

CANADA  
PROVINCE OF BRITISH COLUMBIA

NUMBER  
S-17439



Province of British Columbia  
Ministry of Consumer and Corporate Affairs  
REGISTRAR OF COMPANIES

SOCIETY ACT

# Certificate of Incorporation

I HEREBY CERTIFY THAT

COURTENAY AIRPARK ASSOCIATION

HAS THIS DAY BEEN INCORPORATED UNDER THE SOCIETY ACT

*PLEASE  
DO NOT  
REMOVE*

*IF YOU WANT  
OR REQUIRE A  
COPY PLEASE ASK  
AND YOU WILL  
RECEIVE*

OFFICE  
BIA,  
VICTORIA, 1982

REGISTRAR OF  
COMPANIES



SOCIETY ACT

COURTENAY AIRPARK ASSOCIATION

CONSTITUTION

1. The name of the Society is "COURTENAY AIRPARK ASSOCIATION".
2. The purposes of the Society are:
  - a) To operate and manage within or near the City of Courtenay a municipal airpark and facilities connected therewith for the benefit of the general public;
  - b) To promote and encourage the safe use of aircraft within the area of the City of Courtenay;
  - c) To foster public awareness of the benefits of aircraft use and the airpark facilities to the City of Courtenay; *and*
  - d) To do everything incidental and necessary to promote and attain the foregoing purposes.

3. In the event of winding-up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with aviation safety or organizations promoting the same purposes as this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided however, that such organization referred to in this paragraph shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect or to the City of Courtenay.

*X*  
 MOVE TO  
 BYLAWS  
 PARA  
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FILED AND REGISTERED  
 July 29 - E0136  
 AUG 12 1982  
 M. A. Jorre de St. Jorre  
 REGISTRAR OF COMPANIES

The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.

Paragraphs 3, 4 and 5 of the Constitution are unalterable in accordance with the Society Act.

*X* WHERE  
 ARE PARAS  
 4 & 5?

BY-LAWS

Part I Interpretation

1. (1) In these Bylaws, unless the context otherwise requires,
  - (a) "directors" means the directors of the Society for the time being;
  - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "registered address" of a member means his address as recorded in the register of members;
  - (d) "term" means the time between the annual general meeting and the immediate next annual general meeting;
  - (e) "officer term" means the time between the first directors' meeting following an annual general meeting and the first directors' meeting following the immediate next annual general meeting or if officers are elected at the annual meeting, "officer term" has the same meaning as "term".
- (2) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 Membership

3. The members of the Society are the applicants for incorporation of the Society, 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 or their designate for membership and upon acceptance by the Directors or their designate, the person becomes a member.

5. Every member shall uphold the constitution and comply with these Bylaws.
6. The Directors may determine the membership dues, if any.
7. A person shall cease to be a member of the Society
  - (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
  - (b) on his death or in the case of a corporation or on dissolution, or
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for a period of time prescribed by the Directors.
8.
  - (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 who is the subject of the proposed resolutions for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee, if any, or other subscription or debt due and owing by him to the Society. ✓

### Part 3 Meetings of Members

10. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.

11. Every general meeting, other than an annual meeting, is an extraordinary general meeting.
12. The Directors may, whenever they think fit, convene an extraordinary general meeting.
13.
  - (1) Notice of a general meeting shall specify the place, the day and the 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 nonreceipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
  - (3) Notice of a general meeting shall be given to the City of Courtenay.
14. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

#### Part 4 Proceedings at General Meetings

15. Special business is
  - (a) all business that is transacted at an annual general meeting, except,
    - (i) the adoption of rules of order,
    - (ii) the consideration of the financial statement,
    - (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) such other business as, 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.

16. (1) No business, other than the election of a chairman 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 is 3 members present or such greater number as the members may determine at a general meeting.
17. If within 30 minutes for the time appointed for a members' meeting a quorum is not present, the meeting 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.
18. Subject to Bylaw 19, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
19. If at a general meeting
- (a) there is no president, vice-president, or any other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as chairman,
- the members present shall choose one of their number to be chairman.
20. (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.

21. (1) A member in good standing present at a meeting is entitled to one vote.
- (2) Voting is by show of hands, unless the members otherwise decide.
- (3) Voting by proxy is not permitted.
22. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.
23. The Alderman for the City of Courtenay named as being responsible for the Courtenay Airpark shall be entitled to attend and participate in all general meetings but shall not have a vote.

Part 5 Directors and Officers

24. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or statute or otherwise lawfully ~~directed or required to be exercised or done~~ by the Society in general meeting, but subject, nevertheless, to the provisions of
- (a) all laws affecting the Society
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The President, Vice-President, Secretary, Treasurer and one or more other persons appointed upon incorporation or as determined by the members shall be officers of the society.
- (2) An officer must be a Director and ceases to be an officer when he ceases to be a Director.

*9/18/47*

(3) There shall be 6 Directors or such other number as determined by the members or appointed upon incorporation.

(4) A Director shall be a member of the Society.

26.

(1) The first Directors shall retire at the annual meeting.

(2) The Directors shall retire at the expiration of their term, when their successors will be elected.

(3) A Director shall be elected at the annual general meeting for one term.

(4) Unless otherwise provided by the members present at the annual general meeting, the officers shall be elected by the Directors from among the Directors at the first meeting of the Directors following the annual general meeting and in the manner approved by the Directors.

(5) Election procedures at the annual general meeting shall be determined by the members present.

(6) Officers shall serve for one officer term, upon election.

27.

(1) The Directors may at any time appoint a member of the society as a Director to fill a vacancy in the Directors.

(2) The Directors may at any time appoint a Director to fill any officer vacancy.

(3) A Director appointed under Bylaw 25(1) holds office until the next annual general meeting.

(4) An officer appointed under Bylaw 25(2) shall serve the unexpired officer term of the officer he is replacing.

(5) *AN OFFICER MUST SUBMIT A RESIGNATION LETTER, IF THE DESIRE TO NOT FULFILL HIS TERM.*

(1) If a Director or officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these bylaws.

(2) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

*\*  
ONE TERM  
= 1 YR?*

*ISSUE*

28.



29. The members may by special resolution remove a Director before the expiration of his office, and may elect a successor to serve to the next annual meeting. ✓

30. No Director or officer shall be remunerated for being or acting as a Director or officer but a Director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society. ✓

Part 6 - Proceedings of Directors

- 31.
- (1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - (2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
  - (3) The president shall be chairman of all meetings of the directors, unless the directors otherwise decide.
  - (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

- 32.
- (1) The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee.
  - (2) A committee so formed in the exercise of the powers so delegated shall confirm to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.

33. The members of a committee may meet and adjourn as they think proper.

34. A Director who may be absent temporarily from British Columbia may send or deliver to the address

of the society a waiver of notice which may be by letter, telegram, telex, cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn.

35. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.
36. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

#### Part 7 Duties of Officers

37. (1) The president shall preside at all meetings of the Society and of the Directors, unless the members or Directors otherwise decide.
38. The vice-president shall carry out the duties of the president during his absence.
39. The secretary shall
- (a) conduct the correspondence of the Society,
  - (b) issue notice of meetings of the Society and Directors,
  - (c) keep minutes of all meetings of the Society and Directors,
  - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer,
  - (e) have custody of the common seal of the Society, and
  - (f) maintain the register of members.
40. The treasurer shall
- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act, and
  - (b) render financial statements to the Directors members and others when required.

41. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- (2) Other officers, if any, shall perform such duties as the members decide.
- (3) The Directors or members may add additional duties to any Director or officer or transfer duties among Directors or Officers.

42. In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

#### Part 8 Seal

43. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

44. 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 or president and secretary-treasurer.

#### Part 9 Borrowing

45. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

46. No debenture shall be issued without the sanction of a special resolution. /

47. The members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

Part 10 Auditor

*\* ~~2001~~  
Does the  
BOARD HAVE, OR  
PERV AN AUDITOR?*

48. This part applies only where the Society is required or has resolved to have an auditor.
49. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
50. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
51. An auditor may be removed by ordinary resolution.
52. An auditor shall be informed forthwith in writing of appointment or removal.
53. No Director and no employee of the Society shall be auditor.

Part 11 Notice to Members

54. A notice may be given to a member, either personally or by mail to him at his registered address.
55. 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 that the notice was properly addressed and put in a Canadian post office receptacle.
56. (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 general meeting.

Part 12 Bylaws

57. After being admitted a member is entitled to a copy of the Constitution and Bylaws upon paying the sum of \$1.00.
  
58. These bylaws shall not be altered or added to except by special resolution.

DATED this 28th day of July, 1982.

WITNESSES

APPLICANTS FOR INCORPORATION

1. M Elaine Healey  
(signature)

M Elaine Healey  
Name 505 FIFTH ST.  
COURTENAY, B.C. V9N1K2  
LEGAL SECRETARY  
Address

Brian Duane Gibb  
(signature)

BRIAN DUANE GIBB  
R.R# 2, HUBBARD ROAD

COURTENAY, B.C. V9N 5M9

2. M Elaine Healey  
(signature)

M Elaine Healey  
Name 505 FIFTH ST.  
COURTENAY, B.C. V9N1K2  
LEGAL SECRETARY  
Address

David Lawrence Gibson  
(signature)

DAVID LAWRENCE GIBSON  
258 LONGVIEW ROAD  
RR# 1, SITE 135

COMOX, B.C. V9N 5N1

3. M Elaine Healey  
(signature)

M Elaine Healey  
Name 505 FIFTH ST.  
COURTENAY, B.C. V9N1K2  
LEGAL SECRETARY  
Address

Stuart Wile Philip Lauck  
(signature)

STUART WILE PHILIP LAUCK  
GREEN ROAD, R.R#1  
Box 1419 COMOX B.C.

V9N 5N1

4. Michelle Johnston  
(signature)

Michelle Johnston  
Name 505 FIFTH ST.  
COURTENAY, B.C. V9N1K2  
SECRETARY  
Address

Laurie DeJong  
(signature)

Laurie DeJong  
RR# 4 Site 425 Courtenay B.C.

V9N 7J3

5. M<sup>rs</sup> Elaine Healey  
(signature)

*M Elaine Healey*

505 FIFTH ST  
Name COURTENAY, B.C.  
LEGAL SECRETARY

Address  
V9N 1K2

H E Ellison  
(signature)

HENRY EDWIN ELLISON  
4027 ISLAND HIGHWAY, ROYSTON, B.C.  
Box 3280

COURTENAY, B.C. V9N 5N4

SOCIETIES ACT

COPY OF RESOLUTION

The following is a copy of a special resolution passed in accordance with the by-laws of the Society on the 2<sup>nd</sup> day of April, 1986;

"RESOLVED that the Bylaws be amended as follows:

----Sec. 25(3) to read:-

Sec. 25(3). There shall be 6 directors or such other number as determined by the members.

----Sec. 25(5) be added to read:-

Sec. 25(5). Directors shall be elected for a 2 year term; one half shall be elected at each annual meeting. For 1986 only, one half shall be elected for a two year term and one half shall be elected for a one year term."

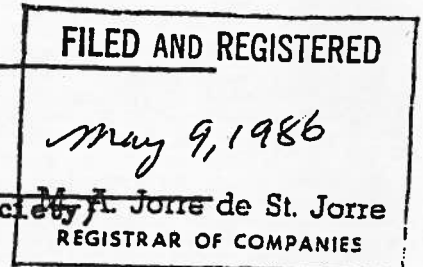
Dated the 5<sup>th</sup> day of April, 1986.

Courtenay Airpark Association  
(Name of Society)

by A.G. Wells  
(Signature)

A.G. Wells

Secretary  
(Relationship to Society)



137  
10/11



SUMMARY OF THE POLICIES AND PRACTICES  
OF THE COURTENAY AIRPARK ASSOCIATION

As of 18 Dec 03

POLICIES AND PRACTICES

## OF THE COURTENAY AIRPARK ASSOCIATION

### GENERAL RULES

The standard date for the AGM is the last Sunday in February. (AGM 2000 Resolution)

A nominating committee consisting of the Directors not up for re-election will solicit candidates for election as Directors at the next AGM (BOD Resolution, 17 Mar 03)

Individuals having signing authority for the Association's accounts and legal documents shall be any two of the President, the Secretary, and the Treasurer. (BOD Resolution, 16 Jun 03)

The Board of Directors is limited to expenditures of up to \$5,000.00 for capital items only; capital expenditures beyond this amount must be brought to the membership for consideration. (AGM 2001 Resolution)

Where the Association incurs bank service charges due to the carelessness or neglect of a member in processing a transaction, the member will be assessed a service charge of \$20.00. (BOD Resolution 15 Dec 03)

The Board of Directors will maintain a list of individuals approved to use the float dollies. Only those who are on the list are permitted to use the float dollies. In order to be included on the list, the individual must be a member in good standing and must have paid the Association a one-time, non-refundable, non-transferable fee of \$750.00.

The Board of Directors will maintain a list of individuals approved to use the Kubota tractor. Only individuals who are on the list are permitted to use this tractor.

### MEMBERSHIP

The annual membership fee is established as \$100.00. (BOD Resolution, 17 Nov 03)

Membership fees for individuals joining partway through the year are prorated as follows:

- before 1 Sep - the full annual fee
- from 1 Sep to 31 Oct- one half the annual fee
- from 1 Nov to 31 Dec - full annual fee, will cover membership until the

end

of following year (ie. last 2 months are "free")  
(BOD Resolution, 20 Oct 03)

The process to be followed for new membership applications is as follows:

A. membership applications received by the Association since the previous regular Directors' meeting will be presented at the next regular Directors' meeting for consideration in accordance with Bylaw 4,

B. applications for inclusion on waiting lists for parking or hangers, included with new membership applications, will be dated as of the date of membership approval, or

receipt of fees, whichever is later, and

C. should there be more than one waiting list application for consideration at a Directors' meeting, the order will be determined by the date of receipt of the application and payment of fee. (BOD Resolution 15 Dec 03)

A member is required to provide proof of adequate insurance coverage for each aircraft owned by the member and parked at the Airpark, such proof to be provided at time of membership application or renewal. (BOD Resolution 15 Dec 03, Hangar Agreement, Tie-down Agreement)

In accordance with Bylaw 7 (d), a person will cease to be a member of the Courtenay Airpark Association if they have been a member not in good standing (eg. for unpaid fees) for NINETY days. (Constitution Bylaw 7(d), BOD Resolution 15 Dec 03)

### PARKING

Casual parking at the Airpark is limited to 30 days. Beyond that time an individual must apply for a membership in the Association and pay the applicable fees. (BOD Directive, 18 Oct 00)

Parking rates are established as \$250.00 per year, \$40.00 per month, \$20.00 per week, and \$5.00 per day. (BOD Directive 18 Oct 00, BOD Resolution 15 Dec 03)

Members who acquire parking midway through the year will pay the lesser of the full annual fee and the monthly fee for the months that they are parked. (BOD Resolution, 20 Oct 03)

As long as there are unassigned parking spots at the Airpark, a member wishing to park his/her aircraft at the Airpark must pay the applicable parking fee (daily, weekly, monthly or annually) for EACH aircraft to be parked, whether parked in their assigned parking spot or, with the permission of the member, in another member's assigned spot; with the sole exception being the case where a member OWNS two aircraft and keeps them both in his/her assigned HANGAR (not applicable to outdoor sites) to facilitate the construction/repair of the second aircraft. (AGM 2000 Resolution, BOD Decision 20 Jun 01 and BOD Resolution 23 Nov 03)

All part owners of aircraft parked (longer than 30 days) at the Airpark are required to apply for membership and pay the applicable fees. (AGM2003 Resolution)

There are no rebates for members who abandon their parking spot partway through the year. (BOD Directive 17 Oct 01)

Vehicles are not to be parked in locations where they will impede aircraft operations or parking, particularly in the visitor parking area. (BOD Resolution, 20 Jun 01)

The following policy applies to non-payment of parking fees:- after 30 days delinquency a registered letter will be sent to the member detailing the debt and stating the collection policy; if after an additional 30 days the debt remains outstanding, surcharges of 2% per month will be applied; if the bill remains unpaid, the parking spot or hangar will be

reassigned. (AGM 2003 Resolution)

A member seeking a long-term parking spot must sign a Tie Down Agreement (for outside parking) or Hangar Agreement (for hangar parking), approved by the Board of Directors, with the Association, and provide proof of insurance.

Members occupying hangars or outside sites with access to power are limited to a maximum of 100 watts of power consumption and the device must be CSA approved. (Hangar Agreement, Tie Down Agreement, and AGM 1999 directive)

### HANGARS

The Association will maintain a Wait List for MEMBERS wishing to occupy a hangar. Position on the list will be determined by the date of payment of a refundable fee of \$100.00. The fee will be credited to the amount of the non-interest-bearing loan required upon allocation of a hangar and the member shall be removed from the Wait List. Should the member accept the hangar offered, but desire a more suitable one, they must pay another \$100.00 fee and be placed at the bottom of the Wait List. The fee will be refunded should the individual cease being a member or no longer require a hangar. (AGM 1999 Resolution)

Members allocated a hangar must pay to the Association a non-interest-bearing loan equivalent to the value of the assigned hangar, as determined by the Board of Directors. This amount will be refunded to the individual within 10 days of receipt, by the Association, of the non-interest-bearing loan from the subsequent occupant. (Current Hangar Agreement)

The Board of Directors have established a base valuation for hangars of;

Hangars #1 to 10	\$8,100.00
Hangars #11 to 26	\$10,800.00
Hangars #27 to 34	\$15,500.00
Hangars #35 to 42	\$18,700.00

It is the intention of the Association to complete the paved floor, ramp, and wall construction of a hangar, if these have not been previously done, on change of occupancy. (BOD Resolution 15 Dec 03)

Hangars will be valued at the GREATER of the base value assigned by the Board of Directors or the sum of the receipts presented by the vacating occupant for their original non-interest-bearing loan and improvements approved by the Board of Directors, PLUS \$200.00 added annually, effective 17 Nov 03. (AGM 1999 Resolution, as clarified by AGM 2000 Resolution, as clarified by BOD Resolution 17 Nov 03)

Any improvements or alterations to hangars or outside parking places must be done in concert with all affected parties. (AGM 2000 Resolution)

**FUEL**

**A \$0.05/litre surcharge will be added to the normal price for fuel and devoted exclusively to funding replacement of the fuel tanks. (AGM 2003 Resolution)**

**All individuals are prohibited from using Marine Gas in their private automobiles unless they have approval from Revenue Canada. (BOD Resolution 17 Dec 02)**