



BYLAWS

of the

**Aircraft Maintenance Engineers Association
of Ontario**

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BY-LAW NUMBER 1

of

**AIRCRAFT MAINTENANCE ENGINEERS ASSOCIATION
OF ONTARIO**

A by-law relating generally to the conduct of the affairs of the Aircraft Maintenance Engineers Association of Ontario. Be it enacted and it is hereby enacted as a by-law of the Aircraft Maintenance Engineers Association of Ontario as follows:

PREAMBLE

The Association is formed for the following and other purposes:

1. To provide a forum for Aircraft Maintenance Engineers to promote that species of knowledge which distinguishes the occupation of Aircraft Maintenance Engineer in the aviation industry.
2. To constitute a body through which the views and objects of Aircraft Maintenance Engineers may be represented, which body will be available for advice or consultation on all questions, policy matters, and all other areas of the aviation industry which affects or may affect the Aircraft Maintenance Engineer.
3. To constitute a body which will be recognized by the Minister of Transport, and will be available for consultations with the Minister of Transport regarding the regulation of any matter in the aviation industry which affects or may affect the occupation of Aircraft Maintenance Engineer, and to obtain the recognition of all other government departments which touch upon the aviation industry.
4. To facilitate the interchange by members of the Association of their views relating to the aviation industry, to the Minister of Transport, or to any other matter which is of common interest to the members.
5. To promote honourable practices in the aviation industry, to repress malpractices, to settle disputed points of practice and to decide all questions on usage or courtesy between or among its members and those engaged or otherwise interested in the activities of the Association.
6. To promote, improve and generally advance the occupation of Aircraft Maintenance Engineer and to increase the knowledge of its members relating to the aviation industry through education and research.

PREAMBLE (cont)

7. To print, publish and disseminate technical or other information which relates to the occupation of Aircraft Maintenance Engineer or to the aviation industry in general.
8. To maintain a high standard in the aviation industry, and in particular the occupation of Aircraft Maintenance Engineer and to further the status of the Aircraft Maintenance Engineer at all times

ARTICLE I

GENERAL

Section 1 - Title

- 1.01 The name of the Corporation shall be AIRCRAFT MAINTENANCE ENGINEERS ASSOCIATION OF ONTARIO.

Section 2 - Definitions

- 2.01 In this by-law words imparting the singular number only shall include the plural and vice versa; words imparting the masculine gender shall include the feminine and neuter genders; words imparting persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons, unless the context otherwise requires.
- 2.02 The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- 2.03 In this by-law and all other by-laws of the Association , unless the context otherwise specifies or requires:
- (a) "Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - (b) "Association" means the "Aircraft Maintenance Engineers Association of Ontario".
 - (c) "By-law" means any by-law of the corporation from time to time in force and effect and all terms contained in the by-laws which are defined in the Act shall have been meanings given to such terms in the Act.
 - (d) "Director" means a person who is a member of the Board of Directors.
 - (e) "Directors" means the Board of Directors unless the context otherwise indicates.

ARTICLE I (cont)

Section 3 - Purpose

- 3.01 The purposes and objects of the Association shall be those set forth in the Letters Patent of the Dominion of Canada incorporating the Association dated the sixth day of June 1984.
- 3.02 Where there is a conflict between the objects of the Association as set out in its Letters Patent and the preamble of this by-law, the object set out in the Letters Patent shall govern.

Section 4 - Head Office

- 4.01 The Directors may from time to time by resolution fix the location of the head office of the Association within the Province of Ontario as designated by the Association's Letters Patent, or by a special resolution of the Association.

Section 5 - Seal

- 5.01 The Seal, an impression of which is stamped in the margin hereof, shall be the Seal of the Association.

ARTICLE II

MEMBERSHIP

Section 1 - Classes of Membership

- 1.01 There shall be the following classes of membership in the Association:
1. Full Membership
 2. Associate Membership
 3. Apprentice/Student Membership
 4. Retiree Membership
 5. Corporate Membership, and
 6. Honorary Membership

Section 2 - Requirements

2.01 Full Members

- (a) To qualify for Full membership, the applicant must possess a valid Aircraft Maintenance Engineer licence issued by the Minister of Transport for any one of the following categories:

Category "M" - Aeroplanes, Gliders and Rotorcraft

Category "E" - Avionics Systems

Category "S" - Structures

Category "P" - Propulsion Systems

- or any other category as hereinafter may be prescribed by the Minister of Transport.
- (b) Such applicant must be actively engaged in the aviation industry in a private enterprise business, a department of private industry or an organization of government.
- (c) Such applicant shall make written application for membership in the form prescribed by the Directors.
- (d) Such member shall pay an initiation fee and the annual fee as established under appendix "A" Fees for Members of this by-law.
- (e) Any Full member who, since joining the Association has retired from active employment, may continue to be a Full member, provided that he/she pays such annual fee as established under Appendix "A" - Fees for Members of this by-law.

ARTICLE II (cont)

2.02 Associate Members

- (a) Any person who is not licensed as an Aircraft Maintenance Engineer may be eligible for Associate Membership, provided such applicant is approved for membership by the majority of the Directors present at a Directors' meeting.
- (b) To qualify for Associate Membership, the applicant must have been actively engaged in an engineering capacity, or an associated trade or profession within the aviation industry or previously has been the holder of a valid Aircraft Maintenance Engineer's licence, in any of the categories set forth in paragraph 2.01 (a) above and at the time of application is actively engaged in the aviation industry.
- (c) Associate Members shall have the right to attend and speak at all membership meetings, but shall not be entitled to vote or to hold office in the Association.
- (d) Such member shall pay an initiation fee and the annual fee as established under Appendix "A" Fees for Members of this by-law.

2.03 Apprentice/Student Membership

- (a) Any person who is not licensed as an Aircraft Maintenance Engineer by the Minister of Transport may be eligible for Apprentice/Student Membership, provided that such applicant:
 - i. is currently enrolled in an Aircraft Maintenance Engineer's course at a technical school, community college, or similar institution which is recognized by the Minister of Transport, or similar institution and which is recognized by the Minister of Transport.
 - or
 - ii. is employed as an apprentice Aircraft Maintenance Engineer under the supervision of a licensed Aircraft Maintenance Engineer or a company approved by the Minister of Transport for this purpose.
- (b) The applicant shall make written application in the form prescribed by the Directors and shall be accompanied by sufficient documentation as may be required by the Directors to evidence that the applicant is a student enrolled in a recognized Aircraft Maintenance Engineer's course, or is an apprentice Aircraft Maintenance Engineer.
- (c) Apprentice/Student members shall have the right to attend and speak at all membership meetings, but shall not be entitled to vote or to hold office in the Association.
- (d) Such member shall pay a fee as established under appendix "A" - Fees for Members of this by-law.
- (e) Membership in this class shall be terminated by the Board of Directors if, at any time subsequent to becoming an apprentice/Student member, the qualifications of the member are modified to a degree as would cause the member to be eligible as a Full member, or Associate member. This would normally occur after a maximum of a four year period as an apprentice/Student member.

ARTICLE II (cont)

2.04 Corporate Membership

- (a) Any firm or corporation supporting the objectives of the Association, and which is actively involved in the aviation industry whether or not it is a corporation approved by the Minister of Transport to provide aircraft maintenance engineering services, may apply for membership as a corporate Member.
- (b) A representative of a corporate member shall have the right to attend and speak at all membership meetings, but no corporate member shall be entitled to vote or to hold office in the Association.
- (c) Such member shall be entitled to advertise such membership in the Association.
- (d) Any firm or corporation desiring to become a Corporate Member shall make application in writing in the form prescribed by the Directors.
- (e) The Directors may approve any such firm or corporation as a Corporate Member by the majority vote of those present at the Directors' meeting regularly called, provided that at least five days' notice of the name of such firm or corporation has been given to each Director.
- (f) Such member shall pay a fee as established under appendix "A" - Fees for Members of this by-law.

2.05 Honorary Membership

- (a) The Directors may approve any person as an Honorary Member by a two-third majority vote of those present at a Director's meeting regularly called, provided that notice of the name of the person to be elected has been given to each Director at least 10 days in advance of such meeting.
- (b) An Honorary Member shall have Full Membership privileges in the Association.
- (c) Such member shall not be required to pay any membership dues.
- (d) Such Honorary membership may be granted for a definite period or for life, at the discretion of the Directors.

ARTICLE II (cont)

Section 3 - Members Generally

- 3.01 Any wilful misstatement, misrepresentation, misleading information or the withholding of information relating to the qualification of a person, firm or corporation which affects their entitlement to become a member shall be cause for rejection of the application or expulsion from membership.
- 3.02 All members agree to be bound by the rules and regulations in force from time to time as prescribed by the Directors or as passed by a committee pursuant to this by-law and approved by the Directors.
- 3.03 It is agreed by all members that this clause may be pleaded in any action, suit, hearing or otherwise.
- 3.04 A copy of the by-laws shall be available for inspection by any member upon reasonable request, and such inspection shall be arranged by the member's Area Director to be conducted during normal business hours as soon as practicable following the member's request.
- 3.05 A copy of the by-laws shall be provided to each new Director upon his election.

ARTICLE III

PRIVILEGES AND OBLIGATIONS OF MEMBERS

Section 1 - Voting Rights

1.01 Full members shall be entitled to notice of all membership meetings and to attend and vote thereat, whether in person or by proxy.

1.02 Proxies:
At every meeting at which a Full member is entitled to vote, every such member and/or proxy present in person shall have one vote on a show of hands. Upon a poll at which such member is entitled to vote, every such member present in person or by proxy shall have one vote.

An instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney authorized in writing, and such proxy ceases to be valid after the expiration of one year from the date thereof.

An instrument appointing a proxy may be in the following form:

"The undersigned _____
hereby appoints _____
or failing him, _____

as the proxy of the undersigned to attend and act at the membership meeting of the said Board to be held on the _____ day of _____, 20__ and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the _____ day of _____, 20

Signature of Full Member

ARTICLE III (cont)

- 1.03 The Directors may from time to time make regulations regarding the lodging of instruments appointing a proxy at some place or places other than the place at which a meeting or adjourned meeting of members is to be held.
- 1.04 Associate members and apprentice members shall be entitled to notice of membership meetings and shall have the right to attend such meetings, but they shall not be entitled to vote thereat.
- 1.05 Corporate members and honorary members shall not be entitled to notice of any membership meeting.

Section 2 - Change of Conditions

2.01

- (a) Each Full member shall forthwith notify the Secretary of the Association in writing of any suspension or termination of his Aircraft Maintenance Engineer licence by the Minister of Transport.
- (b) Each associate member shall forthwith notify the secretary of the Association in writing of his ceasing to be affiliated with the aviation industry.
- (c) Each apprentice member shall forthwith notify the secretary of the Association in writing of his successful completion of his apprenticeship, or of his termination of enrolment in an Aircraft Maintenance Engineers course, or his termination as an apprentice Aircraft Maintenance Engineer.
- (d) Each corporate member shall forthwith notify the Secretary of the Association in writing of its ceasing to be affiliated with the aviation industry or of its ceasing to be an active corporation.
- (e) In the event of any such change referred to in paragraph 2.01 (a), (b), (c), or (d), the membership of any such Full Member, Associate Member, Apprentice Member, or Corporate Member, may, subject to the complete discretion of the Directors, forthwith be terminated as such member. Provided, however, that nothing herein contained shall prohibit any subsequent application for appropriate membership in the Association by any such individual.

ARTICLE III (cont)

Section 3 - Furtherance of Objects of Board

- 3.01 All members of the Association should use their best efforts to, and shall aid in the enforcement of the by-laws of the Association and shall advance the aims and objects thereof.

Section 4 - Termination of Membership

- 4.01 Membership in the Board is not transferable and lapses and ceases to exist upon the death of any individual member.
- 4.02 Corporate membership is not transferable and lapses and ceases to exist upon the dissolution, winding up, or bankruptcy of any firm or corporation.
- 4.03 Any member may resign by notice in writing to the Secretary of the Association, which resignation shall be effective upon receipt thereof, or otherwise in accordance with the by-laws of the Association.
- 4.04 In the event of the lapse or cessation of membership of any member, all membership cards or other certificates relating thereto shall forthwith be surrendered to the Secretary of the Association. Any member resigning his or its members subsequent to the 31st day of December, shall be liable for the annual fee applicable to such class of membership for the current year or such portion thereof as may be determined by the Directors.

Section 5 - Reapplication for Membership

- 5.01 Any person, firm or corporation whose membership has ceased or has been otherwise terminated for any reason whatsoever shall be entitled to reapply for membership in the Association in accordance with the provisions of the by-laws of the Association, but this provision shall not be applicable where the membership of the member has been terminated by the Board or any committee thereof and the member has been prohibited from reapplying for a period set out in the decision of the Board or the committee that terminated such member's membership.
- 5.02 Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

ARTICLE IV

FEES

Section 1 - Initiation Fee

- 1.01 A new member, on being admitted as a member, shall pay the initiation fee applicable to his classification of membership at the time of such admission.

Section 2 - Annual Fees

- 2.01 Fees will be reviewed on an annual basis to see if they should be changed. If so, the changes will be proposed by the membership at our Annual Meeting.
- 2.02 Annual fees shall be for the fiscal year April 1 to March 31, and shall be payable on or before the 30th day of April in each year.
- 2.03 Members admitted to membership in the Association shall pay the current initiation fee and shall pay either the full membership fee or, if applicable, the pro-rated amount as presented in the most current membership application published.
- 2.04 The Secretary shall notify the members of the annual fee payable by each member, and if any fee or other amounts payable to the Association are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Association, but any such members may, on payment of all unpaid fees or other amounts payable to the Association, be reinstated as members by the Directors.

Section 3 – Promotional Efforts

- 3.01 In an effort to stimulate membership enrolment, the Board of Directors may from time to time waive the initiation fee.
- 3.02 At the discretion of the Board of Directors the annual membership fee may be reduced for those members who find themselves in financial difficulties.

ARTICLE V

MEETING OF MEMBERS

Section 1 - Annual Meeting

- 1.01 Subject to compliance with the Canada Corporations Act, the annual meeting of the members of the Association shall be held at such time and place within Ontario as the Directors may by resolution determine.
- 1.02 At such annual meeting, there shall be presented a report of the Directors on the affairs of the Association for the previous year, a financial statement of the Association and the auditor's report thereon and such other information or reports relating to the Association's affairs as the Directors may determine.

Section 2 - Election Meeting

- 2.01 Each year a meeting shall be held at such time and place as the Directors may by resolution determine for the purposes of electing the President, the Vice-President and the Directors.
- 2.02 The persons so elected shall not take office until the adjournment of the annual meeting following the election meeting at which they were elected. Upon the adjournment of that annual meeting, they shall automatically take office and shall hold office until the adjournment of the next following annual meeting or until their successors are duly elected or appointed.
- 2.03 Prior to the election meeting, the Directors shall establish a nomination committee in accordance with this by-law.
- 2.04 Additional nominations for any of the offices may be made at the election meeting if a written nomination for the person so nominated has been filed with the Secretary by two Full members, together with the written consent of the person so nominated at any time prior to the election meeting.
- 2.05 Notwithstanding anything to the contrary contained in this by-law, the Chairman of the election meeting shall be the most immediate past president of the Association who is a member of the Association.

Section 3 - Special General Meeting

- 3.01 Other meetings of the members to be known as Special General Meetings, may be convened by order of the President, by three or more Directors or upon the written request of not less than twenty-five Full Members, which meeting may be held at any date and time and any place within Ontario.

ARTICLE V (cont)

Section 4 - Notice

- 4.01 Notice stating the date, hour and place of meeting and the general nature of the business to be transacted shall be given to each member and to the auditor of the Association at least twenty days before the date of each annual meeting. Notice shall be given by mailing by prepaid, ordinary post and / or by electronic notice at least twenty days prior to the day of the annual meeting, which notice shall be mailed to each member at the last known address of that member, as is known to the Secretary.
- 4.02 Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any member or by the auditor of the Association.
- 4.03 Any notice sent to the address of the member as it appears on the records of the Association shall be deemed to have been duly and validly given in accordance with this section and the member shall be deemed to have received such notice on the second day after such notice was so sent.
- 4.04 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Section 5 - Omission of Notice

- 5.01 The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

Section 6 - Voting at Meetings

- 6.01 Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes, the Chairman shall both on a show of hands and at a poll have a second and casting vote in addition to the vote to which he may be entitled as a member.
- 6.02 At a meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of that fact.
- 6.03 If at any meeting, a poll is demanded on the election of a Chairman, or on a question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, it shall be taken in such manner and either at once or after adjournment as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

ARTICLE V (cont)

Section 7 - Chairman

- 7.01 In the absence of the President, the First Vice-President, and the Second Vice-President, if any, the members present at a meeting of members shall choose another Director as Chairman and if no Director is present, or if all the Directors present decline to act as Chairman, the members present may choose one of their number to be Chairman.

Section 8 - Quorum

- 8.01 The presence of twenty-five (25) Full members in person or represented by proxy shall constitute a quorum in any meeting of members, and no business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such meeting.

Section 9 - Auditor

- 9.01 At each annual meeting, the Full members shall appoint an auditor to hold office until the next annual meeting and may authorize the Directors to determine the auditor's remuneration. If an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

Section 10 - Adjournment

- 10.01 The Chairman of any meeting may, with the consent of the meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members. Any business may be brought before and dealt with at any adjourned meeting which might have been brought before and dealt with at the original meeting in accordance with the notice calling the same.

ARTICLE VI

DIRECTORS

Section 1 - Board of Directors

- 1.01 The affairs of the Association shall be managed by the Board of Directors.
- 1.02 The Board of Directors shall be composed as follows:
- (a) The President;
 - (b) The Vice-President;
 - (c) The Immediate Past President;
 - (d) Seven (7) Directors at Large, and
 - (e) Six (6) Area Directors, one of which shall reside in each of the following regions with the exception of the Central and GTA regions where these directors may reside in either region. The regions the AME Association of Ontario are:
 - South-east region;
 - South-west region;
 - Northern region;
 - GTA (Greater Toronto Area) region;
 - Central region; and
 - Quebec region,which regions are defined by appendix "B" to this by-law, which appendix is attached to and hereby forms part of this by-law.
- 1.03 Where the retiring President is unwilling or unable to serve or continue to serve as a Director for the following year, his position on the new board shall be filled by election or appointment as the circumstances may dictate.
- 1.04 Until changed in accordance with the Canada Corporations Act, the number of Directors shall be sixteen (16), of whom five (5) shall constitute a quorum for the transaction of business at any meeting of the Directors.
- 1.05 The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the by-laws or any special resolution of the Association or by statute expressly directed or required to be done by the Association at a general meeting of the members.
- 1.06 If an Area Director moves out of the region which he represents, he shall resign his position as Area Director within thirty (30) days thereof, and the Board of Directors shall appoint an acting Area Director for the balance of the term of office so vacated by the resigning Area Director.

ARTICLE VI (cont)

Section 2 - Qualifications of Directors

- 2.01 Every Director shall be twenty-one (21) or more years of age and shall be a Full member of the Association.

Section 3 - Vacancies on Board of Directors

- 3.01 The office of a Director of the Association shall be vacated:
- (a) if he ceases to be a Full member;
 - (b) if, by notice in writing to the Secretary of the Association, he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
 - (c) if he becomes bankrupt or a receiving order is made against him or he makes an assignment under the Bankruptcy Act (Canada);
 - (d) if an order is made declaring him to be a mentally incompetent person or incapable of managing his own affairs;
 - (e) if he is convicted of any criminal offence, or
 - (f) with the exception of the Area Directors, he has been absent from three (3) consecutive meetings of the Directors in which event he shall be deemed to have resigned his office, subject to review by the Board of Directors. The results of the review shall be forwarded by the Secretary to such director by registered mail.

Section 4 - Election of Directors and Term of Office

- 4.01 Each Director, inclusive of the President and the Vice-President, shall be elected to hold office until the second annual meeting after he shall have been duly elected and qualified. Half (½) the Board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified.
- 4.02 Six Directors, or portion of, shall be elected by the members annually by ballot in accordance with procedures adopted by the current Board of Directors. Two Directors to be appointed by the Board. Ballots shall be mailed to the members by the Secretary.
- 4.03 Retiring Directors shall remain in office until the adjournment of the annual meeting at which time the new Board of Directors is duly elected.

ARTICLE VI (cont)

- 4.04 From time to time in the event of any vacancy, however caused, occurring in the Board of Directors (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors from among the qualified members of the Association if the Directors see fit to do so; otherwise, such vacancy shall be filled at the next annual election meeting of the members, and any Director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused the vacancy.

Section 5 - Removal of Directors

- 5.01 Deleted per *Not-For-Profit Corporations Act* S.C. 2009, c.23

Section 6 - Remuneration of Directors

- 6.01 The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties.

Section 7 - Meetings of Directors

- 7.01 Meetings of the board of Directors and the Executive Committee of the Board of Directors (if any) may be held either at the head office of the Association or at any other place within Ontario. The Board of Directors shall each year, by resolution, decide on the feasibility of bringing the Area Directors to the Annual Meeting.
- 7.02 A meeting of Directors may be formally called by the President or a Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of any two (2) Directors.
- 7.03 The Board of Directors shall meet not less than five (5) times in each year.

ARTICLE VI (cont)

7.04 Notice of Directors Meeting

Notice of any meetings of Directors shall be delivered, telephoned or sent by electronic notice to each Director not less than one (1) day before the meeting is to take place, or shall be mailed to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Association. The Directors may consider or transact any business either special or general at any Directors' meeting.

7.05 A meeting of the Board of Directors may be held at any time without formal notice if all of the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director and such waiver may be validly given either before or after the meeting to which such waiver relates. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way be assent or dissent.

7.06 For the first meeting of the Directors to be held immediately following the election of directors at an election meeting or special general meeting of the members or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted provided that a quorum of Directors is present.

7.07 Quorum and Voting

Five (5) Directors shall constitute a quorum for the transaction of business. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the Meeting, in addition to his original vote, shall have a second or casting vote. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Section 8 - Banking

8.01 The Directors shall by resolution determine the bank or trust company in which the funds of the Association shall be deposited.

8.02 The signing officers of the Association shall be any two of the following "the President, the Vice-President, the Secretary and the Treasurer".

ARTICLE VI (cont)

Section 9 - Bonding

The General Manager, if any, and the clerical staff, if any, shall give bonds in such amounts respectively as may be required by the Directors, and such other of the staff shall be bonded as the Directors may consider necessary. The cost of all such bonds shall be paid by the Association.

Section 10 - Indemnity to Directors and Others

- 10.01 Every Director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors, administrators and assigns shall from time to time and at all times be indemnified and saved harmless, out of the funds of the Association from and against:
- (a) all costs, charges, and expenses whatsoever which such Directors, officer or other person sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done, or permitted by him in or about the execution of the duties of his office, and
 - (b) all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Section 11 - Protection of Directors and Officers

- 11.01 No Director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or default of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage, or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication, or misappropriation of or any damage resulting from any dealings with any money, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful or willful act or through his own wrongful or willful neglect or default.

ARTICLE VI (cont)

- 11.02 The Directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Directors. If any Director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as Director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Association, the fact of his being a Director or officer of the Association shall not disentitle such Director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

Section 12 - Rules and Regulations

- 12.01 The Directors may prescribe rules and regulations not inconsistent with this by-law relating to the affairs of the Association. Such rules and regulations and any amendments to the existing rules and regulations shall have immediate force and effect that shall cease to be effective if not confirmed with or without variation by the members at the next annual meeting.

ARTICLE VII

OFFICERS OF THE ASSOCIATION

Section 1 - Officers

- 1.01 There shall be a President, a Vice-President, a Secretary and a treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer, and such other officers as the Board of Directors may determine by by-law from time to time.
- 1.02 One person may hold more than one office, except the offices of President and Vice-President.
- 1.03 The positions of President and Vice-President shall be elected by the members at the annual meeting of members. All other offices shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election, then the incumbents, being members of the Board, shall hold office until their successors are elected.
- 1.04 All Officers, except the General Manager, if any, shall be Full members of the Association.

Section 2 - President

- 2.01 The President, when present, shall preside at all meetings of the Association and of the Directors and shall have the general management and direction, subject to the authority of the Directors, of the Association's business and affairs. Without limiting the generality of the foregoing, the President may, in his discretion, declare and fill vacancies on any committee; however, the Directors may refuse to confirm such appointment. The President, together with the Secretary or other officer appointed by the Directors shall sign all by-laws of the Association.

Section 3 - Vice-President

- 3.01 The Vice-President, or, if more than one, the Vice-Presidents in order of seniority as determined by the Directors, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President or, if more than one, the Vice-Presidents, may possess and may exercise such other powers and duties as may from time to time be assigned to him or them by the Directors.

ARTICLE VII (cont)

Section 4 - Secretary

- 4.01 The Secretary shall, when present, act as Secretary of all meetings of Directors and members and shall have charge of the minute books and the seal of the Association and the documents and registers referred to in the ACT. He shall give all notices required to be given to members and to Directors and he shall sign all membership certificates. He shall perform all duties incident to his office or that are properly required of him by the Board of Directors.

Section 5 - Treasurer

- 5.01 The Treasurer shall collect all Association fees and, subject to the provisions of any resolution of the Board of Directors, shall have the care and custody of all the funds and securities of the Association and shall deposit same in the name of the Association in such bank or trust company as the Board of Directors may direct. He shall keep or cause to be kept the books of account and accounting records required by the ACT. He shall perform all duties incident to his office or that are properly required of him by the Board of Directors. He shall prepare all accounts for payment upon approval thereof by the Directors. He shall render quarterly statements to the Directors and he shall also render an annual statement to the Board in such detail as may be required by the Directors.
- 5.02 On March 31st, or so soon thereafter as is practicable, he shall have accounts and books of the Association for the fiscal year preceding audited by the auditors appointed by the Directors and at the first meeting of Directors subsequent to the annual meeting of the members, turn over all funds, books, papers and other property of the Association to his successor.
- 5.03 The Treasurer may be required to give such bonds for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided.

ARTICLE VII (cont)

Section 6 - General Manager

- 6.01 The Board of Directors may, from time to time, appoint a General Manager and may delegate to him full authority to manage and direct the business and affairs of the Association (except such matters and duties as by law must be transacted or performed by the Board of Directors or the members in general meeting). He may employ and discharge agents and employees of the Association or may delegate to him any lesser powers.
- 6.02 The General Manager shall conform to all lawful orders given to him by the Board of Directors of the Association and shall at all reasonable times give to the directors or any of them, all information they may require regarding the affairs of the Association. Any agent or employee appointed by a General Manager shall be subject to discharge by the Board of Directors.
- 6.03 The General Manager is subject to discharge by the Board of Directors.

Section 7 - Appointment of Officers and Vacancies

- 7.01 The officers shall serve without remuneration, except that the General Manager, if any, shall be entitled to such remuneration as the Directors shall fix by resolution.
- 7.02 If the office of the President becomes vacant, the First Vice-President shall be appointed President of the Board by resolution of the Board of Directors. If the office of the Vice-President becomes vacant, the Directors shall by resolution appoint a Director as Vice-President.
- 7.03 Any Director who is also an Officer shall vacate his office at the same time as he vacates his position as Director.

ARTICLE VIII

COMMITTEES

Section 1 - Committees

- 1.01 The following standing committees may be appointed by the Directors each year following the annual meeting, and the members of such committee shall serve for one (1) year or until their successors have been appointed:

By-laws Committee
Education Committee
Membership Committee
Nomination Committee
Program Committee
National Advisory Committee
Technical Committee
Newsletter Committee

- 1.02 The Directors may, from time to time, constitute such other committees as they may deem necessary and shall prescribe their duties.

Section 2 - Meetings of Committees

- 2.01 The Directors shall at or subsequent to the annual meeting of the Board, appoint not less than one (1) Full member and not more than seven (7) Full members of the Association to be members of each of the aforesaid committees and shall designate one of the members of each committee as a Chairman thereof. The President shall be an ex officio member of each such committee but shall not be included in the numbers referred to herein.
- 2.02 The Committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit, provided however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of such business.
- 2.03 Questions arising at any meeting of the Committee shall be decided by a majority of the votes cast and in the case of an equality of votes, the Chairman shall have a second or casting vote.

Section 3 - Rules and Regulations

- 3.01 Any committee may pass rules and regulations relating to its affairs which will become effective upon ratification by the Directors.

ARTICLE VIII(cont)

Section 4 - Duties of Committees

4.01 By-laws Committee

It shall be the duty of this committee to examine and report to the Directors on any suggested amendment to the by-laws.

4.02 Education Committee

It shall be the duty of the Education Committee to make recommendations to the Directors on all matters of an educational nature relating to the Association.

4.03 Membership Committee

It shall be the duty of this committee to promote membership in the Association consistent with the Association's interest and to report in writing to the Directors as may be required.

4.04 Nomination Committee

(a) The Nomination Committee shall consist of the two most immediate and available past Presidents of the Association, the President and one other Full member appointed by the Directors.

(b) It shall be the duty of the Nomination Committee to recommend nominations for the offices of President, Vice-President and the positions of Director. Such recommendations shall be made in writing to the Secretary of the Association not less than one (1) day prior to the date of the annual election meeting as hereinbefore provided in this by-law.

4.05 Program Committee

The Program Committee shall be responsible for the selection of all speakers and shall have charge of all sports, entertainment, and functions of a social nature relating to the Association. This committee shall co-ordinate its activities with the President.

4.06 National Advisory Committee

This committee shall monitor and report on the activities of the National Advisory Committee as established by the Minister of Transport, and at least two (2) of the committee members shall attend the meetings of the federally established National Advisory Committee.

4.07 Technical Committee

This committee shall review and consider and, where necessary, report on any problem of a technical nature which affects the aviation industry.

4.08 Newsletter Committee

This committee shall prepare and publish a newsletter as frequently as directed to do so by the Board of Directors.

ARTICLE IX

EXECUTION OF DOCUMENTS AND BORROWING POWERS

Section 1 - Execution of Contracts

- 1.01 Contracts, documents or instruments in writing requiring the signature of the Association, may be signed by the President, or the Vice-President together with the Secretary or the Treasurer, and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any officer, or officers or any person, or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 1.02 When required, the corporate seal of the Association may be affixed by the President or the Secretary to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Directors.
- 1.03 The term "contracts, documents, or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments or shares, bonds debentures or other securities and all paper writing.
- 1.04 In particular, without limiting the generality of the foregoing, the President or a Vice-President, together with the Secretary or the Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Association and to sign and execute (under the corporate seal of the Association or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights warrants or other securities.

ARTICLE IX (cont)

Section 2 - Respecting the Borrowing of Money, Etc.

- 2.01 The Directors may from time to time:
- (a) Borrow money upon the credit of the Association in such amounts and upon such terms as may be deemed necessary.
 - (b) Issue the bonds, mortgages, debentures, or other securities of the Association for the lawful purposes of the Association for such amounts and upon such terms as may be deemed necessary, but no such bond, mortgage, debenture or other security shall be for a sum less than One hundred dollars (\$100.00) each, and may pledge, or sell the same for such sums at such prices as may be deemed expedient or be necessary.
 - (c) Charge, hypothecate, mortgage or pledge all or any of the real or personal property, rights and assets of the Association to secure any such bonds, mortgages, debentures or other securities and any indebtedness of the Association or sum or sums borrowed for the purposes of the Association and any instrument or hypothecation, mortgage or pledge may contain such covenants, powers, provisos and agreements as the members may think expedient.
- 2.02 Nothing in this by-law contained shall limit or restrict the borrowing of money by the Association in bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.
- 2.03 Any amendments to this article must comply with the terms of Letters Patent, or supplementary Letters Patent, if any, of the Association.

ARTICLE X

CREST

The Directors may from time to time adopt any mark, symbol, device or crest, for the use by the Association or the Full Members thereof. Any Full Member may thereafter use any such mark, design, device, symbol or crest on stationery or on advertising material, but no Member shall use any such mark, design, device, symbol or crest on any legal or other forms without the consent of the Directors, by resolution. No corporate member shall use any such mark, design device, symbol, or crest unless and until the Directors have given their express prior written approval of such use.

ARTICLE XI

MEETINGS - ORDER OF PROCEDURE

Unless otherwise provided by in this by-law, the order of procedure at meetings of this Association shall be according to the latest edition of "Roberts Rules of Order" by General Henry M. Roberts.

ARTICLE XII

MEMBERSHIP IN AFFILIATED ASSOCIATION

The Association shall be a member of any association having similar objects and by-laws to this Association.

ARTICLE XIII

VOTING SHARES AND SECURITIES IN OTHER COMPANIES

All of the shares or other securities carrying voting rights of any other company or corporation held from time to time by the Association may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such other company or corporation and in such manner and by such person or persons as the Directors shall from time to time determine.

The duly authorized signing officers of the Association may also from time to time execute and deliver for and on behalf of the Association, proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board of Directors.

ARTICLE XIV

FISCAL PERIOD OF THE ASSOCIATION

The first fiscal period of the Association shall terminate on the 31st day of March, 1985, and thereafter the fiscal year of the Association shall terminate on the 31st day of March, in each and every year or on such other date as the Directors may from time to time by resolution determine.

ARTICLE XV

AMENDMENT OF BY-LAWS

The by-laws of the Association may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

IN WITNESS WHEREOF we have hereunto set our hands at the Town of Caledon, in the Regional Municipality of Peel, on the 31st day of May, 1984.

Edwin Thomas Ruth, First Director

James Chatham Leggat, First Director

William Arnold Boles, First Director

Harry Eugene Hope, First Director

William George Alexander, First Director

John Leonard Leggat, First Director

Gordon Thomas Aust, First Director

ARTICLE XVI

LEGAL DEFENCE / CONTINGENCY FUND

Considering that the aim of the Aircraft Maintenance Engineers Association of Ontario is to enhance and protect the values, privileges and rights of the Aircraft Maintenance Engineer, financial assistance may be required to allow the Association and/or its members to retain legal assistance. The Legal Defence / Contingency Fund has been established to serve this purpose.

Section 1 - Purpose of Fund

- 1.01 The Association shall create and maintain a fund to provide assistance to Full Members of the Association who are involved in legal proceedings arising out of any of the following events.
- 1.02 To provide assistance to a Full Member in the payment of legal fees incurred in defending enforcement action commenced by the Minister of Transport that could result in a Full Member having his Aircraft Maintenance Engineer licence either suspended or revoked.
- 1.03 To provide assistance to a Full Member in the payment of legal fees incurred in prosecuting an action for wrongful dismissal where the Full Member alleges that he was wrongfully dismissed because of his insistence on maintaining a high standard of airworthiness with respect to aircraft that he was assigned to work on.
- 1.04 To provide assistance to a Full Member in the payment of legal fees incurred by said member where he is the defendant in court proceedings in which an allegation is made that the Full Member was negligent in performing his work as an Aircraft Maintenance Engineer.

Section 2 - Monies

- 2.01 As part of each membership paid annually to the Association, the sum of one dollar shall be deposited in the Legal Defence / Contingency Fund.
- 2.02 Monies paid for the Legal Defence / Contingency Fund will be kept separate from the general revenue of the Association. The assets in the Legal Defence / Contingency Fund will be deposited in such financial institution as the Directors may from time to time designate. All interest earned on the Legal Defence / Contingency Fund assets will be added to the Legal Defence / Contingency Fund.

Section 3 - Limitations on Amount of Funds Available

- 3.01 The maximum amount available to a Full Member in any one calendar year will be the product of \$200.00 times the number of years of continuous membership in the Association.
- 3.02 In the event that in any calendar year the total claims made against the Legal Defence / Contingency Fund exceeds the funds available, each claimant will receive his pro rata share of the total of the funds available.

- 3.03 All claims made for assistance from the Legal Defence / Contingency Fund in any calendar year will be paid within 45 days after the end of the calendar year.
- 3.04 The Full member will be limited to the amount of monies designated by the association, multiplied by the Full member's continuous membership (in years of service) unless it is deemed by the Board of Directors of the Association to be in the joint benefit of AMEs in general (e.g. Type cases).

Section 4 - Claims Procedures

- 4.01 To make a claim for assistance from the Legal Defence / Contingency Fund, a Full Member must submit an application in writing to the Directors of the Association. The applicant shall include the following information:
(a) A brief description of the legal proceedings the Full Member is involved in;
(b) Copies of invoices received by the Full Member from his legal advisor showing that work has been done on behalf of the member in relation to a situation or claim made against the Full Member as set out in Section 1 of this article.
- 4.02 All claims for assistance from the Legal Defence / Contingency Fund must be made in the calendar year in which the Full Member is invoiced by his legal advisor for work done on his behalf in relation to the situation set out in Section 1.
- 4.03 The Directors shall meet within three weeks of the end of the calendar year to consider all applications received for assistance from the Legal Defence / Contingency Fund. The Directors shall determine the amount available to each Full Member who has made an application. The amount payable shall be determined as set out in Section 3 of this article.
- 4.04 The Directors have sole authority to determine the utilization of the Legal Defence / Contingency Fund. Decisions of the Directors shall be considered as final.

Section 5 - Other Legal Expenses

- 5.01 The Legal Defence / Contingency Fund may be used for the initiation of legal proceedings made by the Association on behalf of, and in the name of the member(s).
- 5.02 Legal proceedings may be initiated for, but are not limited to, court challenges of aviation laws, loss of licence privileges, and class action suits.
- 5.03 Said legal proceedings made on behalf of the Association may only be initiated on approval of the Directors.

Section 6 – Transfer of Funds

- 6.01 In times of need and when circumstances warrant it, as determined by the Board of Directors, monies may be transferred from the contingency fund to the operating fund to enable the day to day operation of the Association; however they shall be reimbursed to the contingency fund when replacement operating funds become available.

APPENDIX "A"

FEES FOR MEMBERS

1. Initiation Fee

New Full Members	\$15.00
New Associate Members	\$15.00
New Apprentice Members	\$15.00
New Corporate Members	\$15.00
New Retired Members	\$15.00

(a) Transfer of Membership:

A member transferring membership from one category of membership to another category of membership having a higher initiation fee shall pay the difference between the two fees, provided however that a member transferring membership for one category to another category having a lower initiation fee shall not be entitled to any reimbursement for same.

2. Annual Fees

Full Members	\$ 50.00
Associate Members	\$ 50.00
Apprentice Members	\$ 25.00
Corporate Members	\$275.00
Retired Member	\$ 25.00

3. Payment of Fees

- (a) The initiation fee is payable upon application for membership.
- (b) Annual fees are payable and due on the first day of April.

APPENDIX "B"

Regions of the AME Association of Ontario

1. For the purpose of electing the Area Directors, the regions referred to in Article VI, subparagraph 1.02 (e) shall be those areas as defined by the postal code designated by Canada Post and assigned postal codes beginning with the letters K, L, M, N, P, G, H and J.
2. The regions shall be defined as follows:
 - (a) South-east region shall be defined by postal codes beginning with the letter K.
 - (b) South-west region shall be defined by postal codes beginning with the letter N.
 - (c) Northern region shall be defined by postal codes beginning with the letter P.
 - (d) GTA (Greater Toronto Area) region shall be defined by postal codes beginning with the letter M.
 - (e) Central region shall be defined by postal codes beginning with the letter L.
 - (f) *Quebec region shall be defined by postal codes beginning with the letters G, H or J.*