

**ONTARIO SAILING ASSOCIATION
BY-LAW NO. 11
*Proposed September 26th, 2023***

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BE ENACTED AND IT IS HEREBY ENACTED as a by-law of **Ontario Sailing Association** as follows:

SECTION 1 - GENERAL

1.1 Purpose

This By-Law relates to the general conduct of the affairs of the Association.

1.2 Objects

The Objects of the Association shall be as expressed in its Articles.

1.3 Definitions

In this by-law and all other by-laws and resolutions of the Association, unless the context otherwise requires:

"Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and any act that may be substituted therefor as amended or re-enacted from time to time

"Annual Meeting" means an annual meeting of Members.

"Articles" means the letters patent incorporating the Association dated July 1, 1970, as from time to time amended and supplemented by supplementary letters patent or articles of amendment;

"Association" means the corporation governed by the Act and named the Ontario Sailing Association;

"Board" means the Board of Directors of the Association;

"By-Laws" means this by-law and all other by-laws of the Association from time to time in force and effect;

"Director" means an individual occupying the position of director on the Board;

"Meeting of Members" means an Annual Meeting or a Special Meeting.

"Member" is a person who qualifies as such pursuant to subsection 8.1, and **"Members"** has a corresponding meaning;

"Officer" means an officer of the Association; and

"Representative" has the meaning attributed to that term in subsection 8.4; and

"Special Meeting" means a special meeting of Members.

1.4 Interpretation

Other than as specified above, all terms contained in the By-Laws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and other genders, and words importing persons may include individuals, corporations, partnerships, trusts and unincorporated organizations.

1.5 Severability and Precedence

The invalidity or unenforceability of any provision of the By-Laws shall not affect the validity or enforceability of the remaining provisions of the By-Laws. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.6 Seal

The seal of the Association, if any, shall be in the form determined by the Board.

1.7 Emblem

The Association may adopt and use such emblems and insignia as may be approved by the Board from time to time.

1.8 Offices

The head / registered office and executive offices of the Association shall be in the Province of Ontario at a location determined by the Board.

1.9 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document may be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

SECTION 2 - DIRECTORS

2.1 Election and Term

Whereas the Articles of the Association provide for a minimum of five (5) and a maximum of twelve (12) directors, be it resolved that the number of Directors be set at nine (9), that the number of directors to be elected at each Annual Meeting be set at three (3) (subject to variations based on board vacancies from time to time), and that moving forward the Directors by resolution may determine the number of directors within the range set out in the Articles and the number of directors to be elected at each Annual Meeting.

The Directors shall be elected by the Members. Each term of office of a Director shall be three (3) years. A term commences on the date of the meeting at which the Director is elected or appointed until the Annual Meeting three (3) years hence or until their

successor is elected or appointed. Each Director may only serve three (3) consecutive terms.

2.2 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a Court or under Ontario law; or
4. if, at a Meeting of Members called and held in compliance with the Act and these By-Laws, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.3 Filling Vacancies

A vacancy on the Board may be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors, the Directors in office shall, without delay, call a Special Meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.4 Committees

Committees may be established by the Board. Subject to the limitations on delegation set out in the Act, the Board may establish any committee(s) the Board determines necessary for the execution of the Board's responsibilities or to advise the Board. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.5 No Remuneration for Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the

Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

2.6 Nominations

At the end of each fiscal year, the Board shall appoint a Nominating Committee consisting of two (2) or three (3) Representatives, each from a different Member.

- a) Not less than one hundred and twenty (120) days prior to the Annual Meeting, the Nominating Committee shall issue a 'Call for Nominations' using any means of communication (including electronic).
- b) The Call for Nominations will state:
 - a. the method by which nominations may be made;
 - b. any requirements related to nominations; and
 - c. that the deadline for submission of nominations is ninety (90) days prior to the Annual Meeting.
- c) The Nominating Committee shall endeavor to ensure that there is a full slate of qualified candidates for all positions to be elected by the Members. The Chair of the Nominating Committee shall report to the Board at least forty-five (45) days prior to the Annual Meeting, said report to include:
 - a. The names of all the candidates proposed by the Nominating Committee or submitted by any Member; and
 - b. a brief biography of each candidate.
- d) After the Nominating Committee's report has been considered by the Board, the Board by resolution shall determine the names of all the candidates proposed by the Nominating Committee and approved by the Board.
- e) The Nominating Committee report as approved by the Board will be distributed to the Members twenty-one (21) days prior to the Annual Meeting using any means of communication (including electronic).

SECTION 3 - BOARD MEETINGS

3.1 Calling of Meetings

Board meetings may be called by the **Chair**, or any two (2) Directors at any time and any place on notice as required by the By-Laws.

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.3 Notice

Notice of the time and place for the holding of a Board meeting shall be given in the manner provided in Section 10 to every Director not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors

is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting.

3.4 Chairing Meetings

The **Chair** shall chair all Board meetings. In the absence of the **Chair**, the Directors present shall choose one of their number to act as the chair of the meeting.

3.5 Quorum

Quorum for transacting business will be two-fifths (2/5) of the current number of Directors at the time.

3.6 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes: the Chair shall not be entitled to a second or casting vote; and the motion shall not pass.

3.7 Participation by Telephone or Other Communications Facilities

If all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

SECTION 4 – OFFICERS

4.1 Election or Appointment of Officers

The Directors shall **appoint a Chair** from among themselves. The Directors shall appoint from among themselves the Secretary and the Treasurer.

4.2 Chair

The **Chair** shall, subject to the authority of the Board, provide leadership to the Board, ensure the integrity of the Board's process, and represent the Board to outside parties. The **Chair** co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management of the Association. The **Chair** endeavours to ensure that the Board discusses all matters relating to the Board's mandate. The **Chair** shall preside as chair at all meetings of the Board, and Meetings of Members, and shall be an *ex officio* member of all committees.

4.3 Secretary

The Secretary shall be the secretary of Meetings of Members and Board meetings and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. The Secretary shall give or cause to be given, as and when instructed, all notices to Members, Directors and officers. The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association and of all books, papers, records, documents and other instruments belonging to the Association, except when some other officer or agent has been appointed for that purpose.

4.4 Treasurer

The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of funds of the Association. The Treasurer shall render to the Members and the Board whenever required, an account of all the transactions as Treasurer and of the financial position of the Association.

4.5 Vacancies

Vacancies occurring among the Officers during the course of any year may be filled by the Board for the unexpired term of office.

SECTION 5 - FINANCIAL

5.1 Financial Year

Until otherwise ordered by the Board, the financial year of the Association shall end on the last day of March in each year.

5.2 Auditor

The Members shall appoint an auditor who shall examine and report on the financial statements of the Association.

5.3 Banking

The funds of the Association shall be deposited in such Canadian financial institutions as the Board may from time to time determine. Cheques drawn upon the Association's bank account shall be signed by Officers, Directors or full time employees of the Association as the Board may designate from time to time and in accordance with the financial policies adopted by the Board from time to time.

SECTION 6 - DIRECTORS' AND OFFICERS INDEMNITY

6.1 Limitation of Liability

No Director, Officer or committee member of the Association is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board 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 tortious act of any person, firm or Association with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Articles and the By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

6.2 Indemnity

Subject to the Act, every Director and Officer, their heirs, executors and administrators and estate and effects, respectively, 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 that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of the office; and

(b) all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

6.3 Validity of Actions

No act or proceeding of any director or of the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or of the Board.

6.4 Directors' Reliance

Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

SECTION 7 - CONFLICT OF INTEREST

7.1 Conflict of Interest

A Director who is in any way directly or indirectly interested, or could be perceived as interested, in a contract or transaction, or proposed contract or transaction, with the Association shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

SECTION 8 - MEMBERS

8.1 Members

Any yacht or sailing club, power boat groups, school, camp or other boating group, within the Province of Ontario may apply to be a Member of the Association. Such an applicant may become a Member upon meeting the membership conditions set out in subsection 8.2.

8.2 Membership Conditions

Upon submission of a complete application, submission of all required documentation, payment of all required Members' dues, fees and assessments, appointment of a Representative, and acceptance to membership by a resolution of the Board, an applicant becomes a Member. The Secretary shall keep a register of all Members in good standing.

8.3 Good Standing

A Member will be in "good standing" provided the Member has completed and submitted all required documentation, have complied with the By-Laws, have not been suspended or expelled, and have paid all required Members' dues, fees and assessments. Suspension or expulsion may occur in accordance with the following:

1. upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing suspension or expulsion for violation of any provision of the Articles or the By-Laws or any rule, regulation or policy of the Association.
2. The notice shall set out the reasons for the suspension or expulsion.
3. The Member receiving the notice shall be entitled to give the Board a written submission opposing the suspension or expulsion not less than five (5) days before the end of the fifteen (15) day notice period.
4. The Board shall provide the opportunity for a hearing and consider the written submission of the Member before making a final decision regarding suspension or expulsion.

If a Member ceases to be in good standing, such Member will not be entitled to vote at Meetings of Members and shall not be entitled to the benefits and privileges of being a Member.

8.4 Representatives

Each Member in good standing shall be entitled to appoint an individual as its one (1) representative (a "**Representative**") who shall be entitled (subject to the final paragraph of this provision and provided the Member is in good standing), on behalf of such Member, to one (1) vote on all questions coming before any Meeting of Members.

Only appointed Representatives of Members in good standing shall have the right to address a Meeting of Members without previous consent from the **Chair**.

Each Member shall appoint its Representative, and an authorized officer of the Member shall notify the Association in writing of the identity of the Representative, at least seven (7) days before a Meeting of Members in order for the Representative to be entitled to address such Meeting of Members or to vote thereat in accordance with the preceding.

8.5 Dues

All Members' dues, fees and assessments shall be determined by the Board.

8.6 Obligation

All Members, by applying for or continuing membership in the Association, agree and are deemed to agree to the By-Laws and the Articles and all the provisions thereof and to the rules, regulations and policies made thereunder and shall be bound thereby.

SECTION 9 – MEETINGS OF MEMBERS

9.1 Annual Meetings

An Annual Meeting shall be held at such time and on such day in each year as the Board may from time to time determine, for the purpose of receiving the reports and statements required to be placed before the Annual Meeting, electing directors, and appointing the Association's auditor, and for the transaction of such other business as may properly be brought before the meeting.

9.2 Special Meetings

The Board may call a Special Meeting of the Members in accordance with the By-Laws. In addition, not less than 10% of the Members can requisition a Special Meeting in accordance with the Act.

9.3 Place of Meetings

Meetings of Members shall be held at such place in Ontario as the Board shall determine.

9.4 Notice of Meetings and Record Date

Notice of the time and place of each Meeting of Members shall be given in the manner hereinafter provided and in accordance with Section 10 not less than twenty-one (21) days or more than fifty (50) days before the day on which the meeting is to be held and the notice shall state the general nature of the business to be transacted at the meeting. The record date to be used to establish the list of Members who are entitled to receive notice of a Meeting of Members shall be established by the Board with respect to each called Meeting of Members but such record date shall not be more than thirty (30) days prior to the date on which such notice is to be sent and shall not be after the date on which such notice is to be sent.

9.5 Quorum

Representatives of twenty percent (20%) of the Members present, in person or by proxy, shall constitute a quorum for the transaction of business at all Meetings of Members.

9.6 Voting of Members

Business arising at any Meeting of Members shall be decided by a majority of votes unless otherwise required by the Act or the By-laws provided that:

1. each Member shall be entitled to one (1) vote at any Meeting of Members through its Representative;
2. votes shall be taken by a show of hands among all Representatives present and the chair of the meeting, if a Representative, shall have a vote;

3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Representative may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.7 Proxies

A Representative may appoint any person, as the Representative's nominee to attend and act at the meeting in the manner, to the extent and with the power, conferred by the proxy.

A proxy must be executed by the Representative in writing.

Proxies must be deposited with the Secretary, prior to the relevant meeting being called to order, and shall be so specified in the notice calling the meeting.

SECTION 10 - NOTICES

10.1 Notices

The Association may establish with its Members and the Board, various means of communications especially related to notice of Meetings of Members, Nominating Committee reports, and notice of proposed amendments to the By-Laws. The Association may maximize the use of e-mail, web-based information and other means of electronic communications that are in common use in Ontario. It is incumbent on Members to notify the Secretary if traditional mail is requested, in which case the Association will comply.

Any Member may waive any notice required to be given to them under any provision of the Act, the Articles or the By-Laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

10.2 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Meeting of Members shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 11 - DISSOLUTION

Dissolution

In the event of the dissolution of the Association, after the payment of all debts and liabilities, its remaining property shall be distributed in accordance with the Articles.

SECTION 12 – AMENDMENT OF BY-LAWS**Amendment of By-laws**

The By-Laws may be amended in accordance with the Act.

By-Law Number 11 is approved as the sole By-Law for the ONTARIO SAILING ASSOCIATION until amended in accordance with the provisions of that By-Law.

Enacted DATE

Chair

Secretary