

CONSTITUTION

1. The name of the organization is New Brunswick Aviation Museum, Incorporated, herein after referred to as the "Museum".
2. The purposes of the Museum are:
 - (a) To operate an aviation museum;
 - (b) To educate and inform the public on the history of personnel, equipment and facilities relating to military and civil aviation in New Brunswick;
 - (c) To educate and inform the public on the history of personnel, equipment and facilities relating to F-86 Sabre operations overseas during the Cold War;
 - (d) To establish, maintain and operate a learning centre for the education of children, youth and adults for the study of aviation history and the principles of flight;
 - (e) To assist provincial air cadet squadrons in the teaching of Air Force history, customs and traditions;
 - (f) To salvage and repair aircraft relating to New Brunswick history for display and educational purposes;
 - (g) To preserve collected artifacts to the highest possible professional standard in a secure and safe environment;
 - (h) To provide and maintain a memorial garden to recognize New Brunswickers who died while serving in the Air Force and those who died in aircraft crashes in the province, for the benefit of the people of New Brunswick;
 - (i) To preserve the heritage and history of Canadian Forces Base Chatham with a view to educate the public and commemorate the site;
 - (j) To permit the collections, wherever possible, to be open to research and education; and,
 - (k) To foster within the general public an ongoing interest and support for the Royal Canadian Air Force and for aviation in general.
3. The Museum shall be carried on without purpose of gain for its members, and any profits or other accretions to the Museum shall be used for promoting its objects and no part of the income of the Museum shall be payable to or otherwise available for the personal benefit of any member thereof.
4. That upon dissolution of the Museum and after payment of all debts due and liabilities, its remaining property shall be distributed or disposed of to registered charities recognized by the Canada Revenue Agency having objects the same as or similar to the objects of the Museum which carry on their work solely in Canada; and no part of any property of the Museum shall be available to its members upon dissolution.
5. The Museum guarantees access to any recreation facility owned or operated by it to any person or persons who wish to use it in accordance with the purpose of the facility, and that charges for the use of the facility shall be neither restrictive nor discriminatory to non-members.

- Notes:
1. Article 1 is essentially unalterable unless the name of the Museum is changed significantly.
 2. These Notes are not part of the Constitution certified by the Registrar.

BYLAWS OF NEW BRUNSWICK AVIATION MUSEUM, INCORPORATED

PART 1 – INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "Museum" means New Brunswick Aviation Museum, Inc., an organization incorporated under the *New Brunswick Companies Act* ;
 - (b) "directors" means the directors of the Museum for the time being;

- (c) "NBAM" means the New Brunswick Aviation Museum, the building and the collection;
 - (d) "Companies Act" means the *New Brunswick Companies Act* of the Province of New Brunswick from time to time in force and all amendments to it;
 - (e) "registered address" of a member means the address as recorded in the register of members; and
 - (f) "Director" means the Director under the Companies Act, New Brunswick.
- (2) The definitions in the *Companies Act* on the date these bylaws become effective apply to these bylaws. When the meaning of a word or phrase in English comes into question and the definitions in the *Companies Act* does not include a meaning which resolves the matter, *The Canadian Oxford Dictionary* shall be the authority.
 - (3) The date in brackets at the end of a bylaw is its effective date, the date on which it was certified by the Director.
2. Words imparting the singular include the plural and *vice versa*.

PART 2 – MEMBERSHIP

3. The members of the Museum are the applicants for incorporation of the Museum, and those persons who subsequently have become members in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the Museum on an annual basis and, on acceptance by the directors and payment of the annual membership dues, shall be a regular member.
5. A regular member may apply to the directors for membership in the Museum on a life basis and, on acceptance of the application by the directors and payment of the life membership dues, shall be a life member.
6. A corporation may apply to the directors for membership in the Museum on an annual basis and, on acceptance by the directors and payment of the annual membership dues, shall be a corporate member.
7. The directors, on behalf of the Museum, may, once annually, make an award entitled "Golden Hawk Volunteer Appreciation Award" to recognize particular contributions by a member to the Museum. A member presented with the "Golden Hawk Volunteer Appreciation Award" shall automatically become a life member of the Museum, without payment of the life membership dues. This award of a life membership shall not be considered as remuneration. Corporate members are not eligible for nomination for this award.
8. A director who is not a life member and who completes a full two year term as President of the Museum shall automatically become a life member of the Museum, without payment of the life membership dues.
9. The directors may invite a distinguished person to become an Honourary Life Member of the Museum. An Honourary Life Member may attend Museum general meetings and all Museum activities, but shall not pay membership dues and shall not be a director.
10. Every member of the Museum shall be presented with a membership card showing his or her class of membership. Regular and corporate members' cards will be re-issued annually after receipt of the dues for the next membership year. Membership cards for corporate members shall be issued in the name of the corporation. The membership year of the Museum shall be from 1 July to 30 June.
11. Every member of the Museum shall uphold the constitution and comply with these bylaws.
12. Regular, corporate and life member annual membership dues shall be determined at the annual general meeting of the Museum. Amendment of life membership dues to a higher amount shall not affect life memberships in place at the time of the annual general meeting at which that increase was approved.
13. A person or a corporation shall cease to be a member of the Museum:
- (a) by delivering his, her or its resignation in writing to the Secretary of the Museum or by mailing or delivering it to the address of the Museum;
 - (b) on his or her death;
 - (c) in the case of a corporate member, on dissolution;
 - (d) on being expelled; or
 - (e) on having been a member not in good standing for 12 consecutive months.

14. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) The person or corporation who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- (4) A member who is expelled from the Museum shall not receive any reimbursement of the membership dues.

15. All regular, corporate and life members are in good standing except a regular or corporate member who has failed to pay his, her or its dues for the current membership year, or a regular, corporate or life member who has failed to pay any other subscription or debt due and owing by the member to the Museum, and the member is not in good standing so long as the debt remains unpaid.

16. All persons who wish to be volunteer members of the NBAM staff serving or working in any part of the facility or its project areas must, first, be members of the Museum and, second, continue as Museum members in good standing.

PART 3 - MEETINGS OF MEMBERS

17. General meetings of the Museum shall be held at the time and place, in accordance with the *Companies Act*, that the directors decide.

18. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

19. The directors may, when they think fit, convene an extraordinary general meeting.

20. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice, does not invalidate proceedings at that meeting.

21. An annual general meeting of the Museum shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting. Notice of the annual general meeting will be given to all Museum members not less than 14 days in advance of the meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

22. Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

23. (1) No business, other than the election, if required, of a person to be the Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- (3) A quorum at a general meeting is 3 members present or a greater number that the members may determine at a general meeting.
24. If within 10 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
25. Subject to bylaw 26, the President of the Museum, the Vice President or in the absence of both, one of the other directors present, shall preside as the Chair of a general meeting.
26. If at a general meeting
- (a) there is no President, Vice President or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the President and all other directors present are unwilling to act as the Chair, the members present shall choose one of their number to be the Chair.
27. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a general meeting is adjourned for more than 10 days, notice of the adjourned meeting shall be given as in the case of the original meeting and the meeting will re-convene at the time and place specified in the notice.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
28. (1) No resolution proposed at a general meeting need be seconded and the Chair of a general meeting may move or propose a resolution.
- (2) In the case of a tie vote, the Chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.
29. (1) A member in good standing present at a general meeting is entitled to one vote.
- (2) A corporate member will be represented at a general meeting by a person designated in writing by the corporation as its representative. The corporate representative shall have one vote.
- (3) Voting at a general meeting will be by show of hands except for elections of directors which shall be conducted by secret ballot.
- (4) Voting by proxy is not permitted at any general meeting of the Museum.

PART 5 - DIRECTORS AND OFFICERS

30. The directors may exercise all the powers and do all the acts and things that the Museum as a company may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Museum in general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Museum;
 - (b) all regulations approved by the Lieutenant-Governor in Council affecting the Museum; and
 - (c) these bylaws.
31. (1) The President, Vice President, Secretary, Treasurer and up to five other persons are the directors of the Museum. The number of directors in office shall not be less than three.
- (2) Only members in good standing can be directors of the Museum.
32. A person shall cease to be a director of the Museum:

- (a) by delivering his or her resignation in writing to the Secretary of the Museum or by mailing or delivering it to the address of the Museum;
 - (b) on his or her death;
 - (c) on being expelled as a member of the Museum; or
 - (d) on being removed as a director by the members.
33. (1) A director shall be elected at an annual general meeting for one term. A term of office for a director shall be two years in length and will expire at the close of the applicable annual general meeting. It shall be Museum practise, to the extent possible, that the term of office of one-half of the directors shall expire each year.
- (2) The directors shall retire at the expiration of their term, when their successors will be elected. A director may serve for more than one term.
- (3) Election of directors of the Museum shall be conducted as follows:
- (a) Not less than 60 days in advance of the annual general meeting, the directors will appoint a Nominations Chair. The Nominations Chair will ask the directors then in office and whose term of office will expire at the upcoming annual general meeting if they are interested in standing for re-election as a director.
 - (b) The Nominations Chair will prepare a notice, to be included with the notice of the annual general meeting sent to all members, which will name the current directors who will be continuing in office for the second year of their term, name the directors whose term is about to expire and who are prepared to stand for election for another term and name the directors whose term is about to expire and who intend to retire. The notice will invite nominations of members in good standing who are interested in becoming a director and who agree to stand for election at the annual general meeting. The notice from the Nominations Chair will specify that nominations are to be made to him or her no later than seven days prior to the annual general meeting. The notice will also state that no nominations from the floor will be accepted at the annual general meeting.
 - (c) At the annual general meeting, the Nominations Chair will place in nomination the names of those directors whose term of office is about to expire and who have agreed to stand for re-election. The Chair of the meeting will then appoint a Returning Officer to conduct the elections. The vote for directors will be conducted by secret ballot. The Returning Officer will count the ballots and will rank the candidates in order of the number of votes received, highest number first. Using that list, the Returning Officer will announce the names of the persons elected to be directors until all vacancies among the directors have been filled. When the election is concluded, the Returning Officer will destroy the ballots.
- (4) Unless the slate of officers for the next year is agreed and announced after the election of directors at the annual general meeting, the officers of the Museum shall be elected by the directors at their first meeting following the annual general meeting and in the manner approved by the directors. The officers of the Museum are the President, the Vice-President, the Secretary and the Treasurer.
34. (1) The directors may at any time appoint a member as a director to fill a vacancy among the directors.
- (2) The directors may at any time appoint a director to fill any officer vacancy.
- (3) A director appointed under bylaw 34(1) holds office until the next annual general meeting.
- (4) An officer appointed under bylaw 34(2) holds office until the next annual general meeting.
35. The members of the Museum may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to serve until the next annual general meeting.
36. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
37. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Museum.

PART 6 - PROCEEDINGS OF DIRECTORS

38. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) A quorum for a meeting of the directors shall be three directors.
- (3) The President shall be the Chair of all meetings of the directors, but if at a meeting the President is not present within 10 minutes after the time appointed for holding the meeting, the Vice President shall act as the Chair; but if neither is present the directors present may choose one of their number to be the Chair at that meeting.
- (4) A director may at any time, and the Secretary, on the request of a director, shall, convene a meeting of the directors.
- (5) The directors may invite Museum members who are not directors or persons who are not Museum members to attend meetings of the directors as observers. Such observers may be invited to provide information to the directors.
39. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors they think fit.
- (2) A committee so formed, in the exercise of the powers so delegated, shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the first meeting of the directors held after the act or thing has been done.
40. A committee shall elect a Chair of its meetings; but if no Chair is elected, or if at a meeting the Chair is not present within 10 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be Chair of the meeting.
41. The members of a committee may meet and adjourn as they think proper.
42. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
43. A director who may be absent temporarily from New Brunswick may send or deliver to the address of the Museum a waiver of notice, which may be in the form of a letter, telegram, telex, cable or electronic message, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) no notice of meeting of directors shall be sent to that director; and
- (b) any and all meetings of the directors of the Museum, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
44. Questions arising at a meeting of the directors and or a committee of directors shall be decided by a majority of votes. In a case of a tie vote, the Chair does not have a second or casting vote. Voting will be by show of hands. Voting by proxy is not permitted at a meeting of the directors or at a meeting of a committee of the directors.
45. No resolution proposed at a meeting of directors or committee of directors need be seconded and the Chair of such meeting may move or propose a resolution.
46. A resolution in writing, signed by all the directors and placed with the minutes of the meetings of directors is as valid and effective as if regularly passed at a meeting of directors.

PART 7 - DUTIES OF OFFICERS

47. (1) The President shall preside at all meetings of the Museum and of the directors.
- (2) The President is the chief executive officer of the Museum and shall supervise the other officers in the execution of their duties.
- (3) The President is authorized to expend up to \$ 500, per occasion and without need for approval of the transaction by other directors, on purchases of materials or services to further Museum objectives.

48. The Vice President shall carry out the duties of the President during the absence of the President and at such times, unless the President otherwise directs, may exercise the President's direct purchasing authority.

49. The Secretary shall:

- (a) conduct the correspondence of the Museum;
- (b) issue notices of meetings of the Museum and directors;
- (c) keep minutes of all meetings of the Museum and directors;
- (d) have custody of all records and documents of the Museum except those required to be kept by the Treasurer;
- (e) for the purposes of the *Personal Information Privacy and Protection Act*, be the Privacy Officer of the Museum;
- (f) serve as Membership Director in accordance with Article 52 until such time as a Membership Director has been appointed; and
- (g) have custody of the common seal of the Museum if a seal is authorized.

50. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as Secretary at the meeting.

51. The Treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the *Companies Act* and Regulations made by the Lieutenant Governor in Council pursuant to the *Companies Act*; and
- (b) render financial statements to the directors, members and others when required.

52. The Membership Director shall:

- (a) maintain the register of Museum members as prescribed by the *Companies Act*;
- (b) issue membership cards to all members of the Museum; and
- (c) maintain such other records regarding members as may be necessary for Museum purposes.

PART 8 - SEAL

53. The directors may provide a common seal for the Museum and may destroy a seal and substitute a new seal in its place.

54. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary.

PART 9 – FINANCIAL

55. The financial year of the Museum shall be from 1 July to 30 June.

56. The Museum shall maintain such accounts with a chartered bank or credit union in New Brunswick as may be necessary for its purposes. The directors shall set a policy stating who among them, by position, in addition to the Treasurer, shall have authority to sign Museum cheques.

57. In order to carry out the purposes of the Museum the directors may, on behalf of and in the name of the Museum, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

58. No debenture shall be issued unless such issue is approved by a special resolution.

59. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

60. The directors shall maintain the status of the Museum as a charitable institution in accordance with the provisions of the *Income Tax Act – Canada*, once charitable status has been obtained through the Canada Revenue Agency.

61. As a charitable institution, the Museum may receive directly donations in-kind or in cash. Donations in kind may include gifts of investment instruments. The directors, at their sole discretion, shall have the

management of such investments, maintaining them in such form, including converting the instruments to cash, as may be most expedient to further the purposes of the Museum. Donations in kind of other than a financial nature shall be managed by the directors as they deem fit, including conversion of the value to cash.

62. The Museum will issue receipts for all donations received. The receipts for donations will be in the form prescribed by the Canada Revenue Agency (CRA) and will be issued in accordance with CRA regulations.

63. The directors shall maintain the status of the Museum as a qualified receiver of gaming funds distributed by the Province of New Brunswick to promote and sustain community activities. In the event of dissolution of the Museum, the directors shall ensure that such gaming funds on hand at the time of dissolution shall, after settlement of the debts and liabilities of the Museum, be disbursed only to a charitable institution of similar objectives in New Brunswick.

64. The directors have authority to enter into contracts for the acquisition of goods or services, including personal services, as they deem necessary to support the objectives of the Museum.

65. The directors have authority to enter into agreements with Her Majesty the Queen in right of Canada, as represented by her authorized representatives, as they deem necessary to support the objectives of the Museum. These agreements will be documented in the policies and procedures of the Museum.

PART 10 - AUDITOR

66. This part applies only when the Museum, by ordinary resolution approved at a general meeting, has resolved to have an auditor.

67. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor between annual general meetings.

68. At each annual general meeting after the general meeting at which the Museum resolved to have an auditor, the Museum shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

69. An auditor may be removed by ordinary resolution.

70. An auditor shall be promptly informed in writing of appointment or removal.

71. No director, person under contract to provide services to the Museum and no employee of the NBAM shall be auditor.

72. The auditor may attend general meetings of the Museum.

PART 11 – MEMBERSHIP IN OTHER SOCIETIES OR MUSEUMS

73. The Museum may belong to other societies or Museums, whether or not incorporated, with similar purposes or purposes beneficial to the Museum.

PART 12 - NOTICES TO MEMBERS

74. A notice may be given to a member by hand, by mail to him or her at the member's registered address, or by electronic message if the member has provided an electronic address to the membership director and has consented to receiving notices from the Museum via the Internet in lieu of by mail. The electronic address of a member shall not be disclosed to any person not authorized by the member or by law to have access to it.

75. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

76. A notice sent via the Internet shall be deemed to have been given on the day after which it was transmitted and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and was transmitted.

77. (1) Notice of a general meeting shall be given to

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 10 applies.

- (2) No other person is entitled to receive a notice of a general meeting.

PART 13 – BYLAWS

78. The Museum shall, on request, provide a member, free of charge, with a copy of the constitution and bylaws of the Museum.

79. These bylaws shall not be altered or added to except by special resolution. No altered bylaw or new bylaw shall have effect until certified by the Director. The official copy of these bylaws is the printed copy certified by the Director and maintained by the Secretary.

PART 14 – RULES OF ORDER

80. When questions arise at meetings regarding matters of meeting procedure not covered by these bylaws, the authority shall be *Roberts Rules of Order*.

PART 15 – MUSEUM POLICIES AND PROCEDURES

81. The directors may make policies and procedures to carry into effect the requirements of federal or New Brunswick legislation, regulations made by the Lieutenant Governor in Council and these bylaws, and to facilitate the efficient conduct of Museum business. The Museum policies and procedures will be maintained by the Secretary, will be issued to all directors and may be inspected by any member of the Museum, on application to the Secretary, at such time and at such place as is agreed. The printed copy of the Museum policies and procedures maintained by the Secretary shall be the official copy.

PART 16 – INSURANCE

82. The directors shall purchase and maintain suitable insurance coverage to indemnify each director, and all of them collectively, as the case may be, against personal liability incurred by them, or any one of them, as a director. The directors may purchase similar insurance for employees or contractors of the Museum or may reimburse such employees or such contractors for the cost of the premiums for such insurance if purchased by them.

PART 17 – PROTECTION OF PERSONAL INFORMATION

83. The Museum is subject to the *Personal Information Privacy and Protection Act* of New Brunswick. The directors shall create and maintain applicable policies and procedures to make the legislation effective within the Museum and shall make those policies and procedures known to all Museum members. The Secretary is appointed as the Privacy Officer of the Museum.

PART 18 – MUSEUM RECORDS

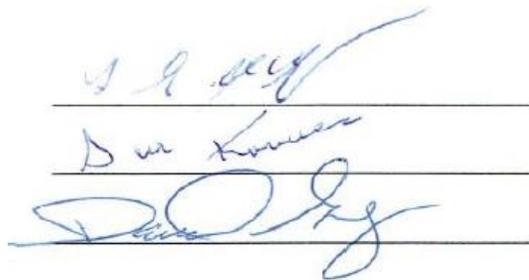
84. The directors shall create and maintain applicable policies and procedures for the management of the records of the Museum and shall include in those policies and procedures provisions stipulating conditions under which the records may be reviewed by members and by persons who are not members of the Museum. These policies and procedures shall not be inconsistent with the *Companies Act*, other legislation of New Brunswick and regulations made by the Lieutenant Governor in Council.

Approved by:

Mr. Terry McKay

Mr. Steve Karasek

Mr. Daniel Goguen



Dated: September 17, 2013 at Miramichi, New Brunswick.