

Articles of Incorporation

Article 1 Name of the Corporation

The name of the Corporation shall be **“Wildwood Sailing Club”**

The Registered Office of the Corporation shall be situated at: 160 Patricia Rd, Stratford, Ontario, N5A1V4, Canada

Article 2 Purpose of the Corporation

The purpose of the Wildwood Sailing Club is to operate a sailing club for small boat sailors, canoeists, kayakers, board sailors, and rowers on the premises leased from the Upper Thames River Conservation Authority at Wildwood Reservoir, Ontario.

Article 3 Directors of the Corporation

The Corporation shall have a minimum of 5 Directors and a maximum of 18 Directors

By Laws

Section 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

“Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended, or re-enacted from time to time;

“Board” means the Board of Directors of the Corporation;

“By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;

“Chair” means the Chair of the Board;

“Corporation” means the Corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

“Director” means an individual occupying the position of Director of the Corporation by whatever name he or she is called;

“Member” means a Member of the Corporation;

“Members” means the collective Membership of the Corporation; and

“Officer” means an Officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, 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.

1.03 Severability and Precedence

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 Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. Any Officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.01 Powers of Directors

The Directors of the Corporation shall manage the activities and affairs of the Corporation and shall have the power to set annual Membership fees and determine how they are paid. The Directors may not delegate the power to set fees or determine how they are paid to any single Director, Committee or Officer of the Corporation.

2.02 Election and Term

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding Annual meeting.

The Members shall elect the Directors to hold office for a 2-year term ending no later than the end of the second AGM of Members following their election.

2.03 Vacancies

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later.
- b) if the Director dies or becomes bankrupt;
- c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d) if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b) if a Director resigns or a post is not filled by election at the AGM a quorum of Directors may fill a vacancy among the Directors. The Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

2.05 Qualification of Directors

Every Director of the Corporation is required to be a Member of the Corporation

The following persons are disqualified from being a Director of the Corporation:

- A person who is not an individual.
- A person who is under 18 years old.
- A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
- A person who has been found to be incapable by any court in Canada or elsewhere.
- A person who has the status of bankrupt

2.06 Committees

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated;
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time

2.07 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity.

Section 3 – Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Commodore at any time and any place on notice as required by this by-law.

For the purposes of meetings of Directors, the quorum required shall be **5 Directors**. If a meeting of the Members fails to elect the minimum number of Directors required by the articles, the Directors elected at that meeting may exercise all the powers of the Directors.

3.02 Regular Meetings

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

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means.

Meetings of Directors are open to the Membership. However, portions of the meeting regarding legal or personal issues, and information protected by privacy law may at the discretion of the Commodore be held in camera and Members will not be permitted access

A Member may attend a Board Meeting by written request to the WSC Information Officer not less than 5 days before the date of the meeting. A Member entitled to attend a Board meeting is not permitted to contribute to the meeting unless invited to do so by the Commodore or Chair.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the AGM of the Corporation.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote

3.06 Participation by Telephone or Other Communications Facilities

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

If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

A Director may not grant a proxy to another Director in order to vote at a meeting they cannot attend.

Section 4 – Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 – Officers

5.01 Officers:

The Board at its first meeting following election shall appoint the Commodore as Chair, and confirm the appointment of the following Officers from among the elected Directors following the first AGM of the Corporation after elections:

- Commodore as Chair
- Vice Commodore as Signing Officer
- Treasurer as Finance Officer
- Information Director as Corporate Secretary
- Past President as Signing Officer

The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being appointed,
- the Officer's resignation as Director, or
- such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all of such duties.

5.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

Section 6 – Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee Member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee Member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) complied with the Act and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act

Section 7 – Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 – Members

8.01 Members

Members shall be persons who have applied and been accepted for Membership in the Corporation, and fully paid all required Membership dues, bonds and deposits for the year. A majority of the Directors of the Corporation may at its absolute discretion vote to refuse to accept an application for Membership from any person.

8.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act. The following apply:

- a) The term of Membership of a Member shall be one year, subject to renewal in accordance with the policies of the Corporation.
- b) Where a joint application has been accepted by the Corporation both applicants shall become Members in their own right;
- c) As set out in the articles, each Member shall be entitled to receive notice of, attend, and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings.

8.03 Disciplinary Act or Termination of Membership for Cause

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles, By-laws, or policies and rules of the club.

The notice shall set out the reasons for the disciplinary action or termination of Membership.

The Member receiving the notice shall be entitled to:

- (a) give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period, or
- (b) request an oral hearing.

The Board shall consider the written or oral submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

Section 9 – Members’ Meetings

9.01 Annual General Meeting

The Annual General Meeting shall be held in person on a day and at a place within Ontario fixed by the Board.

If a quorum of the Directors of the Corporation consent, the Annual General Meeting (AGM) of Members may be held entirely by one or more telephonic or electronic means, or by any combination of in-person attendance and by one or more telephonic or electronic means so determined by the Board.

If the Members may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the AGM, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the AGM shall include:

- a) agreement of the agenda;
- b) approval of the minutes of the previous annual and subsequent Special or General meetings;
- c) consideration of the Board financial statements;
- d) report of the auditor or person who has been appointed to conduct a review if any;
- e) reappointment or new appointment, of the auditor or a person to conduct a review engagement for the coming year, if any;
- f) election of Directors;
- g) such other or items of business as may be set out in the notice of meeting.

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

9.02 Special or General Meetings

The Directors may call a Special or General meeting of the Members. The meeting shall be held in person on a day and at a place within Ontario fixed by the Board.

If a quorum of the Directors of the Corporation consent, the meeting of Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means so determined by the Board.

If the Members may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Members have the right to demand a Special meeting if at least 10% of Members vote to send a request with reasons to each Director and to the non-profit's registered office.

Members have the right to submit a proposal to be discussed at a Members' meetings, and the Board must include it in the notice of meeting unless it:

- is sent to them less than 5 days before the meeting,
- does not significantly relate to the business of the Corporation,
- appears the Member is abusing their right to submit a proposal for publicity, or
- for any other exceptional situation listed in the ONCA.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or Special Members' meeting shall be given in the manner specified in the Act to each Member, each Director, and to any auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

No quorum is required for the Annual, Special and General meetings of Members

9.05 Chair of the Meeting

The Commodore shall be the Chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to Chair the meeting.

9.06 Voting of Members

- a) Unless approval has been given to meet using telephonic or electronic means only those present may vote and no proxy votes may be given to Members by absentee Members.
- b) Unless approval has been given to meet using telephonic or electronic means voting at a meeting of the Members shall be by show of hands unless a ballot is demanded by a Member.
- c) Motions at a Members meeting shall be approved by a majority of those present in person, or if applicable, present by electronic means or telephone.
- d) an abstention shall not be considered a vote cast;
- e) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- f) if there is a tie vote, the Chair of the meeting shall have a second or casting vote.
- g) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted only if invited by the Chair of the meeting, or with the majority consent of the Members present at the meeting.

9.09 Resolution in Lieu of Meeting

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.

Section 10 – Notices

10.01 Service Notice

Any notice required to be sent to any Member or Director, or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation, or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 – Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Directors may, by resolution, make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a matter referred to in clause 103 ONCA

The Directors shall submit the by-law, amendment, or repeal to the Members at the next meeting of the Members, and a majority of Members present may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution. The by-law, amendment, or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under subsection (2) or if it is rejected by the Members.