

The Objects and By-Laws of the Alberta Sport Parachuting Association (1987)

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THE OBJECTS AND BY-LAWS OF THE ALBERTA SPORT PARACHUTING ASSOCIATION 1987

Table of Contents

ARTICLE 1: NAME	1
ARTICLE 2: OBJECTIVES OF THE ASSOCIATION	1
ARTICLE 3: MEMBERSHIP IN THE ASSOCIATION.....	1
ARTICLE 4: MEETINGS OF THE ASSOCIATION	3
ARTICLE 5: VOTING	4
ARTICLE 6: BOARD OF DIRECTORS.....	5
ARTICLE 7: DUTIES OF THE OFFICERS	6
ARTICLE 8: FINANCES OF THE ASSOCIATION	8
ARTICLE 9: AMENDMENTS TO THE BY-LAWS	9
ARTICLE 10: DISSOLUTION OF THE ASSOCIATION	9

THE OBJECTS AND BY-LAWS OF THE ALBERTA SPORT PARACHUTING ASSOCIATION 1987

Article 1: Name

- 1.1 The name of the Association shall be the “Alberta Sport Parachuting Association (1987)”, also known as “ASPA” or the “Association”.

Article 2: Objectives of the Association

- 2.1 The objectives of ASPA shall be:
 - 2.1.1 To foster the growth and development of the sport of parachuting throughout the Province of Alberta, and to formulate policies which are consistent with this objective;
 - 2.1.2 To promote the sport of parachuting in Alberta;
 - 2.1.3 To encourage and promote amateur games and exercises;
 - 2.1.4 To promote championship competition at all levels;
 - 2.1.5 To promote parachuting activities and aid in the expansion of knowledge regarding the sport of parachuting;
 - 2.1.6 To promote a united front for representation at the national level;
 - 2.1.7 To promote safety of parachuting in the province;
 - 2.1.8 To acquire, by purchase or otherwise, erect or otherwise provide a building or buildings for social and administrative purposes;
 - 2.1.9 To acquire, by purchase or otherwise, all needed equipment and furniture for proper use of the Association’s objective; and
 - 2.1.10 To sell, manage, lease, mortgage, dispose of or otherwise deal with property of ASPA.

Article 3: Membership in the Association

- 3.1 Regular membership in ASPA shall be open to individuals who:
 - 3.1.1 Reside in the Province of Alberta; and
 - 3.1.2 Are members in good standing with the Canadian Sport Parachuting Association (hereafter referred to as “CSPA”).
- 3.2 Introductory membership in ASPA shall be open to individuals who have been trained at an ASPA affiliated centre and a current membership in CSPA. The centre must be in good standing with ASPA.

THE OBJECTS AND BY-LAWS OF THE ALBERTA SPORT PARACHUTING ASSOCIATION 1987

- 3.3 Associate membership in ASPA shall be open to individuals who do not reside in the Province of Alberta but are members in good standing with CSPA, or with the FAI-affiliated parachuting association of their country of residence.
- 3.4 Obligations of members of ASPA shall be to:
- 3.4.1 Abide by the by-laws of ASPA and CSPA;
 - 3.4.2 Renew annual membership fees on or before expiry date of current membership; and
 - 3.4.3 To remit any debts owing to the Association.
- 3.5 Membership in ASPA shall be for twelve (12) months and must be renewed on the anniversary date of application each year to retain status as an active member. Every person must be a paid active member to vote at the annual ASPA Annual General Meeting (“AGM”).
- 3.6 The rights and privileges of regular members of ASPA shall include:
- 3.6.1 The right to possess one (1) vote in any General Meeting of the Association;
 - 3.6.2 The right to hold office in the Board of Directors (hereinafter referred to as the “Board”) of ASPA, after having been an Alberta resident for a minimum period of six (6) months;
 - 3.6.3 The right to inspect the books and records of ASPA after giving seven (7) days written notice of request to the Board; and
 - 3.6.4 The privilege to benefit from programs and competitions sponsored by ASPA.
- 3.7 The rights and privileges of associate members of ASPA shall include the benefits of programs and competitions sponsored by ASPA, subject to the approval of the Board.
- 3.8 Any person may have membership in ASPA denied, temporarily suspended or may be expelled by a two-thirds (2/3) majority decision of the Board, as deemed reasonable and in the best interests of the Association.
- 3.9 Any member may withdraw from membership in ASPA by giving written notice of such intention to the Secretary of ASPA. Such withdrawal shall take effect upon receipt by the Association of such notice.

Those members who withdraw membership shall no longer be entitled to the rights and privileges of the Association but shall be held liable for any debts owing to the Association.

THE OBJECTS AND BY-LAWS OF THE ALBERTA SPORT PARACHUTING ASSOCIATION 1987

Article 4: Meetings of the Association

4.1 Special Meetings

4.1.1 A Special General Meeting of the membership of ASPA may be called by a two-thirds (2/3) majority decision of the Board or by a written petition of five percent (5%) of the membership, to expedite Association business requiring the approval of the membership; and

4.1.2 Notice of a Special General Meeting of the membership shall be made available to the members at least fourteen (14) days in advance through their Zone Director of the Board.

4.2 Annual General Meeting

4.2.1 ASPA shall hold an AGM within one hundred (100) days of the start of the fiscal year;

4.2.2 Notice of an AGM shall be made available to the membership at least thirty (30) days in advance through the Newsletter; and

4.2.3 The ASPA AGM shall alternate locations each year between Calgary and Edmonton and/or Red Deer as an alternative.

4.3 The accidental omission to give notice or the non-receipt of notice of a General Meeting by any member shall not invalidate the proposed meeting.

4.4 At all Special and General Meetings of the Association, a quorum shall consist of five percent (5%) of the total regular membership.

4.5 Board of Directors Meetings

4.5.1 The Board shall meet at least three (3) times during the year and as the need arises. Meetings shall be called by the President through the Secretary. Members of the Board shall be given at least seven (7) days written notice or at least three (3) days notice by telephone or by such other means the Board members unanimously agree upon, or such lesser period of notice as long as all Board members unanimously agree. Any notice by the Board of any meeting shall specify the general nature of the business to be transacted and the commencement and adjournment time of the meeting.

4.5.2 Chairperson

The President shall preside at all meetings of the Board unless the President designates another to chair such meeting. The President shall preside and maintain order and decorum, and may limit debate or discussion. In the absence or incapacity of the president and the vice-

THE OBJECTS AND BY-LAWS OF THE ALBERTA SPORT PARACHUTING ASSOCIATION 1987

president, the Secretary shall call the meeting to order and preside over it. The chairperson may turn the chair over to the next designated person in order to speak to a motion.

4.5.3 Quorum

A quorum is the minimum number of members required to be present to enable a meeting to conduct its business. A quorum must be present throughout the entire meeting, or the meeting cannot proceed or continue. If at any meeting a quorum is not present or does not remain in attendance, the chairperson must adjourn the meeting and announce the time, place and date at which it will re-convene. The minimum number to constitute a quorum of the Board is five (5), two (2) of whom must be officers.

Article 5: Voting

- 5.1 As provided in the rights of membership, each regular member in good standing is entitled to one (1) vote in any General Meeting of ASPA either in person or by proxy.
- 5.2 All voting at meetings will be by show of hands unless, by the request of five (5) members, the Chairperson of the meeting may hold a secret ballot on any issue.
- 5.3 In all affairs of the Association, except those otherwise stated within, a simple majority is sufficient to confirm and motion or resolution.
- 5.4 Voting by Proxy
 - 5.4.1 Any regular member in good standing that is present at a General Meeting of the Association may carry no more than one (1) proxy;
 - 5.4.2 A proxy is only good for the General Meeting for which it is given;
 - 5.4.3 The notice of proxy must be in writing and must include the date of meeting, place of meeting, signature of both the carrier of the proxy and the member for which the proxy represents; and
 - 5.4.4 The notice of proxy must be presented to the Secretary prior to the commencement of the meeting.

THE OBJECTS AND BY-LAWS OF THE ALBERTA SPORT PARACHUTING ASSOCIATION 1987

Article 6: Board of Directors

- 6.1 The Board of Directors (the “Board”) is comprised of the elected officers and directors, who shall meet regularly and manage the association's affairs. Between annual general meetings or general meetings, the Board is the governing Board of the association.
- 6.2 The Board of ASPA shall consist of Officers, President, a Vice-President, a Treasurer, a Secretary, no more than 10 club representatives, and no more than 8 commercial operators.
- 6.3 The following definitions should be noted:
- 6.3.1 A “Centre” shall be an incorporated commercial operator registered in Alberta. The Centre must lease or own an aircraft, have a place of operation (regular location), must have the intention of training students, and will fall into a certain membership category which will be reviewed annually by the Board of ASPA;
- 6.3.2 A “Club” shall be a registered Society pursuant to the laws of Alberta.
- 6.4 The Board shall have the power to conduct all of the ongoing business and affairs of the Association at their own discretion, in accordance with the directives of the general membership and the bounds of the by-laws of the Association.
- 6.5 Each Director shall represent one (1) Club or Centre of active parachuting whose skydivers wish to support ASPA. The number of Clubs or Centres that will be allowed to have a representative Director shall be defined and ratified at each AGM of ASPA.
- 6.6 There shall be no more than ten (10) Club Directors and eight (8) Centre Directors in the Province of Alberta. Those Clubs and Centres defined that are inactive in parachuting or which do not wish to participate in ASPA shall not be represented.
- 6.7 Election of Board of Officers:
- 6.7.1 The President, Vice-President, Secretary and Treasurer shall be elected at alternating AGMs from the nominated members, by the regular members in good standing in person or by proxy, such that the President and Secretary are elected on odd years and the Vice President and Treasurer are elected on even years;
- 6.7.2 The term of office of each member of the Board shall end upon the calling of nominations for each representative position for the next year’s Board. The President of the previous Board shall continue to chair the AGM until its adjournment; and

THE OBJECTS AND BY-LAWS OF THE ALBERTA SPORT PARACHUTING ASSOCIATION 1987

- 6.7.3 The positions of Vice-President, Treasurer and Secretary shall both be allowed one (1) vote and the positions will remain separate from each other and that of the directors.
- 6.8 Between Board Elections at each AGM, the Board shall appoint and ASPA member to fill any vacancy in their numbers if it is deemed necessary, and shall be ratified at the next General Meeting of the Association.
- 6.9 Any member of the Board may be expelled by the Board for proven gross misconduct, breach of trust, or failure to fulfill the duties of their office.
- 6.10 All Board members shall have one (1) vote.

Article 7: Duties of the Officers

7.1 The President

- 7.1.1 Subject to the authority of the Board, the president shall be chief executive officer and be charged with the general management and supervision of the affairs and operation of the association. The President shall be the chief executive officer of the Association;
- 7.1.2 The President shall act as Chairman at all meetings of the Association;
- 7.1.3 The President, or their appointed delegate, shall represent the Association with its dealings with all other agencies, associations, and levels of government; and
- 7.1.4 The President shall not vote, except in the case of a tie vote where he/she shall cast a tie-breaking vote.

The President shall ensure that all resolutions passed by the membership or the Board be carried out. In an emergency situation, the President may act on behalf of the Association without the consent of the Board or the membership, providing notice and agreement of at least 2 other officers concur. The President shall notify the members of the Board of any such actions within seven (7) days.

7.2 The Vice-President

- 7.2.1 Shall assist the President, and in the absence or incapacity of the President, shall preside and perform the duties of that office. If the President cannot complete the term of office for any reason, the Vice-President automatically becomes Acting President for the balance of the term unless otherwise decided by a majority vote of the board. If Vice-President cannot assume the role of Acting President the Board shall vote on a

THE OBJECTS AND BY-LAWS OF THE ALBERTA SPORT PARACHUTING ASSOCIATION 1987

replacement from elected Officers for that position, which must be ratified at the following AGM; and

- 7.2.2 The Vice-President will perform such additional duties as directed by the Board from time to time.
- 7.3 The Treasurer
- 7.3.1 The Treasurer shall keep full and accurate accounts of all receipts and disbursements, and deposit all monies in the name or to the credit of the association. The Treasurer shall render to the Board at its regular meetings and to the membership at the annual general meetings, an up-to-date account of same;
 - 7.3.2 The Treasurer shall be primarily responsible for carrying out the financial matters of the Association and shall keep clear financial records of all revenues and expenditures, and file all bills, receipts, and vouchers in good order;
 - 7.3.3 The Treasurer shall be prepared to give interim financial statements of ASPA at all General and Board Meetings of the Association and be able to open the books for inspection by the Board; and
 - 7.3.4 The Treasurer shall be responsible for preparing the financial statements required for next year's Grant Profile Submission of Alberta Recreation and Parks.
- 7.4 The Secretary
- 7.4.1 The Secretary shall attend and be responsible for recording the minutes of all Board meetings, annual general meetings ("AGM"), general meetings and special meetings and shall publish them to the Board, committees, clubs and others as directed by the Board. The Secretary shall be responsible for recording of the minutes of all meetings of the Association and ensure they are up to date; and
 - 7.4.2 In the absence of the Secretary at meetings of the Association, the President shall appoint a recorder of the minutes and ensure they are delivered to the Secretary for documentation and dispersal.
- 7.5 The Directors
- 7.5.1 The Directors shall be responsible for representing the members of their respective Club or Centre and protect their best interests in all matters of the Association; and
 - 7.5.2 Should a Director be unable to attend a meeting of the Association, the Directors may appoint a representative to the meeting.

THE OBJECTS AND BY-LAWS OF THE ALBERTA SPORT PARACHUTING ASSOCIATION 1987

7.6 Bill of Rights: Board of Directors

Every Board member is entitled to full information on all matters pertaining to the association. A Board member shall be indemnified and saved harmless by the association against all liabilities, claims, costs and expenses properly incurred in respect to the affairs of the association and in respect of any action, suit or proceeding against the member for any act or matter made, done or permitted by the member in the proper execution of the affairs of the association, except when occasioned or caused by dishonesty, willful neglect or default.

Article 8: Finances of the Association

- 8.1 The Treasurer will be primarily responsible for the financial operations of the Association, as described in Article 7.3.
- 8.2 The Association shall prepare an Annual Financial Statement and Review for presentation to the membership at the next General Meeting and must have a copy submitted to the Alberta Registrar of Companies within thirty (30) days of the AGM.
- 8.3 Auditors shall be appointed by the Board each year. Auditors shall be any two (2) non-board members in good standing, and may also include a professional Chartered Accounting firm.
- 8.4 The fiscal year of the Association shall be from January 1 to December 31.
- 8.5 Under normal circumstances all monies received by or on behalf of the Association shall be deposited into the account of ASPA, that shall be housed at a Government approved financial institution.
- 8.6 Under normal circumstances all disbursements of the Association shall be made by cheques signed by combination of Treasurer and the President or by the Treasurer and one other officer appointed by the Board.
- 8.7 The Board may, with the approval of the membership, borrow funds for the benefit of the Association and its further development.
- 8.8 Unless authorized by the Board, no member of the Association shall receive remuneration for services rendered.

THE OBJECTS AND BY-LAWS OF THE ALBERTA SPORT PARACHUTING ASSOCIATION 1987

Article 9: Amendments to the By-Laws

- 9.1 Any amendment to the by-laws of ASPA must be made by Special Resolution of the members. Such Special Resolution must be approved by a three-fourths (3/4) majority vote of the members present in person or by proxy at a General Meeting of the Association.
- 9.2 Notice of the intention to present a Special Resolution to the membership at a General Meeting of the Association shall be sent to the membership at least twenty-one (21) days in advance of that meeting.
- 9.3 The accidental omission to give notice or the non-receipt of notice of Special Resolutions by any member shall not invalidate the proposed special Resolution. Following adoption of amendments to the by-laws of ASPA, the Alberta Registrar of Companies must be notified within twenty-one (21) days of all changes.
- 9.4 **Regulations**
A regulation may be made by a decision of the majority of the Board at two (2) successive meetings but in such event shall only have effect until the next AGM or general meeting at which it must be ratified by a majority vote of the members, with proxies permitted, failing which it shall cease to have effect. A regulation may be made at an annual general meeting or general meeting upon a vote of the majority of the members, with proxies permitted.

Article 10: Dissolution of the Association

Upon dissolution of the Association, and after payment of all outstanding debts of the Association, all remaining assets shall be liquidated and the assets be distributed to non-profit sporting Associations in Alberta.