

ONTARIO SAILING ASSOCIATION
BY-LAWS AND CONSTITUTION BY-LAW No. 7
January 16, 2011

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BY-LAWS AND CONSTITUTION

BY-LAW NO. 7

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.

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 (hereinafter the "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

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

5.1

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

5.2

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

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 Executive Director shall keep a register of all Members 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, special or general meeting of the Association.

(b) Only Representatives of Member Clubs and other classes of members as listed in article 5.1 above 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 Member Clubs, 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 under this or other By-Law of the Association
- 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 privileges of membership but shall not be entitled to vote, unless otherwise qualified to do so under this or other By-Law of the Association. Individual members shall be eligible for Election to the Board of Directors.
- 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. Special members shall not be entitled to vote but shall be eligible for Election to the Board of Directors.
- 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.
- 5.12** Obligation: All members of the Association shall, by accepting membership therein, agree and are deemed to agree to this By-Law any future By-Laws and the Letters Patent and all the provisions thereof and to the rules, regulations and policies made thereunder and shall be bound thereby.

ARTICLE 6 – ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS:

- 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 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 appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

- 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 (the “petition”), call a Special Meeting provided that if the Executive does not within ten days after receipt of the request, 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 or in the event of a Special Meeting called by the Member Clubs by petition and not called by the Executive, it shall be held at such place in Ontario as the petitioning Member Clubs 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 and in accordance with article 12.7 of this By-Law 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 the meeting.
- 6.5** Quorum: Representatives of 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
- 6.6.1** Proxies: A Member Club or its Representative may appoint a person, who need not be a member of the Member Club, as the member’s nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.
- 6.6.2** A proxy must be executed by the member in writing or, if the member is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date.
- 6.6.3** Proxies must be deposited with the Secretary of the Association, prior to the Call to Order of the meeting, and shall be so specified in the notice calling the meeting or in the information circular relating thereto.

ARTICLE 7 – OFFICERS

- 7.1** Board of Directors
- a) As at the Annual General Meeting to be held January 2012 the number of Directors will be 12 and shall be elected by the Member Clubs from amongst their members, Individual Members and Special Members of this Association, each Director having a one year term.

7.2 Election or Appointment of Officers: The Directors shall elect a President from among themselves. The Directors shall appoint from amongst themselves the Vice-Presidents, Treasurer and Secretary. The Executive Director shall be hired 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 or a Special 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 employment shall be of unlimited duration at the discretion of the Executive.

7.3 Nominations:

At least 2 months before the Annual Meeting, the Board shall appoint a Nominating Committee consisting of 5-7 representatives, each from a different club and no one a member of the present Executive.

- a) 45 days prior to the Annual Meeting the Nominating Committee shall issue a 'Call for Nominations' using any means of communication (including electronic) currently in use by each Member Club
- b) The Call for Nominations will state the method which the nominations are to be made, any requirements and state the deadline for submission is 30 days prior to the Annual Meeting.
- c) The Nominating Committee shall 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 of Directors at least 25 days prior to the Annual Meeting of the members, said report to include:
- d) The names of all the candidates proposed by the Nominating Committee or submitted by any Member Club, with a brief biography of each nominated Director.
- e) The Nominating Committee report will be distributed to Member Clubs 21 days prior to the Annual Meeting using any means of communication (including electronic) currently in use by each member Club.

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 as chair 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, on an equal and sequentially rotating basis, 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. In the absence of the President and all Vice Presidents the Executive or Board may select a chair.

- 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:
The Board may appoint such other Officers and Directors as it may see fit and may prescribe their duties.
- 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. As long as there is a quorum of Directors in office any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the Directors then in office.
- 7.11** All Members of the Board and Executive shall serve without remuneration unless such remuneration is expressly approved by a Meeting of Members.
- 7.12** Advisors: When the Board determines a sector or population of the membership (i.e. Able Sail, Small Clubs, and Athletes etc) is not adequately represented on the Board, the Board may appoint up to 3 Advisors as regular contributors to the Board of Directors.
- 7.12 i)** The Advisors will receive all communications as Directors and be invited to participate in Board discussions but will not carry a vote.
- 7.12 ii)** Their purpose is to help inform and advise Directors of issues that affect or may affect a particular segment of Member Clubs or a segment of the sailing community in Ontario.

- 7.12 iii) Advisors will be subject to the same rules of confidentiality & conflict of interest policies as all Directors.

ARTICLE 8
ADMINISTRATION OF THE ASSOCIATION

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

ARTICLE 9 - DIRECTORS

- 9.1 Number of Directors and Quorum:
The current number of Directors is up to 15. Effective as of the Annual Meeting of January 2012 the number of Directors of the Association shall be 12, of whom one half shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining Directors may act in constituting a quorum, but no business may be transacted with fewer than 6 Directors
- 9.2 The Board of Directors: The Board of Directors is elected at the Annual Meeting of the Members
- 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 when 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 who are absent waive notice of or otherwise signify their consent to such meeting being held.

The Board shall meet a minimum of 4 times per year.
- 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 at which such Board was 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 policies, strategic and operating plans and developing programs and activities to carry out the purposes of the Association and to support and approve initiatives of the Executive and supervise and evaluate the administrative activities of the Association.

ARTICLE 10 - EXECUTIVE

- 10.1** 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: 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.
- 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, Director, 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 employees 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.

11.7 Borrowing:

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

- a) The Association 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 Association up to the amount of Ontario Provincial Government funding actually received by the Association;
- d) Notwithstanding the above, the Board of Directors may approve entering into a loan, financing, or lease agreement for purchase of cars/truck/vans or boats when deemed reasonable and the financial condition of the Association can support such commitments.

11.7.1 The board of directors may, from time to time, by resolution delegate any or all of the powers referred to in paragraph 11.7 above of this by-law to a Director, a committee of Directors or one or more Officers of the Association.

- 11.8** 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, Special or General Meeting of the Association provided the notice calling the meeting shall have set out specifically the nature of the amendment(s) proposed.

- 12.2** Expulsion of Directors:
The Member Clubs of the Association may, by resolution passed by at least two-thirds of the votes cast by the Representatives entitled to participate in the election of the Board of Directors, at an annual or special meeting of which notice specifying the intention to pass such a resolution has been given, may remove any Director from office before the expiration of that Director's term of office, on any of the following grounds:
- a) Lack of interest or dereliction of duty;
 - b) Incompetence;
 - c) Behaviour or conduct harmful to the best interest of the Association;
or
 - d) The special skills or qualifications that the Director first had when recommended for the position, have been lost.

The Director involved is given the opportunity to mail a statement with the notice calling the meeting. A request of an oral hearing would replace a written statement

- 12.3** Expulsion of Officers:
The Board of Directors may, by resolution passed by at least two-thirds (2/3's) of its current Directors at a Meeting of the Board, of which notice specifying the intention to pass such a resolution has been given, remove any Officer from office before the expiration of that Officer's term of Office, on any of the following grounds:
- a) lack of interest or dereliction of duty;
 - b) incompetence;
 - c) behaviour or conduct harmful to the best interests of the Association; or
 - d) the special skills, qualifications, or position that the Officer first had when recommended for the position, have been lost.

The Officer involved is given the opportunity to mail a statement with the notice calling the meeting. A request of an oral hearing would replace a written statement

- 12.4** Expulsion of Members: Any member 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 involved is given the opportunity to mail a statement with the notice calling the meeting. A request of an oral hearing would replace a written statement.
- 12.5** Termination: If the Association terminates, all funds and other assets shall be divided in accordance with the letters patent of the Association.
- 12.6** Repeal of Previous By-laws: All previous by-laws of the Association are hereby repealed.
- 12.7** Electronic Communications: The Association may establish with its members and the Board and Executive, various means of communications especially related to notice of meetings of members, nomination committee reports and notice of proposed by-law amendments. 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.
- 12.8** Parliamentary Authority:
The Association shall be governed by the rules and procedures contained in Call to Order (2nd), Perry H & S (2004) [ISBN 0-9691683-2-2] in all cases in which they are applicable, provided they are not inconsistent with this By-law or any special rules of order the Association may adopt.

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, 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.

The Ontario Sailing Association has made changes to its general by-laws in the form of **By-Law SIX** (enacted January 2009). **By-Law SIX** is an amendment to By-Laws number **ONE, TWO, THREE, FOUR** and **FIVE**. This change in by-laws does not change the intent or meaning of the Letters Patent dated July 1970.

**THEREFORE, MOVED BY _____ AND SECONDED BY _____
BE IT ENACTED AND HEREBY ENACTED that:**

- 1. By-Laws ONE, TWO, THREE, FOUR, FIVE and SIX as approved be cancelled and,**
- 2. By-Law number SEVEN is approved as the sole By-Law for the ONTARIO SAILING ASSOCIATION until amended in accordance with the provisions of that By-Law.**

Enacted this 16th day of January 2011

Donna Scott, President

Craig Pattinson, Secretary