

Lac Deschênes Sailing Club

By -Laws

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BY-LAWS OF THE LAC DESCHÊNES SAILING CLUB

These By-Laws of the Lac Deschênes Sailing Club hereinafter referred to as the 'Club' consists of Articles I through VIII as follows:

ARTICLE I - GENERAL

1.1 Purpose

These By-laws relate to the general conduct of the affairs of Lac Deschenes Sailing Club also known as LDSC and herein after referred to as the "Club". Under these By Laws, the Club shall provide sailing and social facilities for the members of the Club and promote good seamanship, sportsmanship and fellowship.

1.2 Definitions

The following terms have these meanings in these By-laws:

- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
- b) *Board* – the Board of Directors of the Corporation.
- c) *Corporation* – Lac Deschenes Sailing Club (LDSC)
- d) *Days* – days including weekends and holidays.
- e) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- f) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- g) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- h) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.3 Head Office

The registered office of the Club shall be in the City of Ottawa in the Province of Ontario. The location of the Club shall be on the west side of the Ottawa River at Shirley's Bay.

1.4 Seal

The corporate seal of the Club shall be in the form impressed on the master copy of these By-Laws, which is to be held by the Secretary.

1.5 No Gain for Members

The Club shall be carried on without the purpose of gain for members and any profits or other accretions to the Club shall be used promoting its objects.

1.6 Interpretation

Words importing the singular will include the plural and vice versa, words persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.7 **Ruling on By-laws**

Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.8 **Conduct of Meetings**

Unless otherwise specified in these By-laws, meetings of members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

ARTICLE II MEMBERSHIP

Members of the Corporation (Member)

- 2.1 Member shall mean those persons who shall be 18 years of age who may vote or who may be elected to the office of Director and who are entitled to all sailing and social privileges and are required to undertake those duties as outlined in the 'Rules and Regulations'.

Admission of Members

2.2 General

Membership is open to all persons interested in the objectives of the Club. The recognition and adherence to the By-Law and Rules and Regulations of the Club shall be a condition of acceptance of membership. Members will be called on occasion to participate in certain activities as required for the maintenance and operation of the Club.

2.3 Admission of Members

No entity will be admitted as a Member unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Corporation;
- b) The candidate member has paid dues as prescribed by the Board;
- c) The candidate member agrees to uphold and comply with the Corporation's governing documents;
- d) The candidate member meets any other condition of membership determined by the Board; and
- e) The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

Membership Dues and Duration

2.4 Year

Unless otherwise determined by the Board, the membership year of the Corporation will be April 1 to March 31.

2.5 Duration

Membership duration is accorded on an annual basis and Members will re-new membership annually.

Transfer, Suspension, Expulsion and Termination of Membership

2.6 Transfer

Membership in the Corporation is non-transferable.

2.7 Termination

Membership in the Corporation will terminate immediately upon:

- a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;

- b) Resignation by the Member by giving written notice to the Corporation;
- c) Dissolution of the Corporation; or
- d) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

2.8 **Resignation**

A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

2.9 **Expulsion**

2.9.1 **Arrears**

A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

2.9.2 **Discipline**

In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

2.10 **Suspension**

2.10.1 **Dues Payable**

Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

2.11 **Good Standing**

2.11.1 **Definition**

A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, and rules of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues.

2.11.2 **Cease to be in Good Standing**

Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel will not be entitled to vote at meetings of the Members or be

entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

2.12 Number of Members and Boats

The Board of Directors shall establish annually the maximum number of members, either in total or by classes of members, and the maximum number of boats, either in total or by type of accommodation required, which shall be accommodated in the Club during that year. Waiting lists for memberships and for boat accommodation shall be administered by the Club Membership Committees in accordance with rules and regulations adopted annually by the Board of Directors. The Board shall cause such waiting lists and such rules and regulations to be published annually to the members.

ARTICLE III - MEETINGS OF MEMBERS

3.1 Annual General Meeting

The Annual General Meeting of the Club shall be held within fifteen (15) months of the last Annual Meeting as may be designated by the Directors for the purpose of electing Directors and members of the committees, and for the transaction of such other business as may properly come before the meeting. A current financial report shall be attached to and circulated with the notice of the Annual General Meeting. On a motion approved at the Annual General Meeting, an auditor may be appointed for a one year term.

3.2 Spring General Meeting

The Spring General Meeting of the Club shall be held prior to April 30 of each year for the purpose of ratification by the membership of the budget, the sailing program and other business as may properly come before the meeting.

3.3 Special General Meeting

Special General Meetings of the Club may be called at any time by the Board of Directors for any purpose relating generally to the management of the affairs of the Club or upon written request to the Board of Directors signed by at least fifteen (15) members or ten percent (10%) of the members, whichever is less, who are entitled to vote at such Special General Meetings for transaction of any business specified in such requisition. A Special General Meeting shall be held within fifteen (15) days of receipt of such requisition.

3.4 Notice of General Meetings

Written or electronic notice of the time and place of each General Meeting of the Club shall be given to all members in good standing not less than ten (10) days before the day on which the Meeting is to be held. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided. The non-receipt of such notice by any member shall not invalidate the proceedings of any such meeting

Other items of business will be included in the notice of the meeting of the Members providing notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting

3.5 Waiver of Notice

Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Chairperson and Secretary

The Commodore, or in his absence the Vice-Commodore, or in his absence the Rear-Commodore shall preside at all General Meetings of the Club. If none of these Officers is present, the members present may choose one of their number to be chairperson. The Secretary of the Club shall act as secretary of all meetings. In his absence, the chairperson may appoint any Member in Good Standing to be secretary of the meeting.

3.7 Quorum

At all General Meetings of the Club, a quorum shall consist of not less than fifteen percent (15 %) of the members entitled to vote. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.8 Closed Meetings

Meetings of Members will be closed to the public except by invitation of the Board

3.9 Right To Vote

Only a Member in Good Standing may vote at a General Meeting of the Club.

3.10 Proxy Voting

Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Corporation; and
- d) Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members
- e) Proxy holders may not carry more than three (3) proxy votes

The Secretary may be designated by any number of members to hold and vote these proxies as directed by the assigning member

3.11 Absentee Voting

A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the registered office of the Corporation prior to the vote being taken.

3.12 Voting Procedure

Except upon the demand, by at least majority of the Members present, for a secret ballot prior to the vote being held, voting on resolutions or proposals other than the election of Directors will be held by means specified by the Board.

3.13 Majority of Votes

At all General Meetings of the Club, every motion shall, unless otherwise required by law or by the By-Law of the Club, be decided by a majority of the votes duly cast. In the event of an equal number of votes cast for and against the motion, the Chair shall cast the deciding vote.

3.14 Written Resolution

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

3.15 Minutes

Minutes of all General Meetings shall be kept and copies shall be provided to all members entitled to vote within sixty days (60) following the meeting.

ARTICLE IV - GOVERNANCE

4.1 Board of Directors

The affairs of the Club shall be managed by a Board of Directors comprised of five (5) officers of the Club, namely the Commodore, Vice-Commodore, Rear-Commodore, Treasurer and Secretary, and of two (2) Directors at Large. Five (5) Directors of whom three (3) must be Officers of the Club shall constitute a quorum for the transaction of business at any meeting of the Board.

4.2 Composition of the Board of Directors

4.2.1 Officers

Commodore

The Commodore shall be Chairperson of the Board of Directors and ex officio member of all committees. It shall also be the duty of the Commodore to preside at all meetings of the Club and to represent the Club at official functions.

Vice-Commodore

It shall be the duty of the Vice-Commodore to officiate in the absence of the Commodore, and to assist that officer in the discharge of his duties.

Rear-Commodore

It shall be the duty of the Rear-Commodore to officiate in the absence of the Commodore and Vice-Commodore, and to assist these officers in the discharge of their duties.

Treasurer

The Treasurer shall cause to be kept full and accurate accounts of the receipts and disbursements of the Club in books belonging to the Club and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the Board of Directors, shall disburse the funds of the Club, taking proper vouchers for such disbursements, and shall render to the Commodore, Board of Directors, and the Auditor, whenever he may be so required by them, an account of all his transactions and of the financial condition of the Club.

Secretary

The Secretary shall attend all meetings of the Board and act as clerk thereof and record the votes and the minutes of all proceedings in a book kept for that purpose, shall give notice of all meetings of the Club and of the Board, shall have custody of the Club's seal and affix the same to all documents bearing the signature of the Commodore, Vice-Commodores, or other officers of the Club by virtue of any authority conferred by the Board of Directors or by this By-Law, and generally shall do and perform such other duties as the Commodore or the Board may properly assign to him.

4.2.2 Directors at Large

A Director at Large shall perform such duties as the Board of Directors may properly assign to each position.

4.3 Terms and Qualifications of Directors**4.3.1 Terms**

The Directors shall be elected yearly to hold office for two years until the Annual General Meeting of the Club two years hence and until their successors shall have been duly elected at that meeting in accordance with these By-laws, unless they resign, are removed from or vacate their office

4.3.2 Off-set Terms of Office

The Officers shall be elected in alternate years to ensure continuity for best management of the Club. Where the Commodore is elected in any year, at the end of his/her first year of office, the Vice Commodore shall then be elected to begin his/her two year term. The same rotation shall apply between the positions of Secretary and Treasurer. The Rear Commodore shall be elected for a two year term as required with no rotation with any other Officer of the Board.

4.3.3 Qualifications

Each person elected or appointed a Director shall

- a. be eighteen (18) years of age or older
- b. Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property

- c. Have the power under law to contract;
- c. Have not been declared incapable by a court in Canada or in another country;
- e. Not have the status of bankrupt
- f. not be a Director for more than five (5) consecutive years
- g. not having a criminal record or criminal charge(s) pending.

4.4 Nominating Committee and Nominations

4.4.1 Nominating Committee

A nominating committee shall be appointed by the Board of Directors at least sixty (60) days prior to the Annual General Meeting. The nominating committee shall consist of three (3) Members in Good Standing of whom not more than one shall be a member of the incumbent Board of Directors. The nominating committee shall file nominations for a slate of Directors with the Secretary not less than three (3) days prior to the Annual General Meeting.

4.4.2 Nominations for Directors

Nominations for Directors may be made in writing by individual Members in Good Standing and signed by the proposer, seconder, and nominee, and be given to the Secretary not less than three (3) days prior to the Annual General Meeting or may be made verbally from the floor before the close of nominations at the Meeting provided that the proposer, seconder and nominee are in attendance at the Meeting.

4.5 Balloting

Nominations and balloting shall proceed in the order stated herein. Balloting shall be by secret ballot. A nominee for a position on the Board not elected to that position may be nominated for any unfilled position. The order of nominating and balloting shall be: Commodore, Vice-Commodore, Rear-Commodore, Secretary, Treasurer, followed by the Directors at Large either as a slate or for specific positions defined by the Club membership.

4.6 Resignation, Removal From and Vacating Office

4.6.1 Resignation

A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the registered office of the Corporation or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.6.2 Removal From Office

A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. If the Directors holds an Officer's position and is removed as a Director, their position as Officer will automatically be vacated.

An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote.

4.6.3 Vacate Office

The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found to be incapable of managing property by a court or under Ontario law;
- c) The Director is found by a court to be of unsound mind;
- d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- e) The Director dies.

4.7 Vacancies on the Board

Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting.

4.8 Duties and General Powers of the Board

4.8.1 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.8.2 Powers of the Corporation

Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.8.3 The Board of Directors

shall make policies and procedures and manage the affairs of the Club in accordance with the by-laws, rules and regulations of the Club.

4.8.4 The Board of Directors may establish rules and regulations in respect of the conduct and decorum of members and guests of members while on Club property, the safety and seaworthiness of craft, the care and use of Club property including the harbour, the allocation of boat mooring and storage, the rights and privileges of members in regard to the use of the Club property and such other matters as may be considered by the Board to require regulation in order to ensure the proper maintenance of Club property and attainment of the objects of the Club.

4.8.5 The Board

may determine registration procedures, set membership dues, and determine other registration requirements

4.8.6 The Board of Directors

may from time to time borrow money upon the credit of the Club, in such amounts and upon such terms as may be deemed necessary; charge or pledge all or any part of the real or chattel property of the Club, including book debts and unpaid calls, rights, powers, leases and undertakings to secure any money borrowed or other debts or obligation or liability of the Club, provided that the Board of Directors obtains prior approval at a General Meeting.

4.8.7 The Board of Directors

may make or cause to be made for the Club in its name any kind of contract which the Club may lawfully enter into and generally may exercise all such other powers and do such other acts and things as the Club is by its Letters Patent or otherwise authorized to exercise and do.

4.8.8 A resolution signed by all Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.

4.9 Meetings of the Board

4.9.1 Call of Meeting

A meeting of the Board will be held at any time and place as determined by the Commodore, or by written requisition of at least three (3) Directors.

4.9.2 Notice

Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.9.3 Quorum

At any meeting of the Board, quorum will consist of five (5) Directors of which three (3) shall be officers.

4.9.4 Voting

Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the motion is defeated.

4.9.5 No Alternate Directors

No person shall act for an absent Director at a meeting of Directors.

4.9.6 Written Resolutions

A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.9.7 **Closed Meetings**

Meetings of the Board may be closed to Members and the public except by invitation of the Board.

4.9.8 **Meetings by Telecommunications**

A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

ARTICLE V FINANCE AND MANAGEMENT

5.1 **Fiscal Year**

Unless otherwise determined by the Board, the fiscal year of the Corporation will be January 1 to December 31.

5.2 **Auditors**

At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. The decision not to audit Final Annual Financial Statements made be made at a General Meeting of members by a Motion or Resolution not to audit the Final Statements put and passed by a Super Majority of the members present.

5.3 **Annual Financial Statements**

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements
- b) The auditor's report
- c) Any further information respecting the financial position of the Corporation

5.4 **Books and Records**

The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;

- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

5.5 Signing Authority

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by two (2) signatures and one will be at least an Officer or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

5.6 No Remuneration

All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

5.7 Conflict of Interest

A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI LIABILITY AND INDEMNIFICATION

6.1 Waiver of Liability

Notwithstanding, any offer or provision of services by the Club, whether for a fee or gratuitously, a member on application for and acceptance of membership in the Club or annual renewal of membership, acknowledges that the Club is not liable to the member for any loss or damage suffered by such member to their property arising, whether through acts of negligence of officers, other members or employees in the launching, hauling, storing, mooring, or moving of his/her boat or equipment, in the conduct of racing or other activities of the Club or in the occupation and control of the Club's property or by virtue of any relationship or bailor and bailee, and all members acknowledge and accept that any such liability shall be borne by him. The supply, installation, and maintenance of a wet mooring is the sole responsibility of the member and the Club is not responsible for the mooring or for any consequences resulting from the use of the mooring. Persons making application for admission to or renewal of a class of membership in the club which would entitle the prospective member to sailing and dry sailing/boat mooring privileges, shall have and maintain in force insurance coverage against public liability and property damage (Third Party) risks. The minimum amount of such insurance coverage shall be established each year by resolution passed by the Board of Directors. Evidence of the existence of said insurance coverage may be required to be presented before an application for membership or renewal of membership is approved.

6.2 INDEMNIFICATION

6.1.1 Will Indemnify :

The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

6.1.2 Will Not Indemnify

The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

6.1.3 Insurance

The Corporation will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE VII COMMITTEES

There shall be two permanent Standing Committees of the Board. They are the:

7.1 Planning Committee

(a) There shall be a permanent committee of the Club known as the Planning Committee consisting of the Vice-Commodore as Chairperson plus three (3) members to be elected by the Club membership. Their term of office of the three (3) elected members shall be three (3) years except at inception at which time one member shall be elected for a one (1) year term, one member for a two (2) year term and one member for a three (3) year term. Two (2) members including ex officio members shall constitute a quorum. No member shall be elected to the Planning Committee for more than two (2) terms in succession.

(b) The Commodore shall be a member ex officio of the Planning Committee. In the event that the Commodore is already an elected member of the Committee, the Board of Directors shall appoint another member to serve during the Commodore's term of office.

(c) The Planning Committee shall in consultation with the Board of Directors:

- (i) develop long-term plans for the future development of the Club, including plans for financing the development thereof;
- (ii) obtain approval of such plans or amendments thereto by the Board of Directors and members of the Club;
- (iii) establish an orderly schedule for giving effect to such plans;
- (iv) enter into such negotiations on behalf of the Club with such persons or organizations as it deems necessary for giving effect to such approved plans.

(d) The Planning Committee shall have the power to appoint sub-committees.

7.2 Membership Committee

The Board of Directors shall annually appoint a Membership Committee of at least three (3) members including one from its own number who shall be the Chairman. The Membership Committee shall be responsible for the admission of new members and the allocation of boat launching and storage privileges in accordance with routines adopted annually by the Board.

7.3 Appointment of Additional Committees

The Board may appoint such additional committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

ARTICLE VIII GENERAL PROVISIONS

8.1 Amendment of By-Laws

8.1.1 Voting

These By-laws may only be amended, revised, repealed or added to:

- a) Under the jurisdiction of the *Ontario Corporations Act*, by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- b) Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*:
 - i. By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members *by sending the text of any motion to be amended to each member not less than 10 days prior to the date set for the meeting* and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.
 - ii By a Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

8.1.2 Effective Date

By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

8.2 Fundamental Changes

Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*, a Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Corporation.

Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;

- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the corporation;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

8.3 **Dissolution**

The Corporation may be dissolved in accordance with the Act.

8.4 **Coming into Force**

This By-Law shall come into force on the day on which it is duly confirmed by the members.