



A by-law relating generally to the conduct of the

The Lake of Bays Sailing Club Inc.

(the “Club”, “LBSC”)

BE IT ENACTED, that all previous by-laws of the Club are revoked and that this by-law of the Club, when ratified by the membership at the annual general meeting held January 24, 2018, is proclaimed as follows:

Part 1 - Interpretation

1.1 In this document, unless the context otherwise requires:

- 1.1.1 “**Act**” means the Ontario *Corporations Act* from time to time in force and all amendments to it.
- 1.1.2 “**Board of Directors**” means the Directors of the Club for the time being, and “**Director**” means any one of them.
- 1.1.3 “**by-law**” means this by-law (including the schedules to this by-law) and any other by-law of the Club as amended and which are, from time to time, in force and effect.
- 1.1.4 “**Member**” means a member of the Club.
- 1.1.5 “**Officer**” means an officer of the Club as appointed hereunder.
- 1.1.6 “**ordinary resolution**” means a resolution passed in a general meeting by the voting Members of the Club or the Board of Directors by a simple majority of the votes cast.
- 1.1.7 “**registered address**” of a Member means the Member's postal or electronic address as recorded in the register of Members.
- 1.1.8 “**Club**” or “**LBSC**” means The Lake of Bays Sailing Club Inc., a corporation without share capital under the Act.

- 1.1.9 “**special resolution**” means a resolution passed in a general meeting by the voting Members of the Club or the Board of Directors by a majority of not less than 2/3rds of the votes cast.

Part 2 - The Act

- 2.1 The Club, the Members and the Board of Directors shall comply with and implement the provisions of the Act and its regulations with respect to the Club and its business and activities.
- 2.2 Other than as specified in Part 1, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.
- 2.3 The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Letters Patent and Supplementary Letters Patent or the Act, the provisions contained in the Letters Patent and Supplementary Letters Patent or the Act, as the case may be, shall prevail.

Part 3 - Head Office

- 3.1 The head office of the Club shall be in the City of Toronto, Ontario, unless changed in accordance with the provisions of the Act.

Part 4 - Purpose

- 4.1 The purposes of the Club will be as set out in its Letters Patent and Supplementary Letters Patent.
- 4.2 The Club shall carry on its operations without monetary gain for the Club, its Members or its Board of Directors, and any surplus revenue or other asset growth shall be used in promoting its purposes.
- 4.3 Upon dissolution of the Club, any funds or property remaining after satisfaction of all the Club’s debts, liabilities and obligations shall be applied for such charitable purposes permitted by the Act as the Board of Directors shall determine at that time.

Part 5 - Membership

- 5.1 The Club will have four classes of Members – Family Members, Senior Members, Social Members and Honorary Members.
- 5.2 Family Membership and Senior Membership will be available to persons in Canada or abroad who satisfy the criteria for Family membership or Senior Membership as established by the Board of Directors from time to time and who are accepted as Family Members or Senior Members by the Board of Directors.
- 5.3 A Family Membership or Senior Membership will be entitled to 1 vote for every 1 such membership.

- 54 Social Membership will be available to persons in Canada or abroad who satisfy the criteria for Social Membership as established by the Board of Directors from time to time and who are accepted as Social Members by the Board of Directors.
- 55 Social Members will be non-voting members of the Club.
- 56 Honorary Members will be individuals resident anywhere in the world who are invited by the Board of Directors to become Honorary Members and satisfy the criteria for Honorary Membership as established by the Board of Directors.
- 57 Honorary Members will be voting members of the Club.
- 58 Every Member must uphold and comply with these by-laws, as well as the rules and regulations of the Club as determined by the Board of Directors from time to time.
- 59 The amount of the annual membership dues shall be determined by the Board of Directors.
- 5.10 A person ceases to be a Member of the Club:
- 5.10.1 By delivering his or her resignation in writing or by electronic means to the Secretary of the Club or by mailing or delivering it to the address of the Club,
 - 5.10.2 On his or her death or
 - 5.10.3 On being expelled, or
 - 5.10.4 On becoming a Member not in good standing, including for nonpayment of annual membership dues within 30 days of being due.
- 5.11 A Member may be expelled by a special resolution of the Members passed at a meeting of Members, or by a special resolution of the Board of Directors passed at a meeting of Board of Directors. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard or to make written representation at the meeting for at least 14 days before the special resolution is put to a vote.
- 5.12 Memberships are not transferable or assignable.

Part 6 - Meetings of Members

- 6.1 General meetings of the Club must be held at the time and place, in accordance with the Act, that the Board of Directors decides.
- 6.2 An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting.
- 6.3 The Board of Directors may, when they think fit, convene an extraordinary general meeting.
- 6.4 An extraordinary general meeting may also be convened by Family, Senior and Honorary

Members representing at least the lesser of (i) 7 Family, Senior and Honorary Members or (ii) 20% of the Family, Senior and Honorary Members. Such request must include the purpose(s) of the meeting which shall be convened within 28 days following the receipt of the request by the Secretary.

- 6.5 Members shall be given not less than 10 days' notice of general meetings with a copy of the approved financial statements, auditor's report or review engagement report or notice to reader report, as the case may be, if required by the Act, and other financial information required by the by-laws or Letters Patent and Supplementary Letters Patent.
- 6.6 Notice of a general meeting must specify the place, day and hour of the meeting and the general nature of the business to be addressed at the meeting.
- 6.7 The business transacted at the annual meeting shall include:
- a. receipt of the agenda;
 - b. receipt of the minutes of the previous annual and subsequent special meetings;
 - c. consideration of the financial statements;
 - d. report of the auditor or person who has been appointed to conduct a review engagement or prepare a notice to reader report, if required by the Act;
 - e. reappointment or new appointment of the auditor or a person to conduct a review engagement or prepare a notice to reader report for the coming year, if required by the Act;
 - f. election of Directors; and
 - g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

- 6.8 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- 6.9 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 6.10 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 6.11 The lesser of (i) 7 Family, Senior and Honorary Members or (ii) 20% of the Family, Senior and Honorary Members present in person or by proxy as the Board of Directors shall approve shall constitute a quorum.
- 6.12 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the

meeting, the Members present constitute a quorum.

- 6.13 Subject to paragraph 6.14, the Commodore of the Club or, in the absence of the Commodore, one of the other Directors present, must preside as chair of a general meeting, and in that order of precedence.
- 6.14 If at a general meeting, there is no Commodore or other Director present within 15 minutes after the time appointed for holding the meeting, the Members present must choose one of their numbers to be the chair for that meeting.
- 6.15 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 6.16 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 6.17 Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 6.18 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.19 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member and the proposed resolution does not pass.
- 6.20 Voting is by show of hands unless requested by any Family, Senior or Honorary Member the voting is by secret ballot.
- 6.21 Voting by proxy is permitted in accordance with such form or format as the Board of Directors may approve from time to time.

Part 7 - Notices to Members

- 7.1 A notice may be given to a Member, either personally or by mail to the Member at the Member's registered address.
- 7.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by electronic means is deemed to have been received on the day following the day on which the notice is sent, and in proving that notice has been sent, it is sufficient to prove the notice was properly addressed and sent.
- 7.3 Notice of a general meeting must be given to (i) every Member shown on the register of Members on the day notice is given, and (ii) the auditor or person who has been appointed to conduct a review engagement or prepare a notice to reader report, as the case may be, if required by the Act.

7.4 No other person is entitled to receive a notice of a general meeting.

Part 8 - Board of Directors

8.1 All Directors must be Family or Senior Members in good standing.

8.2 The number of Directors must be no less than 7 and no more than 12, or such greater number determined from time to time at the annual general meeting consisting of the Past Commodore and elected Directors.

8.3 A nominations committee consisting of the Past Commodore, the Commodore and one other Family or Senior Member shall present, for election at the annual general meeting, a slate of nominees for the Board of Directors.

8.4 Nominations of duly qualified candidates who have declared a willingness to service if elected to the Board of Directors may be received from the floor of the annual general meeting or in writing by the Secretary prior to the meeting.

8.5 An act or proceeding of the Board of Directors is not invalid merely because there is less than the prescribed number of members of the Board of Directors in office.

8.6 The Board of Directors may exercise all the powers and do all the acts and things that the Club may exercise and do, and that are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in a general meeting, but subject, nevertheless, to (i) all laws affecting the Club, (ii) these by-laws, and (iii) rules, not being inconsistent with these by-laws, that are made from time to time by the Club in a general meeting.

8.7 Any action by the Board of Directors to sell, agree to sell, trade, transfer or in any way affect the ownership of part of the Club's real property require a special resolution of the Members in a general meeting called for that purpose.

8.8 In addition, each Director must act honestly and in good faith and in the best interests of the Club, and exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a Director.

8.9 Each Director who is, directly or indirectly, interested in a proposed contract or transaction with the Club must disclose fully and promptly the nature and extent of the interest to each of the other Directors.

8.10 A rule, made by the Club in a general meeting, does not invalidate a prior act of the Board of Directors that would have been valid if that rule had not been made.

8.11 All Directors must stand for re-election at the annual general meeting of Members, and Directors who are not re-elected will be deemed to have resigned from office at the annual general meeting when their successors are elected.

8.12 An election may be by acclamation; otherwise it must be by secret ballot.

- 8.13 The Board of Directors may at any time and from time to time appoint a Family or Senior Member as a Director to fill a vacancy in the Board of Directors. A Director so appointed holds office only until the conclusion of the next annual general meeting of the Club, but is eligible for re-election at the meeting.
- 8.14 The Members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 8.15 A Director must not be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Club.
- 8.16 Members of the Board of Directors must attend at least 50% of the Board meetings each year held during their term of office. Attendance may include participation by telephone or other electronic means when physically absent or be subject to removal in accordance with provisions of paragraph 8.15 of this by-law.

Part 9 - Proceedings of Board of Directors and Committees

- 9.1 The Board of Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 9.2 Director meetings may take place by conference call, online, teleconferencing or such other electronic means as the Board of Directors may determine.
- 9.3 The Board of Directors may from time to time set the quorum necessary to conduct business to be no less than 40% of the Board of Directors then appointed, and unless so set the quorum is a majority of the Directors then in office.
- 9.4 Subject to paragraph 9.5, the Commodore of the Club or, in the absence of Commodore, one of the other Directors present, must preside as chair of a Board of Directors meeting.
- 9.5 If at a Board of Directors meeting, there is not a Commodore present within 15 minutes after the time appointed for holding the meeting, the Board of Directors present must choose one of their number to be the chair for that meeting.
- 9.6 On the request of any two Directors, the Secretary must convene a meeting of the Board of Directors.
- 9.7 The Commodore may also convene a meeting of Board of Directors at any time.
- 9.8 The Board of Directors may delegate any, but not all, of their powers to a Board of Directors committee as they think fit. A Board of Directors committee may include non-Board of Directors and non-Members but only Director Members of a committee will have any voting rights for that committee.
- 9.9 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board of Directors, and must report every act or thing done in exercise of

those powers to the earliest meeting of the Board of Directors held after the act or thing has been done.

- 9.10 The Board of Directors must appoint a chair for its committees who shall act as the chair of the committee's meetings. If the chair is not present within 15 minutes after the time appointed for holding the meeting, the Directors present who are Members of the committee must choose one of their numbers to be the chair of the meeting.
- 9.11 The members of a committee may meet and adjourn as they think proper.
- 9.12 For a first meeting of the Board of Directors held immediately following the appointment or election of a Director or Board of Directors at an annual or other general meeting of Members, or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board of Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Board of Directors for the meeting to be duly constituted, if a quorum of the Board of Directors is present.
- 9.13 Questions arising at a meeting of the Board of Directors and committees of the Board of Directors must be decided by an ordinary resolution, unless otherwise specifically provided for in these by-laws.
- 9.14 A resolution proposed at a meeting of the Board of Directors or committees of Board of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 9.15 A resolution in writing, signed by all the Board of Directors and placed with the minutes of the Board of Directors, is as valid and effective as if regularly passed at a meeting of the Board of Directors.

Part 10 – Officers

- 10.1 The Club shall have a Commodore, Secretary and Treasurer, all of whom will be members of Board of Directors and known as the Officers of the Club, and shall be appointed by Board of Directors. Voting is by show of hands unless requested by any Director the voting is by secret ballot.
- 10.2 The Commodore shall serve the same function as a "President" within the meaning of the Act and shall be accorded that title for banking or corporate law purposes as well as the title of Commodore.
- 10.3 The Club may have other Officers as determined by the Board of Directors.
- 10.4 All Officers must be Family or Senior Members and Directors of the Club, in good standing.
- 10.5 Subject to these by-laws, the Officers shall carry out such duties as the Board of Directors shall establish from time to time.
- 10.6 The Directors may, by special resolution, remove an Officer, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

- 10.7 The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.
- 10.8 In the absence of the Secretary from a meeting, the Board of Directors must appoint another person to act as Secretary at the meeting.

Part 11 - Fiscal Year

- 11.1 The fiscal year of the Club shall begin on October 1st and end on the next ensuing September 30th, unless changed in accordance with the requirements of the Act.

Part 12 - Execution of Documents

- 12.1 Contracts, documents, cheques or any other instruments in writing, requiring the signature of the Club shall be signed by any two Directors appointed by the Board of Directors, and all contracts, documents, cheques and other instruments in writing so signed shall be binding upon the Club without any further authorization or formality. The Board of Directors may appoint, by resolution, a Director or Directors on behalf of the Club to sign specific contracts, documents, cheques and other instruments in writing.
- 12.2 The Board of Directors may give the power of attorney of the Club to any registered dealer in securities for the purposes of the transferring of or dealing with any stock, bonds, and other securities of the Club.

Part 13 - Corporate Seal

- 13.1 Any requirement for the Club to have a corporate seal is hereby dispensed with.

Part 14 - Borrowing

- 14.1 In order to carry out the purposes of the Club the Board of Directors may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in the manner they decide.
- 14.2 The Members may, by special resolution, restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next annual general meeting.

Part 15 - Indemnities

- 15.1 Every Director or Officer or any other person who has undertaken or is about to undertake any liability on behalf of the Club or any corporation controlled by the Club and 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 Club, from and against;
- 15.1.1 All costs, damages, charges and expenses which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her, in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her, in or

about the execution of the functions of her or his office or in executing a task on behalf of the Club, or in respect of any such liability; and

- 15.1.2 All other costs, damages, charges and expenses which she or he sustains or incurs in or about or in relation to the affairs thereof; except such costs, damages, charges or expenses as are occasioned by her or his own willful neglect or default.

Part 16 - By-laws

- 16.1 A copy of the by-laws of the Club must be made available to all Members on the Club website or by other electronic means.
- 16.2 These by-laws must not be altered or added to except by special resolution of the Members.

Schedule A

Position Description of the Commodore

Role Statement

The Commodore shall command the fleet when, by general order, the boats of the Club are assembled.

The Commodore provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Commodore co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors of the Club. The Commodore ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Administration

The Commodore shall be responsible for the proper administration of the affairs of the Club and for the observance by Members of the provisions of the by-laws of the Club and Club Rules and Policies.

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work.

Direction

Serve as the Board's central point of communication of the Club regarding the Board's expectations and concerns. Develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that strategies and planning and performance information are appropriately presented to the Board.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and by-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for the Board.

Committee Membership

May serve as member of Board committees.

Schedule B

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the Commodore to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Club and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club in the books belonging to the Club and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Club in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Club as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Club. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Club approved by the Board together with the report of the auditor or of the person who has conducted the review engagement or prepare a notice to reader report, as the case may be, if required by the Act.

Schedule C

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the Commodore to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the Commodore in maintaining a high standard for Board conduct and uphold policies and the by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Club, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents and registers and ensure that they are maintained as required by law.

Meetings

Give such notice as required by the by-laws of all meetings of the Club, the Board and Board committees.