

**ONTARIO SAILING ASSOCIATION
BY-LAWS AND CONSTITUTION**

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ONTARIO SAILING ASSOCIATION
BY-LAWS AND CONSTITUTION

BY-LAW NO. 1

BE ENACTED AND IT IS HEREBY ENACTED as a by-law of the Ontario Sailing Association (hereinafter called "Association") as follows:

ARTICLE 1 - INTERPRETATION

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

"Act" means The Corporations Act (Ontario) and any act that may be substituted therefor, as from time to time amended;

"Association" means the corporation, incorporated under the Act by letters patent and named the Ontario Sailing Association;

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

"Executive" means the President, Vice-President(s), Secretary and Treasurer of the Association;

"Letters Patent" means the letters patent incorporating the Association dated July 1, 1970, as from time to time amended and supplemented by supplementary letters patent;

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

"Meeting of Members" includes an Annual Meeting of Members and a Special Meeting of Members.

1.2 Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders, and words importing persons may include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE 2 - NAME

The Association shall be known as the Ontario Sailing Association.

ARTICLE 3 - EMBLEM

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

ARTICLE 4 - OBJECTS

The Objects of the Association shall be as expressed in its Letters Patent, being generally to foster interest in sailing and to promote and encourage proficiency in the sport, particularly among young people in the Province of Ontario; to promote sail-boat racing events, and to encourage the development of skills in sail-boat handling and in seamanship.

ARTICLE 5 - MEMBERSHIP, REPRESENTATION AND VOTING

5.1 Classes of Members: The Membership in the Association shall consist of:

- (a) Members
- (b) Honorary Members
- (c) Individual Members
- (d) Corporate Members
- (e) Special Members

5.2 Members: Any yacht club, power boat or other boating organization (hereinafter called a "Club"), within the Province of Ontario may become a member (a "Member").

5.3 Membership Rights: Upon application, payment of dues, appointment of a Representative and acceptance to membership by a resolution of the directors of the Association, a club or organization becomes a Member (a "Member Club"). The Secretary shall keep a register of Member Clubs in good standing.

5.4 (a) Each Member Club in good standing shall be entitled to one representative (a "Representative") who shall be entitled to one vote on all questions coming before any annual or general meeting of the Association.

- (b) Only Representatives of Member Clubs shall have the right to address a meeting without previous consent from the Chair.

5.5 Representatives: Each Member Club shall, prior to the Annual Meeting, appoint its Representative, and notice of such appointment under the hand of the Secretary or authorized officer of the appointing club, shall be filed with the Secretary of the Association prior to the Annual Meeting.

5.6 Vacancies among the Representatives occurring during their term of office may be filled by the Member Club in which the vacancy has occurred (the "Appointing Club"). Notice of the filling of the vacancy shall be filed forthwith with the Secretary of the Association, by the Secretary or authorized officer of the Appointing Club.

- 5.7 Honorary Members: An Honorary Member shall be elected by a three-fourths vote of the members present and voting at any Meeting of Members. An Honorary Member shall be entitled to all of the privileges of membership without payment of fees but shall not be entitled to hold office or vote unless otherwise qualified to do so.
- 5.8 Individual Members: Replaced by By-Law No. 2
Schedule C
- 5.9 Corporate Members: A corporation or business enterprise shall become a Corporate Member with the prior approval of the Executive upon payment of a prescribed fee and shall have the privilege of membership, but shall not be entitled to hold office or vote.
- 5.10 Special Members: The Board may grant from time to time special memberships to persons in furtherance of the Association's activities or affairs.
- 5.11 Dues: All dues, fees and assessments for all classes of membership shall be determined by the Board. Non-payment of dues by a member of any class shall operate to cancel immediately all rights and privileges of such member until all arrears of dues are paid in full.
- 5.11 Obligation: All members of the Association shall, by accepting membership therein, agree and is deemed to agree to this Constitution and all the provisions thereof and to the rules and regulations made thereunder and shall be bound thereby.

ARTICLE 6 - ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS:

- 6.1 Annual Meetings: Replaced by By-Law No. 6
Schedule G
- 6.2 Special Meetings: The Board or the Executive shall have power to call a Special Meeting of the members at any time and the Executive shall, upon a written request of three Member Clubs, call a Special Meeting provided that if the Executive does not within ten days after receipt of the requisition from the three Member Clubs, call a Special Meeting as aforesaid, then such meeting may be called by the Member Clubs signing the petition.

- 6.3 Place of Meetings: Meetings of Members shall be held at such place in Ontario as the Board or the Executive shall direct.
- 6.4 Notice of Meetings: Notice of the time and place of each Meeting of Members shall be given in the manner hereinafter provided not less than twenty-one (21) 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 it.
- 6.5 Quorum: Representatives ten of the Member Clubs present in person or by proxy shall constitute a quorum for the transaction of business at all Meetings of Members.
- 6.6 Proxies: Replaced by By-Law No. 2
Schedule C

ARTICLE 7 - OFFICERS

- 7.1 Officers: Replaced by By-Law No. 6
Schedule G
- 7.2 Election or Appointment of Officers: Replaced by By-Law No. 2
Schedule C
Replaced by By-Law No. 6
Schedule G
- 7.3 Nominations: Replaced by By-Law No. 6
Schedule G
- 7.4 President: The President shall, subject to the authority of the Board and the Members, have the general management and direction of the business and affairs of the Association. The President shall preside at all meetings of the Executive, the Board, and Meetings of Members and shall be an ex-officio member of all committees.
- 7.5 Vice-President(s): The Vice-President(s) shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President, or such other duties and responsibilities as may be assigned to the Vice-President(s) by the Executive.

- 7.6 Secretary: The Secretary shall attend at and be the secretary of all Meetings of Members, the Board and the Executive, and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. He shall give or cause to be given, as and when instructed, all notices to Members, directors and Officers. He 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.
- 7.7 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. He shall render to the Members and the Board whenever required, an account of all his transactions as Treasurer and of the financial position of the Association.
- 7.8 Executive Director: The Executive Director shall be the full-time general manager of the Association and shall manage the business and affairs of the Association under the direction of the Executive. The remuneration of the Executive Director and other full-time employees of the Association shall be established from time to time by the Executive.
- 7.9 Other Officers: Replaced by By-Law No. 3
Schedule D
- 7.10 Vacancies: Vacancies occurring among the Officers during the course of any year may be filled by the Executive for the unexpired term of office, subject to the ratification by the Board or a Meeting of Members, whichever first occurs.
- 7.11 All Members of the Executive shall serve without remuneration unless such remuneration is expressly approved by a Meeting of Members.

ARTICLE 8 - ADMINISTRATION OF THE ASSOCIATION

- 8.1 For the purposes of providing representation for and liaison with sailors, the Province of Ontario will be subdivided into such Zones having such geographic boundaries within the Province as the Board may from time to time establish. A Chairman shall be elected by each Zone from time to time by the Member Clubs in each Zone. Vacancies occurring among Zone Chairman may be filled by the Executive from time to time, subject to the subsequent election of a Zone Chairman by the Member Clubs of such Zone.

- 8.2 Divisions and Committees: The activities of the Association shall be administered by the following Divisions, each of whom will have Chairman appointed by the Executive:

Competitions Division
 Recreation Division
 Communications Division
 Safety Division

- 8.3 Committees: The Executive of the Association may from time to time by resolution create and appoint other Divisions, committees and sub-committees to further the administration of the affairs of Association.

ARTICLE 9 - DIRECTORS

- 9.1 Number of Directors and Quorum: Replaced by By-Law No. 3
 Schedule D
- 9.2 The Board of Directors: Replaced by By-Law No 6
 Schedule G
- 9.3 Meetings: The Board shall meet at the call of the President or any three Officers, and notice of the time and place of every meeting so called shall be given to each director not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time where the meeting is to be held, except that no notice of a meeting shall be necessary if all of the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.
- 9.4 First Meeting of New Board: Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the Annual Meeting of Members of which such Board is elected.
- 9.5 Voting: At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. Each director shall have one (1) vote at each meeting of the Board. In the case of equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
- 9.6 Duties: The Board shall be responsible for initiating and developing programs and activities to carry out the purposes of the Association and to supervise and direct the Executive and the administrative activities of the Association.

ARTICLE 10 - EXECUTIVE

- 10.1 Executive: The Executive shall consist of the President, Vice-President(s), Treasurer and Secretary of the Association.
- 10.2 Quorum: Three members of the Executive shall constitute a quorum for the transaction of business.
- 10.3 Meetings: Meetings of the Executive shall be held at the call of the President on one week's notice to members of the Executive provided that if all members of the Executive waive notice of or otherwise signify their consent to such meeting being held, the meeting shall be deemed to have been regularly constituted.
- 10.4 Duties: The Executive shall carry out the policies and programs authorized by the Members and the Board under the general supervision of the Board. It may accept the resignations of any Members or Officers. The actions of the Executive shall be subject to being ratified or confirmed by the Board and the Members but, unless any action of the Executive is specifically not ratified and confirmed, it shall be valid as and when taken.

ARTICLE 11 - BUSINESS OF THE ASSOCIATION

- 11.1 Head Office: Replaced by By-Law No. 4
Schedule E
- 11.2 Corporate Seal: Until changed in accordance with the Act, the corporate seal of the Association shall be in the form impressed hereon.
- 11.3 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.
- 11.4 Execution of Instruments: Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by the Executive Director and by a member of the Executive or by any two members of the Executive. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Association may affix the corporate seal thereto.

- 11.5 Waiver of Notice: Any Representative (or his duly appointed proxy) of a Member Club, Officer or auditor of the Association may waive any notice required to be given to him under any provision of the Act, the letters patent or the by-laws of the Association 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.
- 11.6 Investments and Banking: The funds of the Association shall be deposited in such Canadian financial institutions as the Executive may from time to time determine. Cheques upon the Association's bank account shall be signed by any two Officers, directors or full time employee of the Association as the Board may designate from time to time. Any capital monies received by the Association and any surplus funds not required for the ordinary transaction of the affairs of the Association shall be invested in securities of the kind in which trustees are by law entitled to invest trust monies. Any such investments may be made upon the authority of the Executive and may be realized upon and the proceeds thereof applied in accordance with the direction of the Members or the Board.
- Borrowing: REPLACED BY BY-LAW No. 5
- 11.7 Auditor: The Members shall appoint an auditor who shall examine and report on the Annual Statements of the Association.

ARTICLE 12 - GENERAL PROVISIONS

- 12.1 Amendments to the By-laws: Unless specially provided for in the Corporations Act of Ontario this by-law may be amended by a resolution passed by two-thirds of the votes cast at any Annual or General Meeting of the Association provided the notice calling the meeting shall have set out specifically the nature of the amendment proposed.
- 12.2 Expulsion: Any Member or Officer may be expelled from the Association, for cause, by a two-third vote at any Meeting of the Members provided that (1) express notice of the resolution to expel and the reasons therefore are given in the notice calling the meeting and (2) the Member or Officer involved is given the opportunity to mail a statement not more than two pages long with the notice calling the meeting.
- 12.3 Termination: If the Association terminates, all funds and other assets shall be divided in accordance with the letters patent of the Association.
- 12.4 Repeal of Previous By-laws and Constitution: All previous by-laws and constitutions of the Association are hereby repealed.

ARTICLE 13 - DIRECTORS' AND OFFICERS INDEMNITY

- 13.1 Limitation of Liability: No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own wilful neglect or default.
- 13.2 Indemnity: Every director and Officer of the Association and his 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 him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
 - (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by his own wilful neglect or default.
- 13.3 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.
- 13.4 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.

ENACTED this day of , 1986.

President

Secretary

ONTARIO SAILING ASSOCIATION

BY-LAWS AND CONSTITUTION

BY-LAW NO. 2

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Ontario Sailing Association (hereinafter called the "Association") as follows:

1. Section 5.8 of Article 5 of By-law No. 1 of the Association be and the same is hereby repealed, and replaced by the following:

5.8 Individual Members: An Individual Member may be an individual resident in the Province of Ontario. Upon application and payment of dues, an individual may become an Individual Member, and shall have the privilege of membership but shall not be entitled to vote, unless otherwise qualified to do so.

EXPLANATORY NOTE: From time to time the Association has trouble filling senior volunteer posts, who are technically officers of the Association with members of Member Clubs. However, from time to time in the recent past the Association has come across suitable candidates who are active sailors but who are not members of any particular club. In the view of the executive it would be appropriate to allow such persons, who can contribute extensively to the Association, to become individual members of the Association and hold office. However, an individual member would not be entitled to vote, this being the sole prerogative of the representatives of the Member Clubs.

2. Section 6.6 of Article 6 of By-Law No. 1 of the Association be and the same is hereby repealed, and replaced by the following:

6.6 Proxies: A Member Club or its Representative may appoint a Representative of any other Club or the Secretary of the Association as proxy for such club to vote on behalf of such Member Club at Meetings of Members.

EXPLANATORY NOTE: From time to time the Association has had difficulty in obtaining a valid quorum for its annual meeting because of the proxy requirements. Many clubs do not appoint a representative to attend the meeting, or send in proxy forms. The amendment permits a Member Club to appoint a representative of another club to be its proxy, so that a representative from Northern Ontario, for example, can represent several Clubs from his area. If a Club does not intend to send a representative or does not wish to have a representative of another Member Club act as its proxy, the proxy form will appoint the Secretary of the Association. In this manner it is hoped that the difficulties in obtaining a valid quorum will no longer exist.

3. Section 7.2 of Article 7 of By-law No. 1 of the Association be and the same is hereby repealed, and replaced by the following:

7.1 Election or Appointment of Officers: The President, Vice-Presidents, Treasurer and Secretary shall be elected by the Annual Meeting. The Executive Director shall be appointed by the Executive. The above Officers (other than the Executive Director) shall be either members in good standing of their Member Clubs (but shall not be a Representative of a Member Club)' or alternatively shall be an Individual Member. Their term of office shall be one year or until their successors are elected or appointed, other than that of the Executive Director, whose appointment shall be of unlimited duration at the discretion of the Executive.

ENACTED this 17th day of November, 1990

President

Secretary

By-Law No. 3

NOTICE OF AMENDMENTS TO THE BY-LAWS

Notice: The following proposed changes to the By-laws are being recommended by the Executive Committee for ratification by the Membership at the Annual General Meeting to be held Sunday January 14th, 1996 at 11:30 AM in the Southeast Meeting Room, Mezzanine Level, C.N.E. Automotive Building, Toronto.

Motion: "That the following changes be made to the By-law clauses 7.9 and 9.1."

CURRENT BY-LAW	PROPOSED REVISED BY-LAW
<p>7.9 <u>Other Officers:</u> The Board may appoint such other Officers as it may see fit and may prescribe their duties.</p>	<p>7.9 <u>Other Officers and Directors:</u> The Board may appoint such other Officers <u>and Directors</u> as it may see fit and may prescribe their duties.</p>
<p>9.1 <u>Number of Directors and Quorum:</u> Until changed in accordance with the Act, the number of directors of the Association shall be 8, of whom 4 shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining directors may act in constituting a quorum.</p>	<p>9.1 <u>Number of Directors and Quorum:</u> Until changed in accordance with the Act, the number of Directors of the Association shall be not less than 8 and not more than 15, of whom one half shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining Directors may act in constituting a quorum.</p>

BY-LAW No. 4

ONTARIO SAILING ASSOCIATION
BY-LAWS AND CONSTITUTION

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Ontario Sailing Association (hereinafter called the "Association") as follows:

1. Section 11.1 of Article 11 of By-law No. 1 of the Association be and the same is hereby repealed, and replaced by the following:

11.1 Head Office: Until changed in accordance with the Act, the Head Office and Executive Offices of the Association shall be in the Province of Ontario at a location determined by the Board of Directors.

ENACTED This 18th day of January, 1998

President

Secretary

BY-LAW NO. 5

ONTARIO SAILING ASSOCIATION
By-Laws and Constitution

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Ontario Sailing Association (hereinafter called "Association") as follows:

ARTICLE 11.7 Borrowing:

11.7.1 The Directors of the Corporation may, from time to time, without the authorization of the members borrow money upon the credit of the Corporation upon the strict adherence to all of the following terms:

- a) The Corporation may borrow an amount not to exceed 60% of the amount of Ontario Provincial Government funding received in the prior calendar year;
- b) No amount of money may be borrowed prior to September of any calendar year;
- c) Any amounts borrowed must be repaid immediately to the lender upon receipt of Ontario Provincial Government funding received following the advance of the money borrowed by the Corporation up to the amount of Ontario Provincial Government funding actually received by the Corporation.

11.7.2 The board of directors may, from time to time, by resolution delegate any or all of the powers referred to in paragraph 1 of this by-law to a director, a committee of directors or one or more officers of the Corporation.

ENACTED on January 21st, 2001

BY-LAW NO. 6

ONTARIO SAILING ASSOCIATION
By-Laws and Constitution

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Ontario Sailing Association (hereinafter called "Association") as follows:

1. Section 6.1 Article 6 of By-law No. 1 of the Association be and the same is hereby repealed, and replaced by the following:
 - 6.1 Annual Meetings: The Annual Meeting of Members shall be held at such time and on such day in each year as the Board or the Executive 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 Officers, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

2. Section 7.1 Article 7 of By-law No. 1 of the Association be and the same is hereby repealed, and replaced by the following:
 - 7.1 Board of Directors
 - 7.1a A minimum of 8 Directors and maximum of 15 Directors shall be elected by the Members from its members, each Elected Director having a 1 year term.
 - 7.1b The Board of Directors may appoint ex-officio non-voting Directors to the Board of Directors to represent policy committees/advocates and other organizations.

3. Section 7.2 Article 7 of By-law No. 1 of the Association be and the same is hereby repealed, and replaced by the following:
 - 7.2 Election of Directors and Officers: The President, Vice-Presidents, Treasurer, Secretary and Directors shall be elected by the Annual Meeting. The Executive Director shall be appointed by the Executive. The above Officers and Directors (other than the Executive Director) shall be either members in good standing of their Member Clubs (but shall not be a Representative of a Member Club)' or alternatively shall be an Individual Member. Their term of office shall be one year or until their successors are elected or appointed, other than that of the Executive Director, whose appointment shall be of unlimited duration at the discretion of the Executive.

4. Section 7.2 Article 7 of By-law No. 1 of the Association be and the same is hereby repealed, and replaced by the following:
- 7.3 Nominations: At least 2 months before the Annual Meeting, the Board shall appoint a Nominating Committee consisting of 5 representatives, each from a different club and no one a member of the present Executive. The Nominating Committee shall nominate one candidate for each position of the Executive.
- 7.3a The Nominating Committee shall ensure that there is a full slate of qualified candidates for all positions to be elected by the members.
- 7.3b The Nominating Committee shall consider nominees submitted by any member of the Association and encourage the submission of names of any qualified candidate.
- 7.3c The Chair of the Nominating Committee shall report to the Board of Directors at least 30 days prior to the Annual Meeting of the members:
- 7.3c.1 The Nominating Committee's Report shall include the names of the candidates, proposed by the Nominating Committee, with a brief biography of each for Elected Directors and Officers.
- 7.3c.2 The Nominating Committee's Report shall be circulated by the Secretary to members of the Association within 5 days of receipt.
- 7.3d Additional nominations for Directors should be submitted to the Secretary at least 30 days prior to the date of the Annual Meeting of members and must include a brief biography.
5. Section 9.2 Article 9 of By-Law No. 1 of the Association be and the same is hereby repealed, and replaced by the following:
- 9.2 The Board of Directors: The Board of Directors shall consist of the Officers and Directors elected at the Annual Meeting.

ENACTED This 18th day of January, 2009

President

Secretary