

# ONTARIO SAILING ASSOCIATION

## Proposed Resolution Annual Meeting 2023

### Amendment of By-laws

#### Overview

As part of the transition to the Ontario Not-for-Profit Corporations Act every incorporated not-for-profit corporation in Ontario needs to file an Articles of Amendment to recognize the new items that have been moved into the Articles of Incorporation (as opposed to previously being in only by-laws).

#### Proposed Motion

Motion to approve the amendments to the Ontario Sailing Association by-laws in the form presented and included with notice of meeting of the Members.

#### Overview of the Amendments to the By-laws

The portions of the by-laws that are highlighted **BLUE** are reworded sections to better align with the details of the Act without changing the document in any substantive way.

Chair is the term found in the new Act as opposed to President, we have adjusted the term in the by-laws to align with the Act.

The portion of the by-laws that are highlighted **YELLOW** are sections that have been changed in a matter that impacts the intent or meaning of the by-laws.

#### Section 2- Directors

##### 2.1 Election and Term

Directors Determination of Number – New wording to recognize the changes made to Articles of Incorporation committing to a minimum and maximum number of Directors and the ensuring special resolution setting the number of Directors. This stems from the new requirement under the Ontario Not-for-Profit Corporations Act to include number of Directors in the Articles of Incorporation.

##### 2.6 Nominations

b) c. Regarding the deadline of submissions for nominations – Removing the statement completely to allow more flexibility to meet committee requirements and accept applications at later dates if needed.