

Constitution Ratified at GHPA Founding Meeting held June 25, 2006 in Songkhla, Thailand.

PREAMBLE

As helicopter pilots we must recognize that our first and greatest responsibility is to the safety, well-being and comfort of our 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.

CONSTITUTION

ARTICLE I GENERAL PROVISIONS

Section 1 Name

The name of this organization is the "Global Helicopter Pilots Association" (GHPA).

Section 2 Definitions

- a) The word "Constitution", when used herein, means the Constitution of the Global Helicopter Pilots Association.
- b) The words "Association" or "GHPA", when used herein, mean the Global Helicopter Pilots Association (GHPA).
- d) The third person masculine gender, when used throughout the Constitution and Code of Ethics of the Global Helicopter Pilots Association, shall be understood to mean the third person masculine and feminine gender.
- e) The word "membership", when used herein, means the Active Membership in good standing as defined in the Constitution.
- f) The word "written", when used herein, means electronic or traditional form.
- g) The word "petition", when used herein, means electronic or traditional form.
- h) The word "Headquarters", when used herein, means the GHPA main office location.
- i) 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.
- j) The words "absolute majority", when used herein, means a vote of a majority of all eligible voters, whether present or not.
- k) The word "ballot" when used herein means a paper or electronic system to register a vote.

Section 3 Objectives

The objectives for which the Association is formed include the following:

- 1 To operate as a non-profit employee organization.
- 2 To protect and safeguard the rights of individual members and to promote the interests of the helicopter piloting profession.
- 3 To promote and maintain the highest standard of flight safety in the aviation industry.
- 4 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.
- 5 To negotiate improvement in the rates of compensation, hours of employment and working conditions.
- 6 Without restricting the generality of the foregoing, to encourage, promote and maintain enlightened and innovative principles of labour relations including:
 - a) creation of working conditions whereby work and the provision of services become a source of personal and professional satisfaction;
 - b) recognition and encouragement of employees' motivations, potential for development, capacity for assuming responsibility and readiness to work for organizational goals;
 - c) recognition of the principle of participation by and consultation with employees in joint undertakings to accomplish organizational objectives and goals subject to corporate interests;
- 7) To sponsor and support legislation and regulations affecting helicopter pilots

and the industry as a whole which may improve working conditions. 8) To establish and maintain regular and effective communications to keep the membership well informed.

9) To affiliate with other employee organizations of local, national, or international jurisdiction if, in the judgment of the membership, such affiliation will be beneficial.

10) 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.

11) To establish sound financial policy, to levy dues and assessments, and to secure benefits that will provide protection for its members.

12) 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 Association.

13) To lease or purchase real estate for the convenient conduct and execution of the Association's business. 14) To engage in any and all other activities consistent with and in the furtherance of the objectives of the Association stated herein.

Section 4 Membership Rights

a) 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:

1) Elect all officers 2) Ratify all Constitutional amendments 3) Ratify any change in dues and/or assessments 4) Ratify all collective agreements, all Letters of Understanding and all Letters of Commitment 5) Ratify any merger 6) Ratify any proposed job action 7) Recall any officer.

Section 5 Logo

The official GHPA logo is under development.

BYLAWS

ARTICLE I MEMBERSHIP

Section 1 Categories of Membership

The categories of membership are:

a) Active b) Executive Active c) Inactive d) Honorary e) Life f) Retired

The Constitution shall be applicable to and govern all members except as otherwise provided herein.

Section 2 Eligibility

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.

a) Active Members.

Active members are persons who serve as flight crew members who, in their duties require a flight crew member's license, 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 who do not perform permanent managerial duties. In case of disagreement, the Association Executive will have the final decision as to what constitutes managerial duties. 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. Active status shall further be retained while a member is temporarily removed from flight duty for the purpose of undergoing training. 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.

b) Executive Active Members.

An Executive Active member is a member who has been so classified. Any member of the Association who is permanently employed in an executive or managerial capacity but whose primary job function is still the flying of Company aircraft, whether checking, instructing or testing, shall be reclassified as eligible for Executive Active membership. Approval of the Association Executive is required before the classification becomes final. Eligibility for this category shall also require that the member meet the requirements of Active membership in the Association. Executive Active members shall be entitled to the rights and benefits of Active membership, except that they shall not have the right to vote, hold elected or appointed office, including committee assignments, attend Association meetings or be on the Active membership mailing list of the Association.

Notwithstanding the above, the final eligibility for Membership in any category shall be in accordance with the Canadian Industrial Relations Board findings.

c) Inactive Members.

An Active member shall automatically assume Inactive status when he retires, or when he ceases to be employed, or while he is serving in the Canadian Armed Forces during time of war. Inactive members shall not be placed on the Association's Active correspondence mailing list. When a member eligible for Active membership in the Association is prevented by circumstances beyond his control from continuing such Active status, the Association Executive may allow him to remain as an Inactive member with such rights, privileges and responsibilities which the Association Executive may wish to establish, not inconsistent with the Constitution.

d) Honorary Members.

An Honorary member is a person who, by ratification of the membership, has been granted Honorary membership in the Association. Honorary membership shall be restricted to those who have been of outstanding service to the Association. There shall be only one (1) such Honorary membership eligible for vote on any one ballot. Normally, there will be only one such ballot authorized during the term of any Association Executive. Posthumous awards may be made.

e) Life Members.

A Life member is a person who, by ratification of the membership, has been granted Life membership in the Association. Life membership shall be restricted to those who have been of outstanding service to the Association and shall be entitled to all the benefits of the category of membership to which they would normally belong, but shall not pay dues. There shall be only one (1) such Life membership eligible for vote on any one ballot. There will be only one such ballot authorized during the term of any Association Executive. Posthumous awards may be made.

f) Retired Members.

A person who is no longer an Active member by virtue of retirement. At the discretion of the Association Executive, Retired members will be able to attend the closest meeting where they will be granted Observer status. At the request of a Retired Member, the Association Executive closest to his domicile and Global Helicopter Pilots Association Headquarters would include him as a recipient of any pertinent correspondence and notifications.

Section 3 Application for Membership

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

Section 4 Membership Cards

Members in good standing in all categories shall be given a membership card. The card shall contain the name of the member and such additional information as may be deemed necessary by the Association Executive.

Section 5 Admission of New Helicopter Groups

Ratification of the membership will be required for the admission of any new helicopter group.

Section 6 Dues, Fees and Assessments

a) 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, in addition to the regular initiation fee, all of the annual dues which would have accrued as a member of the Association from the date on which he became eligible for such membership.

b) All members shall be required to pay the initiation fees, dues and assessments applicable to them as set out herein and in the Financial provisions of the Policy Manuals and according to the rules therein specified.

c) 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.

d) The required initiation fee for membership in GHPA is \$50.00. The suggested "support" fee for membership in GHPA is \$200.00 which validates permanent access.

f) Dues are established according to the ballot questions submitted and tallied May 12, 2006. This fee may be re-calculated at between 0.75% and 1.0% of gross income for Active Members and non-members as determined by the Association Executive on an annual basis. Any change in dues beyond the range of values stated herein must first be ratified by the membership.

g) Retroactive pay received by any members will be subject to GHPA dues.

h) A member will not be charged dues during the period he is laid off, nor will he be charged dues while on leave or severance pay.

i) 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.

Article II ASSOCIATION GOVERNING AUTHORITY

1 The convention 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 meeting in convention, the Association Executive, subject to the provisions of the Constitution and By-laws, shall be the governing body of the Association.

Article III CONVENTIONS

1 There shall be a Biennial Convention of the Association.

2 The place and date of the convention 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 printed in Association publications 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 attending the Association's annual convention 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 convention 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 convention.

6 All resolutions for submission to convention must be delivered to and received at the Association's headquarters at least forty-five (45) days before convention.

7 The Association Executive shall arrange that each delegate to convention be sent a copy of all resolutions that have been received by the deadline, together with a copy of reports (President, Secretary-Treasurer and Executive Director, along with the audited financial statements) to be submitted to the convention, at least thirty (30) days before convention.

8 A resolution or question except a resolution to amend the Constitution and Bylaws may be presented from the floor of the convention if two-thirds majority of the members present and voting vote to admit it.

9 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 referred to herein shall consist of the President, First Vice-President, Second Vice-President and Secretary-Treasurer (the Table Officers) and base representatives appointed in accordance with Article IV. 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 Association Executive members for assistance as it may require, and otherwise use the funds of the Association in furthering the interests of members. Compensation for the performance of the duties required of Association Executive members, are authorized if deemed to be i.a.w. Association business and may be payable in the form of monthly installments where applicable.

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 President, First Vice-President, Second Vice-President, and Secretary-Treasurer shall be elected by secret ballot by majority vote of all the accredited delegates present in person or via electronic means and voting at the Association's Biennial Convention.

5 Any member of the Association Executive shall be eligible for re-election or re-appointment unless disqualified.

6 A member of the Association Executive, if resigning, shall do so in writing to the Secretary-Treasurer or the President.

7 Any Table Officer may be removed at any time by a two-thirds majority vote of the members of the Association in a secret ballot. When ten per cent of members of the Association sign a petition the Association Executive shall instruct that a ballot be

prepared and distributed by an employee of the Association and not by any member of the Association Executive.

8 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.

9 In the event of a vacancy between conventions in the office of President, First Vice-President, Second Vice-President, or Secretary-Treasurer, the Association Executive shall elect by majority vote from amongst the Association Executive a person to fill the office.

10 A quorum of the Association Executive shall be a majority of Association Executive members.

11 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.

12 Notice of meetings of the Association Executive shall be sent to each member of the Association Executive and to chapter chairpersons 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. In extreme cases the meeting may take place by electronic means.

13 Except as herein provided the Association Executive meetings shall be conducted in accordance with Robert's Rules of Order.

Article VI 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 a ballot paper 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, and the method by which the ballots must be returned shall appear on the ballot paper. A simple majority of the votes counted shall prevail except for Article X (6) relating to debentures and Article XIV relating to amending the constitution.

4 Prior to the sending out of the ballots, the Association Executive shall appoint three Scrutineers and as the ballots marked "Ballot" are received, they shall be turned over by the Secretary-Treasurer to the Scrutineers, unopened, and after the expiration of the time for receiving ballots, the Scrutineers shall proceed to open the envelopes and count the ballots. As soon as possible after their report has been made, the Secretary-Treasurer 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 VII 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 By-laws. 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 VIII SECRETARY-TREASURER

1 The Secretary-Treasurer 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.

2 The Secretary-Treasurer shall cause the sending out of notices of all meetings of the Association and the Association Executive in accordance with the provisions of these By-laws.

3 The Secretary-Treasurer or such other person as the Association Executive may designate shall keep a list of all members of the Association.

4 The Secretary-Treasurer shall cause to have proper accounts and records kept of all financial transactions and shall be custodian of such books and records.

5 The Secretary-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.

6 The Secretary-Treasurer shall cause to have kept 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.

7 The Association Executive of its own motion may from time to time establish the sum of money which the Secretary-Treasurer may pay from petty cash.

8 The Secretary-Treasurer shall cause 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 Annual Convention of the Association.

9 The Secretary-Treasurer shall perform such other duties as the Association Executive may require.

Article IX AUDITORS

1 The auditors of the Association shall be appointed by the Annual Convention.

2 The auditors shall submit a report of their audit and the financial position of the

Association to the Annual Convention.

Article X 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 any one of the President, the Vice-Presidents and the Secretary-Treasurer, and in the absence of any of them, by such members of the Association Executive as the Association Executive may by resolution appoint.

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 membership in a referendum subject to Article VI of the By-laws.

7 In event of disbanding the Association, all assets shall be used to the benefit of its members.

Article XI SIGNING OFFICERS

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

Article XII 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 XII(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 XII (1) may serve on such committees as the Association Executive may from time to time deem necessary for the operation of the Association.

Article XIII FISCAL YEAR

1. The fiscal year of the Association shall end on the 31st day of December in each year.

Article XIV AMENDMENTS

1 The Constitution and By-laws may be amended by a two-thirds majority of the delegates voting in Convention.

2 The Constitution and By-laws may be amended by a two-thirds majority vote 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 by referendum in accordance with Article VI if the Association Executive decides that such an amendment be put to a membership referendum.

Transitional Measures

1 Notwithstanding the provisions contained within the Constitution, in particular Article V (4), the President, First Vice-President, Second Vice-President, and Secretary-Treasurer (Table Officers) shall be elected for an Interim Period of six (6) months by a show of hands at the founding meeting.

2 Notwithstanding Article V (1) and (4), be it resolved that due to unavoidable circumstances, some Table Officer positions may have to be combined for the Interim Period.

3 Notwithstanding Article I GENERAL PROVISIONS Section 4, members and the Elected Executives at the founding meeting may, if deemed appropriate, appoint Committees needed to expedite needed interpretations and to conduct concurrent research and reports.

4 After the six (6) month period, if the Association Executive is successful in establishing a strong membership, elections for the Table Officers will be conducted via electronic ballot through an organization such as evote.ca, or similar organization, so that the entire membership may participate by secret ballot.

5 After the 6 month Interim Period, be it resolved that these temporary measure be revoked and deleted from the Constitution without the need to follow Article XIV in the Constitution.