

**BY-LAWS**

**A by-law relating generally to the transaction of the affairs of**

**COMOX VALLEY AIRPORT COMMISSION**

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# 1. GENERAL

## 1.1 DEFINITIONS

In these By-laws:

- (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) **"Board"** means the board of directors of the Commission.
- (c) **"By-laws"** means this by-law and any other by-laws of the Commission as amended and which are, from time to time, in force and effect.
- (d) **"Commission"** means the Comox Valley Airport Commission.
- (e) **"Director"** means a member of the Board.
- (f) **"LGA"** means the Local Government Act, R.S.B.C. 2015, c. 1.
- (g) **"Local Government"** has the meaning set forth in section 4.5 of these By-laws.
- (h) **"Nominating Committee"** has the meaning set forth in section 4.4 of these By-laws.
- (i) **"Nominating Entities"** means, subject to section 4.5, the City of Courtenay, the Town of Comox, the Village of Cumberland, the Comox Valley Regional District and the Comox Valley Chamber of Commerce.

## 1.2 INTERPRETATION

In the interpretation of these By-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. The definitions in the Act shall apply to these By-laws.

## 1.3 CORPORATE SEAL

The Commission may have a corporate seal in the form approved from time to time by the Board.

## 1.4 EXECUTION OF DOCUMENTS

- (a) All documents requiring execution by the Commission may be signed by any two of its officers or Directors;
- (b) The Board may from time to time direct how and by whom a particular document or type of document shall be executed;

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- (c) Any person authorized to sign any document may affix the corporate seal (if any) to the document.
  - (d) Any Director or officer may certify a copy of any instrument, resolution, By-laws or other document of the Commission to be a true copy thereof.

## **1.5 ANNUAL FINANCIAL STATEMENTS**

The Commission may, instead of sending copies of the annual financial statements and other documents referred to in section 172(1) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in section 172(1) are available at the registered office of the Commission and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **1.6 INVALIDITY OF ANY PROVISIONS OF THESE BY-LAWS**

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

## **1.7 OMISSIONS AND ERRORS**

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Commission has provided notice in accordance with the By-laws or any error in any notice not affecting the substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

# **2. MEMBERSHIP**

## **2.1 MEMBERS**

- (a) There shall be one class of members of the Commission.
- (b) Only current Directors of the Commission are eligible for membership in the Commission. A person who becomes a Director shall automatically become a member, and no application or acceptance into membership by the Board shall be required.

- (1) Each member shall be entitled to receive notice of, attend and vote at all meetings of members.

## **2.2 MEMBERSHIP DUES**

There shall be no membership dues.

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## **2.3 NOTICE OF MEETING OF MEMBERS**

- (a) Notice of the time and place (if any) of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
- (1) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
  - (2) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (b) Pursuant to section 197(1) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Commission to change the manner of giving notice to members entitled to vote at a meeting of members.

## **2.4 TERMINATION OF MEMBERSHIP**

- (a) A membership in the Commission is terminated when:
- (1) the member resigns by delivering a written resignation to the chair of the Board of the Commission in which case such resignation shall be effective on the date specified in the resignation;
  - (2) the member is expelled or is otherwise terminated in accordance with the articles or By-laws;
  - (3) the member ceases to be a Director;
  - (4) the Commission is liquidated or dissolved under the Act; or
  - (5) the member dies.
- (b) Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Commission, automatically cease to exist.

## **2.5 EFFECT OF TERMINATION OF MEMBERSHIP ON DIRECTORS**

If an individual ceases to be a member, they automatically cease to be a Director.

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## **3. MEETING OF MEMBERS**

### **3.1 PERSONS ENTITLED TO BE PRESENT**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Commission and such other persons who are entitled or required under any provision of the Act, articles or By-laws of the Commission to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **3.2 CHAIR OF THE MEETING**

In the event that the chair of the Board and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **3.3 QUORUM**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be the majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **3.4 VOTES TO GOVERN**

At any meeting of members every question shall, unless otherwise provided by the articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **4. DIRECTORS**

### **4.1 NUMBER OF DIRECTORS**

The number of Directors shall be at least six (6). Subject to the minimum and maximum number of Directors as set out in the Articles, the Board may, from time to time, fix a higher number of Directors.

### **4.2 ELECTION AND TERM**

- (a) Subject to the Articles, the members shall elect the Directors at each annual meeting of the members for which an election of Directors is required.
- (b) Each Director shall be elected to hold office until the close of the third annual meeting of the

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members. However, the term length may be shorter (until the close of the first or second annual meeting of the members) as determined by the Board based on the Commission's needs for balancing succession and maintaining Board continuity. At the end of their term, such Director shall retire as a Director, but, if qualified, shall be eligible for re-election. A Director may serve a maximum of three (3) full terms. For greater clarity, the term of elected Directors shall begin at the close of the annual general meeting of the members at which they were elected.

- (c) The terms of the Directors in office at the time these By-laws come into force, shall remain unaffected.

### **4.3 DIRECTOR QUALIFICATIONS**

In addition to the qualifications of Directors set out in the Act, an individual is disqualified from becoming a Director if that individual:

- (a) is at the time or within two years immediately preceding their appointment has been:
- (1) a member of the Senate or House of Commons of the Parliament of Canada;
  - (2) a member of the Legislature of a Province; or
  - (3) an elected representative of a local government, as defined in the LGA;
- (b) is at the time or within the year immediately preceding their appointment has been:
- (1) an employee or agent of His Majesty in right of Canada or a Province;
  - (2) an employee or agent of a federal or provincial Crown corporation;
  - (3) an employee of a local government, as defined in the LGA;
  - (4) a director, officer or employee of an air carrier;
  - (5) a director, officer or employee of any organization that is a bargaining agent for employees of the Commission or an air carrier;
  - (6) an officer, other than the chief executive officer or employee of the Commission;
  - (7) a shareholder of a corporation in which the Commission has an ownership interest;
  - (8) a director, officer, or employee of any airport authority; or
  - (9) in receipt of remuneration or financial benefit from the Commission, other than remuneration or financial benefit received in their capacity as a Director or chief executive officer;
- (c) is the spouse, common-law partner or child of a Director;

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- (d) is a child of a spouse or common-law partner of a Director;
  - (e) is neither a Canadian citizen, nor a permanent resident of Canada;
  - (f) maintains their principal residence outside Canada; or
  - (g) has been convicted of a criminal offence related to the employment of that person or the management of a society, corporation or unincorporated association of business.

#### **4.4 NOMINATING COMMITTEE**

The nominees for election as a Director will be selected by a committee comprised of such individuals as may be appointed by the Board (the “**Nominating Committee**”).

#### **4.5 NOMINATION OF DIRECTORS**

- (a) The Nominating Committee shall propose nominees that will enable the members to elect a Board with a balance of skills, knowledge and experience and to achieve or maintain the following desired Board composition:
  - (1) five Directors selected from candidates proposed by the City of Courtenay, the Town of Comox, the Village of Cumberland and the Comox Valley Regional District (the “**Local Governments**”);
  - (2) one candidate selected from candidates proposed by the Comox Valley Chamber of Commerce; and
  - (3) up to three other Directors who have the particular skills, knowledge or experience required by the Board.provided that the majority of the Directors, to the extent practicable, are at all times ordinarily of School District 71.
- (b) The Local Governments, collectively, in the manner determined by the Board from time to time, shall be entitled to propose to the Nominating Committee between five and ten qualified individuals to be considered for nomination.
- (c) The Comox Valley Chamber of Commerce shall be entitled to propose to the Nominating Committee, in the manner determined by the Board from time to time, at least two qualified individuals to be considered for nomination.
- (d) If any of the Nominating Entities fail to propose a sufficient number of qualified individuals within the period set by the Board from time to time, the Nominating Committee may solicit other qualified individuals for the respective Director positions.

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## **4.6 CEASING TO HOLD OFFICE**

In addition to the grounds set forth in the Act, a Director ceases to hold office when the Director:

- (a) fails to attend three consecutive meetings of the Board unless this provision is specifically waived for a named Director in a resolution passed by the Board, excluding the named Director;
- (b) fails to sign the annual Director Disclosure Statement and Undertaking Form at or before each annual general meeting of the members; or
- (c) ceases to be a member.

## **4.7 DIRECTOR REMUNERATION**

Directors of the Commission are entitled to receive a reasonable fixed honorarium for their service. The Board, from time to time, may amend the honorarium to ensure alignment with industry standards and organizational and financial sustainability of the Commission.

## **4.8 EFFECT OF TERMINATION OF DIRECTORSHIP ON MEMBERS**

If an individual ceases to be a Director, they automatically cease to be a member.

# **5. MEETING OF DIRECTORS**

## **5.1 CALLING OF MEETINGS**

The Directors may meet to conduct business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the Board may be held at the place, if any, at the time and on the notice, if any, that the Directors may think fit.

## **5.2 VOTES TO GOVERN**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **5.3 COMMITTEES**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

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## **6. OFFICERS**

### **6.1 DESCRIPTION OF OFFICES**

The powers and duties of all officers of the Commission shall be such as the terms of their engagement call, for or the Board or chair requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **6.2 VACANCY IN OFFICE**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Commission. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officers ceasing to be a Director (if a necessary qualification of appointment); or
- (d) such officer's death.

If the office of any officer of the Commission shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

## **7. INDEMNIFICATION AND INSURANCE**

### **7.1 INDEMNIFICATION**

- (a) Subject to the limitations contained in the Act, but without limiting the right of the Commission to indemnify any individual to the full extent permitted by law, Commission shall, from time to time and at all times, indemnify each Director or officer or former Director or officer (and each such individual's respective heirs, executors, administrators, or other legal personal representatives and their estate and effects), against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceedings in which the individual is involved because of that association with the Commission provided that the individual to be indemnified:
  - (1) acted honestly and in good faith with a view to the best interests of the Commission; and
  - (2) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

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- (b) The Commission may advance money to a Director, or officer for the costs, charges and expenses of a proceeding referred to in section 7.1(a). The individual shall repay the money if the individual does not fulfil the conditions of section 7.1(a).

## **7.2 INSURANCE**

The Commission shall purchase and maintain insurance for the benefit of an individual referred to in section 7.1 against any liability incurred by the individual their capacity as a director or an officer of the Commission.

## **8. BY-LAW AMENDMENTS**

Prior to amending these By-laws in accordance with the Act, the Commission shall seek input and advice from the Nominating Entities on any proposed material revisions.

The undersigned hereby confirms that these By-laws have been approved in accordance with the Act.

**DATED** the 8<sup>th</sup> day of October, 2025.

**// Original signed and held on file//**

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Name: Miriam Myers

Title: Secretary