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# F5J Canada

**Contrat d'association**

(Statuts et règlements)

**Bylaws**

(Constitution and Bylaws)

Published on 2017-03-08

### Revision History

Paragraph	Date	Description	Changes incorporated by
-	2017-01-19	Initial document	F. Gagné
2.1.2	2017-02-27	Removed national teams and world championships from goals; broadened goal to include other sailplane categories.	F. Gagné
9		Added an F3J/TD league.	
10		New Tours, Scoring and Standings section.	
2.1.1	2017-03-08	Added our NEQ number	F. Gagné
9.2		Removed the F3J/TD league.	
10.4		Scores normalized on 1000.	
10.5		Changed the league scoring method.	

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Une version **Française** est aussi disponible.

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The following provisions make up the constitution and bylaws of F5J Canada,  
a non-personified association

## **1 General Provisions**

### **1.1 Interpretation**

The bylaws must be interpreted liberally so as to allow the healthy and efficient administration of the **Association's** business.

In these bylaws, **Association** means the non-personified association F5J Canada.

### **1.2 Fiscal Year**

The **Association's** fiscal year starts on January 1 and ends on December 31 of each year.

## **2 Creation, organizational Structure**

### **2.1 Description**

#### **2.1.1 Name, Denomination**

The denomination of the non-personified association is "F5J Canada", registered on March 8 2017 with the *Registraire des entreprises du Québec* in the legal form of Association and assigned the Quebec enterprise number (NEQ) 3372596380.

#### **2.1.2 Goals**

The goals of F5J Canada are the following:

- **The Association aims to promote radio-controlled sailplane competitions in Canada, not limited to but more specifically the F5J competition format, as defined by the Fédération aéronautique internationale (FAI) and the Model Aeronautics Association of Canada (MAAC), as the case may be ;**
- **Offer members the opportunity to meet and exchange information;**
- **Coordinate and promote F5J competitions in Canada;**
- **Maintain national standings for competitors;**
- **Offer products and services related to the goals of the Association;**
- **The Association conducts its activities without any intention of obtaining pecuniary gain for its members.**

Members may change the goals of the **Association** during a meeting. At least two thirds (2/3) of members present must vote in favor of the proposed changes.

### **2.1.3 Head Office**

The business address of the Association shall be mailing address of one of its directors.

## **2.2 Bylaws**

### **2.2.1 Adoption**

The Board may change the head office address as well as the present bylaws or adopt new ones. The **Association's** objectives are generally considered as bylaws and may only be changed by the members.

### **2.2.2 Approval**

Changes to the bylaws or new bylaws will be in effect only until the next members' annual meeting, unless they are approved during that meeting; they may also be approved during a special (extraordinary) annual meeting.

## **3 Members**

### **3.1 Membership**

Individuals who have initially signed on to the association contract become the first members. A person may become a member when he/she is accepted as such by the Board or by abiding by the requirements which said Board has set.

### **3.2 Members' Organizational Rights**

A member has a right to speak and a right to vote during any meeting. He/she may be elected director or officer.

Please also consult section 8 (Members' Recreational Rights).

### **3.3 Responsibility**

A member is not responsible for the Association's obligations beyond not having paid his/her dues <sup>1</sup>.

### **3.4 Dues and Levies**

The Board may determine annual dues which each member must pay and/or levies on competition records submissions. From time to time, said Board may also impose additional fees.

This decision has no bearing before it is approved by members during a meeting. At that time, members may approve this fee or set another one.

Dues are payable at the start of the fiscal year.

### **3.5 Resignation**

A member may resign at any time upon supplying a written notice to the Board. The member must pay the dues for the current year unless he/she resigned during the first month of the year.

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<sup>1</sup> This limitation has been set for the members' own good; otherwise, these members could be considered *de facto* directors of the **Association**.

## **4 Assets and Use of Assets**

### **4.1 Disposing or Using Assets**

The Board may lend, dispose or use in any other way the assets and real estate assets used for the purposes of the **Association**.

Directors do not have the power to involve the **Association** beyond the value of assets pertaining to said Association

Only the Board holds the power to make decisions which involve assets used for the purposes of the **Association**.

### **4.2 Signature – Commercial Papers**

The President, the Treasurer or the Secretary may, as per Board decisions, sign contracts, notes or other documents in their capacity as authorized representatives. As for checks, one signature (President, Treasurer or Secretary) is required.

## **5 Administrative Structure**

### **5.1 Board**

#### **5.1.1 Number of Directors**

The **Association** is managed by a Board comprising at least three persons. Unless there are no available candidates, makeup of the Board is limited to two (2) persons per province or territory.

#### **5.1.2 Eligibility**

Only members may run for directorships. Should they be elected by mistake, the election in question would be deemed to never have taken place and the position which was occupied would be deemed vacant.

A member may declare his/her candidacy by writing if he/she cannot attend at the time the election is held.

#### **5.1.3 Tenure**

Directors are elected by members for one (1) year. The election takes place during the annual meeting. They remain in office until they are replaced, re-elected or, if it so happens, until they resign or are dismissed.

#### **5.1.4 Vacancy**

A position becomes vacant when a director resigns, is removed or ceases to be a member of the **Association**.

Despite a vacancy, the Board is able to sit (conduct business), provided the quorum is always adhered to.

The Board may – in order to fill a vacancy – designate another director among members to complete the term.

#### **5.1.5 Resignation**

A director may resign at any time upon supplying a written notice to the Board.

#### **5.1.6 Removal**

Members may, during a meeting, remove a director. In its notice of meeting, the Board must indicate the main reason for wanting to remove the director and indicate that an election will take place, should the removal proposition be carried.

During this meeting, the director must be given the opportunity to defend himself/herself.

If applicable during this meeting, members may elect another director to replace the dismissed party for the remainder of the term.

#### **5.1.7 Remuneration**

Directors are not remunerated (paid) for their service.



### **5.1.8 Fees and Expenses**

The Board may reimburse a director or officer for fees and expenses reasonably incurred during the performance of his/her duties, upon production of relevant receipts.

## **5.2 Officers**

### **5.2.1 Election**

Each year, officers are elected during the annual meeting. Officers elect – among themselves – a President, a Treasurer and a Secretary.

An officer may hold one or several positions (President, Secretary or Treasurer).

This election is held immediately after the members' annual meeting or during the first meeting of the Board.

### **5.2.2 Duties**

Each officer performs the duties which the Board has tasked him/her with. The Board may enact an internal management bylaw which details the exact tasks of each officer. This bylaw is subordinate to this association contract and any stipulation within said bylaw which would be contrary to this association contract is deemed to never have been written. Tasks to be undertaken are both in regard to the **Association's** activities and administrative in nature.

### **5.2.3 Applicable Articles**

Articles 5.1.4 (Vacancy) to 5.1.8 (Fees and Expenses) also apply to officers.

## **5.3 Bookkeeping**

### **5.3.1 Secretary's Records**

The Secretary holds one or more records concerning:

- the **Association's** bylaws;
- names and addresses of all current members;
- names and addresses of those members who have been or who are directors and officers, along with the dates when they entered or left office;
- proceedings of the **Association's** meetings.

### **5.3.2 Treasurer's Records**

The Treasurer shall maintain records concerning:

- the **Association's** profits and expenses and the matters to which they apply;
- the **Association's** assets and liabilities.

## **5.4 Access to the Records**

Upon request, members may have access to all **Association** records.

## **6 Meetings**

Meetings may be conducted in person (face to face), electronically or both methods simultaneously.

### **6.1 Annual General Meetings for Members**

#### **6.1.1 Annual General Meeting**

The annual general meeting is held within the four-month period following the end of the fiscal year.

#### **6.1.2 Special Meeting**

The Board may call a special meeting.

Upon written request from at least 10% of the members, the Secretary shall call a special meeting. Should the Secretary fail to do so, members who have requested this special meeting may hold said meeting, at the **Association's** expense.

#### **6.1.3 Date, Location, Proposed Agenda**

The Board sets the date, time, location and proposed agenda for a meeting. This information will be provided in the notice of meeting. A minimum of one (1) annual general meeting must be called per year.

#### **6.1.4 Convocation**

Only fully paid-up members have the right to attend the meeting, to vote or to speak.

The Secretary calls a meeting by advising each member either verbally or in writing at least fourteen (14) days before the planned date. However, notice of a special meeting may be sent out with only two (2) days' notice.

#### **6.1.5 Representation**

A member may not be represented by another at a meeting.

#### **6.1.6 Quorum**

The quorum for any meeting will be four (4) members.

Establishing the quorum is only required at the start of a meeting, unless a member requests that the meeting close because of the loss of quorum.

#### **6.1.7 President and Secretary**

The **Association** President and the Secretary are *de facto* President (Chair) and Secretary of any meeting. Should one or the other be absent – or if they do not wish to fulfill this duty – another person must then be designated to fill the position.

#### **6.1.8 Procedure**

The meeting President (Chair) directs discussion. He/she solely decides which points of procedure to use.

The President's (Chair) decision is final unless a member – supported by another – appeals this decision during the meeting. The decision can then be repealed by a majority vote of members in attendance.

Notwithstanding the preceding, any member may suggest a change to the bylaws at any time during the year<sup>2</sup>. All modification requests presented to the Association must be voted on at the Annual General Meeting. If it becomes obvious that the general meeting will be disrupted by too great a number of amendments, these requests will have to be presented during a Special Meeting which will have to be held at a later date than the annual meeting.

### **6.1.9 Finances**

At most four months following the end of the fiscal year, the Board must submit the financial statements for the current year to a vote during the Annual General Meeting.

### **6.1.10 Vote**

A member has a right to speak and a right to vote during meetings. Voting will take place through a show of hands, by secret ballot or by electronic means.

The meeting President (Chair) may only vote as a tiebreaker. Majority is set at 50% +1.

A member cannot vote by proxy.

## **6.2 Board Meetings**

### **6.2.1 Date, location, proposed agenda**

The President calls the date, location and proposed agenda for any Board meeting. A minimum of two (2) meetings per year shall be called.

### **6.2.2 Convocation**

Upon being instructed to do so by the President, the Secretary shall call a meeting by advising each director either verbally or in writing, at least twenty-four (24) hours before the projected date.

The Secretary, upon receiving a written request from two (2) directors, shall call a meeting.

### **6.2.3 Board Meeting Following the Annual General Meeting**

After each Annual General Meeting, directors in attendance may hold a board meeting without having to send a notice.

### **6.2.4 Quorum**

Quorum for a meeting is half of the duly elected directors.

### **6.2.5 President and Secretary**

The President and the Secretary are *de facto* President and Secretary of any board meetings. In the absence of one or the other, another director is elected to fill the position.

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<sup>2</sup> The goal of this article is to bestow on each member the right to propose amendments, thereby demonstrating that said member holds a certain influence on the content of the association contract.

### **6.2.6 Procedure**

The President leads (chairs) the discussion. He/she solely decides on matters of procedure. The President's (Chair) decision is final unless a director appeals this decision. The decision can then be repealed by a majority vote of directors in attendance.

### **6.2.7 Budget**

Before the start of the fiscal year, the board will approve a budget for the following year.

### **6.2.8 Conflict of Interest**

No director may confuse **Association** property (goods) with his own nor use them to his profit or to the profit of a third party, nor information which he/she obtains because of his/her functions, unless he/she is specifically authorized to do so by the members.

Each director must avoid placing himself/herself in a conflicting situation between his/her interest and his/her obligations as an **Association** director. Without delay, he/she must declare to the **Association** any interest which he/she holds in a business or an association which could likely put him/her in a conflict of interest situation, stating, if this is the case, their nature and value.

Even while in the course of his/her duties, a director may purchase (directly or indirectly) rights in the property (goods) of the **Association** or contract with it, as long as he/she immediately notifies the **Association** of this fact and that he/she indicates the nature and the value of the rights which he/she is acquiring, and as long as he/she asks that this fact be recorded in the minutes of the Board.

The director who is interested in acquiring property (goods) or contracting (with the Association) must – unless this is a necessity – abstain from deliberating or from voting on this very topic and, if he/she votes, this vote must not be counted.

At the President's request – or that of any other director – the said director must leave the meeting while the Board deliberates and votes on said acquisition or contract.

Neither the **Association** nor one of its members shall contest the validity of an acquisition of property (goods) or of a contract involving (on one side) the **Association** and (on the other side), directly or indirectly a director, on the sole motive that the director is a party to – or interested – as long as this director has proceeded to declare – without delay and correctly – his/her interest, as stipulated in this bylaw.

For information purposes during an annual general meeting, directors shall disclose situations of conflict of interest which were recorded in the minutes of the **Association**.

### **6.2.9 Vote**

The vote is carried by a show of hands, unless a director calls for a secret vote. The meeting President (Chair) shall only vote if there is a tie. A director cannot vote by proxy.

## **7 Termination the non-personified Association**

### **7.1 Transformation**

The **Association** cannot undertake steps to transform into a personified association (moral person) unless it garners the consent of at least two thirds of members present during a special meeting. The transformation to a for-profit entity is strictly forbidden.

### **7.2 Fusion**

The **Association** cannot fuse (merge) with another association or club unless it garners the consent of at least two thirds of members present during a special meeting.

### **7.3 Splitting**

The **Association** cannot split into two or more associations or clubs unless it garners the consent of at least two thirds of members present during a special meeting.

### **7.4 Dissolution**

The **Association** cannot be dissolved unless it garners the consent of at least two thirds of members present during a special meeting.

### **7.5 Liquidation**

As the **Association** is being liquidated, remaining property (goods) will be transferred to an association or club involved in similar activities.

### **7.6 Amendment**

Articles 7.1 (Transformation) to 7.6 (Liquidation) cannot be amended unless it garners the consent of at least two thirds of members present during a special meeting.

## **8 Members' Recreational Rights**

### **8.1 General**

Members may use the **Association's** location, services and electronic infrastructure during business hours and according to conditions which administrators will have determined.

## 9 Leagues

The **Association** manages the following leagues.

### 9.1 F5J League

- a. The F5J league indifferently cumulate the results of ALES and F5J competitions.
- b. To appear in the standings, the competitions must comply with:
  1. The F5J or ALES rules of the F5J Canada Sailplane Competition Rules Book, or
  2. The F5J or ALES rules of the MAAC Sailplane Competition Rule Book (if such exists), or
  3. Strictly comply with the FAI F5J rules as set forth by the Fédération aéronautique internationale.
- c. The F5J league manage a Summer Tour and a Winter Tour according to the provisions of the section 10 (Tours, Contests and Standings);
- d. The F5J league manages and publishes national and provincial standings.

### 9.2 F3J/TD League

The **Association** does not manage an F3J/TD league at this time.

### 9.3 F3K League

The **Association** does not manage an F3K league at this time.

## 10 Tours, Contests and Standings

### 10.1 League Events and Tours

- a. The **Summer Tour** consists in unlimited number of competitions organized at any venue within Canada between 1<sup>st</sup> of April and 30<sup>th</sup> of October each year;
- b. The **Winter Tour** consists in unlimited number of competitions organized at any venue within Canada between 1<sup>st</sup> of November and 31<sup>st</sup> of March the following year;
- c. Entry to the F5J Canada leagues is open to all pilots that hold a valid MAAC membership or an equivalent membership recognized by MAAC.

### 10.2 Definition of a League Contest

A contest qualifies for inclusion in the league scoring system if it satisfies the following requirements:

- a. A minimum of four (4) competitors must start the contest
- b. A minimum of four (4) rounds must be completed;
- c. A minimum of three (3) pilots in each round flown;
- d. In the event c. is not met, a group of flyers shall be completed by adding other competitor(s) selected by random draw. For the person(s) selected, the better of the two normalized scores from the original flight and second flight will be their official score. That normalized score will be returned to the original slot.
- e. The contest is flown to the league's rules (see section 9).
- f. The contest has been announced at least five (5) days prior to the event and is open to all.

### 10.3 Abroad Competitions

In addition, a MAAC competitor can submit his results from abroad competitions if:

- a. The competition meets the requirements set in 10.1 and 10.2;
- b. The results are published on a recognized web site.

### 10.4 League Scoring

A competitor's league event score is to be calculated as follows:

- a. The highest placed competitor, before the fly-off, is awarded 1000 league points and the other league qualifier's scores using the formula:

$$\text{Competitor's league score} = \frac{\text{Competitor's event score}}{\text{Winner's event score}} \times 1000$$

- b. If a fly-off is flown, fly-off competitors will have extra points added to their pre fly-off scores as follows, and then all pre- and fly-off competitors scores are re-normalized to 1000 points.

1 <sup>st</sup>	40 points
2 <sup>nd</sup>	30 points
3 <sup>rd</sup>	20 points
4 <sup>th</sup>	10 point
5 <sup>th</sup>	5 point
6 <sup>th</sup> or more	0 point

### **10.5 Number of League Events Counting for Standings**

For each competitor, the addition of its best four (4) normalized scores constitutes his score for the standings.

## **11 Adoption**

Members of F5J Canada unanimously adopted these bylaws during a meeting held on 2017-03-07.