be a Member in good standing of the Executive Board of CATCA Unifor Local 5454.

Deleted: The turnover date means June 30, 2004 (or June 30, 2003 in the case of an initial 2-year term described in SECTION II: A: 8.18) and every three years henceforth ... [1]

8. OFFICERS

8.1 The Officers of the Corporation shall be the President and the Executive Vice President.

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President

8.2 The President of the Corporation shall be the President of CATCA Unifor Local 5454 holding office from time to time.

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8.3 The President or his/her designate, shall act as Chair at all meetings of the Members and/or Board.

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8.4 The President shall be an ex officio member of all committees.

8.5 The President shall be responsible for liaison with other agencies, associations, government bodies, and individuals, when necessary or relevant for promoting the purpose or goals of the Corporation or the interests of its Members.

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8.6 The President or his/her designated alternate shall oversee and direct employees in the head office.

Executive Vice President

8.7 The Executive Vice President of the Corporation shall be the Executive Vice President of CATCA Local 5454 holding office from time to time.

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8.8 The Executive Vice President shall be responsible to carry out the affairs of the Corporation under the supervision of the President and shall attend all meetings of the Board and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Executive Vice President shall give or cause to be given notice of all meetings of the Board. The Executive Vice President shall also give or cause to be given notice of Annual Meetings and Special General Meetings. The Executive Vice President shall perform such other duties as may be specified by the President or determined by the Board as a whole.

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8.9 The Executive Vice President shall be the chief financial officer of the Corporation and shall perform the duties incidental to the office of Treasurer. The Executive Vice President shall keep or cause to be kept custody of the funds and securities of the Corporation and shall keep or cause to be kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit or cause to be deposited 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 from time to time. The Executive Vice President shall disburse or cause to be disbursed the funds of the Corporation in accordance with direction given and shall render to the President and the Board, at the regular meetings of the Board, or whenever required otherwise, an accounting of all transactions and a statement of the financial position of the Corporation.

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8.10 The Executive Vice President shall be required to live in close proximity to the Head Office of the Corporation, during the term of office.

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9. COMMITTEES

9.1 The Board may establish or terminate, by resolution, committees on such terms and conditions as the Board deems appropriate, whose members will hold office at the discretion of the Board or as otherwise determined by the Board.

10. MEETINGS OF THE BOARD

10.1 There shall be at least one (1) meeting of the Board during the calendar year.

10.2 A meeting of the Board may be called by the President in his/her sole capacity when required, and must be called by the President in the instance a majority of the Board Members requires that the President convene a meeting.

Notice of the time and place for the holding of a meeting of the Board of Directors shall be given to every Director not less than seven (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 signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the 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 the 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.

10.3 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 directors, 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 Directors 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.

10.4 The presence of at least sixty (60%) percent of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors.

10.5 When there is no quorum present within thirty (30) minutes after the time for which the meeting was called, the meeting may be adjourned by a majority of the Directors present at such meeting.

10.6 Each Director shall be entitled to exercise one (1) vote at meetings of the Board. Except as expressly provided herein and unless otherwise required by the Canada **Not-For-Profit** Corporations Act (the "Act"), or by law, at all meetings of the Board, every question shall be determined by a majority of votes cast at the meeting. In the event of an equality of votes, ~~the matter shall be referred to the Members of the Corporation who shall decide the issue by vote.~~

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11. MEETINGS OF THE MEMBERS

Annual Meeting

11.1 There shall be an annual meeting of the Corporation held in each year.

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11.2 At the annual meeting, auditors shall be appointed for the ensuing year. The auditors shall hold office until the next annual general meeting and shall be eligible for re-appointment. At least once every year and as soon as possible after the fiscal year end, the accounts shall be examined and the correctness of financial records be ascertained. At the annual meeting, the Board of Directors shall present the results of the previous fiscal year. Provision shall be made for a question period.

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Special General Meetings

11.3 A Special General Meeting shall be called whenever it is:
 a. deemed necessary by the Board; or
 b. ~~the Board is requested to do so by at least three (3) Members of the Corporation.~~

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NOTICE OF MEMBER MEETINGS

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:

1. ~~by courier or personal delivery to each member entitled to vote at the meeting at least fourteen (14) days before the day on which the meeting is to be held; or~~
2. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting ~~at least 24 hours before the meeting is to be held.~~

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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.

12. METHOD OF GIVING NOTICE

12.1 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:
 a. 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) and received by the Director;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

12.2 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.

13. INDEMNIFICATION OF DIRECTORS AND OTHERS

13.1 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he/she is or was a Director, Officer, member of a committee, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including legal fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding had reasonable cause to believe that his/her conduct was unlawful.

13.2 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favour by reason of the fact that he/she is or was a Director, Officer, member of a committee, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall indemnify against expenses including legal fees, actually and reasonably incurred by him or her in connection with the defence or settlement of the action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudicated to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the

Deleted: 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.

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court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

13.3 To the extent that a Director, Officer, member of a Committee, employee or agent of the Corporation has been successful on the merits or otherwise in defence of any action, suit or proceeding referred to in Sub-Articles 17.1 and 17.2 of the present Article, or in defence of any claim, issue or matter therein, he/she shall be indemnified against expenses, including legal fees, actually and reasonably incurred by him/her in connection with the action, suit or proceeding.

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13.4 Any indemnification under Article 17, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, member of a Committee, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this Article. The determination shall be made by the members of the Corporation by a majority vote of a quorum consisting of members of the Corporation who were not parties to the action, suit or proceeding, and if such a quorum is not obtainable, by independent legal counsel in a written opinion.

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14. INSURANCE

14.1 The Corporation shall be required to purchase and maintain insurance on behalf of each and every one of its Directors, Officers, former Directors and former Officers against any liability incurred or alleged to have been incurred by them by reason of being or having been Directors or officers of the Corporation. The Corporation shall purchase insurance in respect of potential liabilities of the Directors and Officers whether or not the Corporation would have the power to indemnify them against any such liability.

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14.2 The Corporation shall purchase the requisite commercial and general property liability insurance in respect of any and all property that it may own or lease from time to time in the fulfillment of its Objects.

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15. BANKING AND SIGNING OFFICERS

15.1 All bonds, debentures, instruments under seal and other indentures shall be executed on behalf of the Corporation under the hand of two (2) Officers of the Corporation as designated by the Board of Directors.

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16. FINANCIAL YEAR

16.1 The Financial Year of the Corporation shall be from July 1 through June 30, unless otherwise prescribed by the Board.

Deleted: <#>The Association shall not, without prior approval by the Board make any capital expenditures which, either alone or in conjunction with other capital expenditures in any given financial year of the Association exceed in the aggregate Fifty Thousand (\$50,000.00) Dollars. -

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17. AMENDMENT OF BY-LAWS

17.1 In accordance with the Canada Not-for-Profit Corporations Act, the Members of the Corporation may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation.

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Deleted: 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. - ... [2]

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18. GENERAL Implementation

18.1 All general By-laws and amendments thereto of the Corporation are hereby repealed and the foregoing By-law substituted therefore.

18.2 Such repeal shall not affect the previous operation of any By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under any such By-law prior to its repeal.

18.3 During the first year following the implementation of the By-law, the Board may, make non-substantive amendments to the By-laws and every amendment after approval by the Members of the Corporation shall be signed by the President and Executive Vice President and shall be sealed with the seal of the Corporation.

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18.4 Notwithstanding the repeal of former By-laws of the Corporation, all resolutions of the Board respecting the management and operation of the Corporation shall remain in full force and effect.

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~~The turnover date means June 30, 2004 (or June 30, 2003 in the case of an initial 2-year term described in SECTION II: A: 8.18) and every three years henceforth.~~

~~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.~~