

## PREAMBLE

The Global Helicopter Pilots Association, Local 103 of the Office and Professional Employees International Union (OPEIU) has its headquarters in Vancouver, British Columbia, Canada. The Global Helicopter Pilots Association recognizes that our first and greatest responsibility is to the safety, well-being, and comfort of the clients we transport each and every day. With this responsibility in mind, the Global Helicopter Pilots Association will strive to adhere to the Code of Ethics and the principles set forth in this Preamble.

The Global Helicopter Pilots Association was founded to further the best interests of all helicopter pilots.

The Global Helicopter Pilots Association is to be organized and directed by the membership, for the benefit of the membership, and is founded on the principle of providing each member, to the maximum extent practical, an opportunity to direct the Association's leadership in the conduct of its affairs. Accordingly, the Association is dedicated to ensuring an equal voice for all helicopter pilots in the management of our relationship with our employer and the regulatory bodies, and in the continued efforts to promote the well-being of our membership and their families.

The activities of the Global Helicopter Pilots Association will be directed to achieve the following:

- Strive to ensure a working environment that is safe, healthy, and rewarding.
- Protect and enhance the career expectations of all members of this Association.
- Negotiate and maintain collective agreements which secure long term benefit for the Membership.
- Maintain an efficient and responsible organization to minimize the financial burden on the Membership.
- Maintain an organizational structure that ensures the elected officials are always accountable and responsive to the Membership.

## ***SOCIETY ACT***

### **CONSTITUTION**

1. The name of the society is the Global Helicopter Pilots Association.
2. The purposes of the Global Helicopter Pilots Association are:
  - a) To operate as a non-profit employee organization.
  - b) To protect and safeguard the rights of individual members and to promote the interests of the helicopter piloting profession.
  - c) To promote and maintain the highest standard of flight safety in the aviation industry.
  - d) To establish and exercise the right of collective bargaining as a means of entering into collective agreements with respect to terms and conditions of work and the settlement of disputes and grievances which may arise and to represent the interests of members in relation thereto.
  - e) To negotiate improvement in the rates of compensation, hours of employment and working conditions.
  - f) Without restricting the generality of the foregoing, to encourage, promote and maintain enlightened and innovative principles of labour relations including:
    - i. creation of working conditions whereby work and the provision of services become a source of personal and professional satisfaction;
    - ii. recognition and encouragement of employees' motivations, potential for development, capacity for assuming responsibility and readiness to work for organizational goals; and
    - iii. recognition of the principle of participation by and consultation with employees in joint undertakings to accomplish organizational objectives and goals subject to corporate interests.
  - g) To sponsor and support legislation and regulations affecting helicopter pilots and the industry as a whole which may improve working conditions.
  - h) To establish and maintain regular and effective communications to keep the membership well informed.

- i) To affiliate with other employee organizations of local, national, or international jurisdiction if, in the judgment of the membership, such affiliation will be beneficial.
- j) To assist and/or include international, national, provincial or local groups of employees who may be engaged in related occupations when, in the judgment of the membership, it shall be beneficial.
- k) To establish sound financial policy, to levy dues and assessments, and to secure benefits that will provide protection for its members.
- l) To levy dues and assessments upon the members, in accordance with this Constitution and to provide the funds necessary to carry on the business and objectives of the Global Helicopter Pilots Association.
- m) To lease or purchase real estate for the convenient conduct and execution of the Global Helicopter Pilots Association's business.
- n) To engage in any and all other activities consistent with and in the furtherance of the objectives of the Global Helicopter Pilots Association stated herein.

## **BYLAWS**

Here set out, in numbered clauses, are the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

### **ARTICLE I. DEFINITIONS**

1. The words "Association" or "GHPA", when used herein, mean the Global Helicopter Pilots Association.
2. The third person masculine gender, when used throughout the Bylaws of the Global Helicopter Pilots Association, shall be understood to mean the third person masculine and feminine gender.
3. The word "written", when used herein, means electronic or traditional form.
4. The word "petition", when used herein, means electronic or traditional form.
5. The word "Headquarters", when used herein, means the GHPA main office location.
6. The words "ratification" or "ratify", when used herein, means a ballot, including an electronic ballot, to approve or confirm by a majority of the votes cast.
7. The words "absolute majority", when used herein, means a vote of a majority of all eligible voters, whether present or not.
8. The word "ballot" when used herein means a paper or electronic system to register a vote.

### **ARTICLE II. MEMBERSHIP**

#### **Categories of Membership and Eligibility**

1. Any person falling within a category described below will be considered eligible for membership in that category, subject to approval of his application by the Association.

## **Active Members**

2. Active members are permanent employees of CHC Global Operations (2008) Inc. serving as flight crew members who:
  - require a flight crew member's license to conduct their duties;
  - have completed their first line flight as a flight crew member or have received their first full month's pay as a flight crew member, whichever is earlier; and
  - do not perform permanent managerial duties.
3. For the purpose of membership in the Association, and without prejudice to his eligibility for any insurance or mutual aid benefits, a member who is grounded for medical reasons shall remain Active until such time as he is no longer eligible for Extended Mutual Aid, whether he claims such mutual aid or not.
4. Active status shall further be retained while a member is temporarily removed from flight duty for the purpose of undergoing training.
5. A former Active GHPA member returning from inactive status, shall be considered an Active member as of the first day that he is returned to the payroll.

## **Honorary and Life Members**

6. The Association Executive may grant Honorary or Life membership to any person whose service to the Union does merit such privilege.
7. Honorary and Life members of the Union shall not be eligible to vote or to hold office but may attend meetings and have access to the GHPA website, forum, and email.
8. Honorary and Life members shall not be required to pay dues.

## **Application for Membership**

9. Applicants for Active membership must demonstrate that they meet the definition in Section 2 above.
10. Each applicant, by becoming a member of the Association, agrees and subscribes, without reservation, to all the provisions, conditions and stipulations in the Constitution, Bylaws, and Code of Ethics currently in effect or as they may be added to, repealed or amended.
11. Any wilful misstatements, misleading information or withholding of material information on an application may be cause for rejection or expulsion.

## **Dues, Fees and Assessments**

12. Any flight crew member who fails to apply for membership upon becoming eligible for Active membership, as defined in the Constitution, shall be deemed, for the purpose of assessment of back dues, to have accepted the benefits of the Association without assuming any of the obligations thereof. Should he, at some later, date make application for membership in the Association, he shall be required to pay, if he has not already done so, all dues which would have accrued as a member of the Association from the date on which he became eligible for such membership.
13. All members shall be required to pay dues and assessments applicable to them as set out herein.
14. General assessments may be levied by the Association Executive on all Active Members to cover extraordinary expenses for any lawful Association business, provided such assessments are approved by ratification of the membership, and provided that such approval is obtained before such expenditures are made.
15. The dues of the membership shall be one percent (1.0%) of the gross monthly income for Active Members and non-members as determined by the Association Executive on an annual basis. Any change in dues must first be ratified by the membership.
16. Retroactive pay received by any members will be subject to GHPA dues.
17. Severance pay, and pay received while a member is laid off or on leave of absence will not be subject to GHPA dues.
18. A member on sick leave will be charged dues during the period he continues on the payroll at full pay. When sick leave, at full pay, expires, a member will not be charged dues for the period of involuntary leave of absence. Dues will not be deducted from STD or LTD payments.



## **Member Rights**

19. The ultimate direction and control of the Association shall be vested in the members. The members' approval shall be required for all major decisions herein delineated and shall be determined by secret ballot. Specifically:

- Elect all officers;
- Ratify all Constitutional amendments;
- Ratify any change in dues and/or assessments;
- Ratify all collective agreements, all Letters of Understanding and all Letters of Commitment;
- Ratify any merger;
- Ratify any proposed job action; and
- Recall any officer.

## **Cessation of Membership**

20. A person ceases to be a member of the GHPA when he ceases to be employed by CHC Global Operations (2008) Inc.

## **Article III. ASSOCIATION GOVERNING AUTHORITY**

1. The Biennial General Meeting when in session shall be the legitimate source of all authority in the Association except where otherwise restricted by the Constitution and Bylaws.
2. When the Association is not in Biennial General Meeting, the Association Executive, subject to the provisions of the Constitution and Bylaws, shall be the governing body of the Association.

## **Article IV. BIENNIAL GENERAL MEETINGS**

1. There shall be a Biennial General Meeting of the Association.
2. The place and date of the biennial general meeting shall be fixed by the Association Executive to occur in April, May or June in odd-numbered calendar years. The deadline to submit resolutions is to be posted on the GHPA website and emailed to the membership via the GHPA email at least sixty (60) days prior to convention. All forms of electronic and video-conferencing technology will be used to include as many members as possible.

3. All travelling, salary and subsistence expenses of the delegates approved by the Association Executive attending the Association's biennial general meeting shall be paid for out of funds of the Association at a rate to be determined by the Association Executive.
4. A member of the Association may submit resolutions to biennial general meeting provided that the member and at least one other member of the Association sign each resolution.
5. The Association Executive may submit its own resolutions to biennial general meeting.
6. All resolutions for submission at the biennial general meeting must be delivered to and received at the Association's headquarters at least thirty (30) days before convention.
7. The Association Executive shall arrange that each member be sent a electronic copy of all resolutions that have been received by the deadline, together with a copy of reports from the President and Secretary-Treasurer (or Treasurer) along with the audited financial statements to be submitted to the convention, at least fifteen (15) days before the biennial general meeting.
8. A resolution or question except a resolution to amend the Constitution and Bylaws may be presented from the floor of the biennial general meeting if two-thirds majority of the members present and voting vote to admit it.
9. All voting at the biennial general meeting shall be by electronic ballot.
10. Except as herein provided the meetings shall be conducted in accordance with Robert's Rules of Order.

#### **Article V. ASSOCIATION EXECUTIVE**

1. The Association Executive shall consist of the President, First Vice-President, Second Vice-President, and either Secretary-Treasurer or Secretary and Treasurer. All members of the Association Executive shall be members in good standing with the Association.
2. Except as herein otherwise provided, the affairs of the Association shall be managed by the Association Executive and it may employ persons or pay for such assistance as it may require, and otherwise use the funds of the Association in furthering the interests of members.
3. The expenses of members of the Association, while engaged in Association work, may be authorized by the Association Executive and shall be paid out of the funds of the Association.



4. The Association Executive will be entitled to out of pocket expenses to cover expenses incurred by the Association Executive while serving the Association. These amounts will be reviewed at the end of every fiscal year.
5. The Association Executive shall be elected for a two-year term by secret ballot by majority vote of all respondents via electronic means.
6. At the biennial general meetings beginning in 2013, the members shall elect the following Association Executive members:
  - President; and
  - Vice President [2].
7. In years where no biennial general meetings are held beginning in 2012, the members shall elect the following Association Executive members by electronic ballot:
  - Vice President [1]; and
  - Secretary-Treasurer or Secretary and Treasurer.
8. Any member of the Association Executive shall be eligible for re-election or re-appointment unless disqualified.
9. A member of the Association Executive, if resigning, shall do so in writing to the Secretary-Treasurer, the Secretary, or the President.
10. Any member of the Association Executive may be removed at any time by a two-thirds majority vote of the members of the Association in a secret ballot. When ten percent (10%) of members of the Association sign a petition the Association Executive shall instruct that an electronic ballot be prepared and distributed by a member of the Association and not by any member of the Association Executive.
11. In the event of a member of the Association Executive being convicted of a criminal offence, or being declared mentally incompetent, the person may thereupon be disqualified from holding office on the Association Executive by unanimous vote of all the other members of the Association Executive.
12. In the event of a vacancy between biennial general meetings in the office of President, First Vice-President, Second Vice-President, or Secretary-Treasurer (or Secretary and Treasurer), the Association Executive shall elect by majority vote from amongst the Association Executive a person to fill the office.
13. A quorum of the Association Executive shall be a majority of Association Executive members.

14. Meetings of the Association Executive may be called at any time by the President or in the President's absence or incapacity by a Vice-President or by any two members of the Association Executive.
15. Notice of meetings of the Association Executive shall be sent to each member of the Association Executive not less than seventy-two hours prior to the time of the meeting. In cases of emergency, any two members of the Association Executive may call a meeting. Meetings may take place by electronic means.
16. Except as herein provided the Association Executive meetings shall be conducted in accordance with Robert's Rules of Order.

#### **Article VI. PRESIDENT AND VICE-PRESIDENTS**

1. The President shall preside at meetings of the Association and of the Association Executive and perform such other functions as are required by these Bylaws. In the absence of the President, a Vice-President shall act for the President. In the absence of the President and both the Vice-Presidents, a Chairperson shall be elected by the meeting.

#### **Article VII. SECRETARY-TREASURER**

2. The Secretary-Treasurer or Secretary shall be responsible for keeping a record of all the proceedings of the meetings of the Association and the Association Executive. The minutes of the Association Executive shall be made available to Association members, the Association's auditors, and any other persons authorized in writing by the Association Executive.
3. The Secretary-Treasurer or Secretary will send out notices of all meetings of the Association and the Association Executive in accordance with the provisions of these Bylaws.
4. The Secretary-Treasurer or Secretary or such other person as the Association Executive may designate shall keep a list of all members of the Association.
5. The Secretary-Treasurer or Treasurer shall keep proper accounts and records of all financial transactions and shall be custodian of such books and records.
6. The Secretary-Treasurer or Treasurer and/or President shall have the care and custody of the Fund of the Association and shall deposit the same in the name of the Association in its bank or other financial institution.

7. The Secretary-Treasurer or Treasurer shall keep an accurate account of all monies received and disbursed in a form satisfactory to the Association Executive and the Association's auditors and shall make the Association's books and records available at all times to the members of the Association Executive, the auditors and when required, to any other persons authorized in writing by the Association Executive.
8. The Association Executive of its own motion may from time to time establish the sum of money which the Secretary-Treasurer or Treasurer may pay from petty cash.
9. The Secretary-Treasurer or Treasurer shall initiate the preparation of an Annual Statement of the Association's financial position as soon as possible after the close of each fiscal year. This statement shall be so prepared as to give a clear and reasonable statement of the Association's financial position and shall be in such form as the Association Executive and the Association's auditors may require. It shall be submitted for audit and certification as soon as possible after the close of the fiscal year, and shall be placed before the biennial general meeting of the Association.
10. The Secretary-Treasurer or Secretary and Treasurer shall perform such other duties as the Association Executive may require.

#### **Article VIII. REFERENDA**

1. The Association Executive may of its own motion submit any question to a referendum vote of all, or part of, the Association membership.
2. Any question, motion or resolution submitted for referendum shall be so framed as to be capable of a direct affirmative or negative answer and all members in good standing shall be entitled to vote.
3. Where a referendum is to be taken, the questions, motion or resolution shall be printed on an electronic ballot and forwarded to each member of the Association who is entitled to vote. Ballots shall be forwarded to all members on the same day. The voting shall be secret. Notice as to the time within which the ballots must be returned shall be forwarded with the ballots. A simple majority of the votes counted shall prevail except for Article XI(6) relating to debentures and Article XIII relating to amending the constitution.
4. Prior to the sending out electronic ballots, the Association Executive shall appoint an Election Chair who after the expiration of the time for receiving ballots shall tally the results and prepare a report for the Association Executive. As soon as possible after the report has been made, the

Secretary-Treasurer or the Secretary shall forthwith inform each member of the Association of the results.

5. On recommendation by the bargaining unit Negotiating Committee, negotiated collective agreements shall be submitted for ratification by members in the bargaining unit concerned. Ratification shall be by simple majority of those voting.

#### **Article IX. COMMITTEES**

1. The Association Executive shall have authority to appoint any member of the Association to serve on any committees. The Association Executive shall establish the duration of all such appointments.
2. The members of the Association appointed subject to Article IX(1) may represent the Association on committees involving agencies or individuals outside the framework of the Association.
3. The members of the Association appointed subject to Article IX(1) may serve on such committees as the Association Executive may from time to time deem necessary for the operation of the Association.

#### **Article X. AUDITORS AND FISCAL YEAR**

1. The auditors of the Association shall be appointed by the biennial general meeting and shall hold this post for a period of two years.
2. The auditors shall submit a report of their audit and the financial position of the Association to the biennial general meeting.
3. The fiscal year of the Association shall end on the 30th day of June in each year.

#### **Article XI. BANKING AND INVESTMENT**

1. The bank or other financial institution of the Association shall be such as the Association Executive may from time to time determine.
2. All money, cheques and drafts of the Association shall be deposited to its credit in its bank or other financial institution promptly after receipt thereof.
3. Cheques drawn on the Association's accounts or cheques or drafts for deposit to the Association's credit, shall be signed by the President or the Secretary-Treasurer and supporting documentation submitted to the Association Executive for review.

4. The Secretary-Treasurer shall make out or obtain receipt in not less than duplicate for all monies paid to or paid by the Association respectively and shall keep one of such copies on file.
5. The Association Executive may invest any of the funds of the Association not required for current expenditures.
6. The Association may borrow or raise or secure the payment of money in such a manner as it thinks fit and in particular by the issue of debentures. The debentures shall not be issued without the sanction of a two-third majority of the voting membership in a referendum subject to Article VI of the Bylaws.
7. In event of disbanding the Association, all assets shall be used to the benefit of its members.

#### **Article XII. SIGNING OFFICERS**



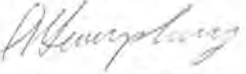




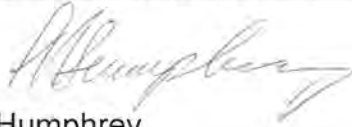


1. Except as herein otherwise provided, all documents requiring execution on behalf of the Association shall be signed by any two of the Association Executive.

#### **Article XIII. AMENDMENTS**

1. The Constitution and Bylaws may be amended by a two-thirds majority of the members voting at the biennial general meeting.
2. The Constitution and Bylaws may be amended by a two-thirds majority vote of the members by referendum in accordance with Article VI if five per cent of Association members, in good standing, sign a petition that such an amendment be put to a membership referendum.
3. Notwithstanding the above, the Constitution and By-laws may be amended by a two-thirds majority vote of the members by referendum in accordance with Article VI if the Association Executive decides that such an amendment be put to a membership referendum.



Dated 18 JANUARY 2012

WITNESSES	APPLICANTS FOR INCORPORATION
 Ardina Ainsworth 2222 Miles St East Thunder Bay ON P7C 1K2	 James Whately 1011 Riverdale Road Thunder Bay, ON P7J 1N3
 CURTIS HUMPHREY 18598 66A AVE SURREY, BC V3S 1Z1	 Norman Robichaud PO Box 273; 470 South Road Gabriola, BC V0R 1X0
 Curtis Humphrey 18598-66A Avenue Surrey, BC V3S 1Z1	 Anthony Boehm 301-3161 W 4 Avenue Vancouver, BC V6K 1R6
 Anthony Boehm 301-3161 W 4 Avenue Vancouver, BC V6K 1R6	 Curtis Humphrey 18598-66A Avenue Surrey, BC V3S 1Z1
 Curtis Humphrey 18598-66A Avenue Surrey, BC V3S 1Z1	 Jovica Maksimcev 15477-109 Avenue Surrey, BC V3R 0X5