

CORK/SAIL KINGSTON INCORPORATED

Objects:

- a) *To encourage and promote sailing and the training of Canadian sailors for Olympic sailing racing and for such purposes to arrange sailing races, matches and competitions at Kingston*
- b) *To promote, develop and organize all aspects of sailing, both recreational and competitive.*
- c) *To provide regatta management, coaching and training for athletes, coaches, volunteers and race management officials.*
- d) *For the objects aforesaid:*
 - i. *To sell and distribute souvenirs, photographs, mementos and similar articles, and*
 - ii. *To print, publish, sell and distribute literature.*
- e) *To collect monies by way of entry fees, donations or otherwise, to accept gifts, legacies, devises and bequests, and to hold, invest, expend or deal with the same in furtherance of the objects of the Corporation*

BYLAW NO.1

1. MEMBERSHIP

- 1.1 The membership shall consist of individuals, corporations, partnerships and other legal entities as are admitted as members by the Board of Directors.
- 1.2 Membership fees, if any, will be determined by the Board of Directors and approved by the members at the next Annual General Meeting (AGM).
- 1.3 A member may voluntarily withdraw from the Corporation by submitting a written resignation to the Secretary of the Corporation
- 1.4 A member may be removed from membership by the Board of Directors, for cause or for non-participation over a protracted period. Removal shall occur only after such member has been advised in writing of the reason therefore, and has been given reasonable opportunity to submit a written response which will be considered by the Board of Directors.
- 1.5 Each member may attend the AGM and any Special Meetings and each member shall be entitled to one vote on each question arising, in person or by proxy, and to receive notice, of such meeting.
- 1.6 Members shall be informed by the Secretary of their admission as members.

2. HEAD OFFICE

The Head Office of the Corporation shall be in the City of Kingston, in the Province of Ontario.

3. BOARD OF DIRECTORS

- 3.1 The affairs of the Corporation shall be managed by a board of a maximum of ten directors of which half (odd numbers rounded upwards) shall represent a quorum. Except as provided in 3.2, 3.7 and 3.8 a director shall hold office until the second AGM after he shall have been elected or until his successor has been duly elected and qualified. Directors shall be members of the Corporation at the time of their election
- 3.2 Initially, five directors shall be appointed for a period of one year and five directors for a period of two years. Thereafter directors will be elected each year to replace the retiring directors. Directors will be eligible for re-election if qualified.

- 3.3 Any two members may move and second a nomination to the Nominating Committee. Such names shall be submitted to the Secretary of the Corporation not less than three weeks prior to the AGM.
- 3.4 A Nominating Committee consisting of the Secretary of the Board, acting as Chair, and two other directors, identified by the Board, will be responsible for nominations.
- 3.5 The Corporation may, by special resolution at an AGM, increase or decrease the number of its directors.
- 3.6 Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled, by invitation, from among the qualified members of the Corporation. Otherwise such vacancy should be filled at the next AGM, at which the directors for the ensuing year are elected. Further, if there has ceased to be a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased during the term, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, and the vacancy or vacancies may be filled in the manner provided above.
- 3.7 A director may be removed by resolution of the Board, for cause. Removal shall occur only after such director has been advised in writing of the reason therefor, and has been given reasonable opportunity to respond.
- 3.8 The office of director shall be automatically vacated:
 - a) if a director resigns by delivering a written resignation to the Secretary of the Corporation;
 - b) if a director should cease to be a member of the Corporation;
 - c) if at a Special Meeting called for the purpose, a resolution asking to remove him of his duties is adopted by two-thirds of the Members present;
 - d) on the death of the director.
- 3.9 There shall be a minimum of four meetings of the Board of Directors annually. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Board of Directors' meetings may be formally called by the Chair of the Board or by the Secretary on direction of the Chair. Notice of such meetings shall be communicated to each director not less than ten (10) days before the meeting is to take place. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may choose a day or days in any month or months for regular meetings at an hour to be named and, for such regular meetings, no notice need be sent. A Board of Directors' meeting may also be held, without notice, immediately following the AGM of the Corporation.
- 3.10 At its discretion the Board may invite guests e.g. members or persons having expertise with a special interest in a topic under discussion, to attend for specific items or they may invite the membership in general to attend if deemed reasonable or necessary.
- 3.11 Provided that all directors consent, meetings of the Board of Directors may be held by means of telephone or other communications facilities as to permit all persons participating in the meeting to communicate with each other.
- 3.12 Any director may at any time waive notice of any such meeting.
- 3.13 A special meeting of the Board of Directors may be called at the request of at least three members of the Executive Committee. In such a case the requirements for notice as specified in 3.9 shall not apply. Unless all directors are present or unless a director has indicated his approval for other matters to be raised, such a meeting shall discuss the agenda item only.
- 3.14 The Board of Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such, provided that a director may, by resolution of the Board of Directors, be paid reasonable expenses incurred in the performance of his duties.
- 3.15 Matters arising at any meeting of directors shall be decided by a majority of votes of those present. When there is a tie a motion shall be defeated. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by show of hands. A declaration by the Chair that a resolution has been carried and

an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 3.16 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Directors at the time of such appointment. It is the Board of Directors that determines, by resolution, the remuneration of all managers, officers, committee members, agents and employees of the Corporation.
- 3.17 The minutes of the Board of Directors or the minutes of the Executive Committee shall be available to the general Membership of the Corporation upon request. Each member of the Board of Directors shall receive a copy of such minutes.

4. COMMITTEES:

The Board of Directors shall provide for the creation of an Executive Committee consisting of the Chair, the Secretary and the Treasurer and one other Director selected by the three previously identified. The Board of Directors may create other Committees, each of which will exercise the powers conferred upon it by the Board of Directors. The Board of Directors may revoke the appointment of any member of a committee by majority vote.

5. INDEMNIFICATION OF DIRECTORS AND OFFICERS:

With the exception of a legal suit brought by or on behalf of the Corporation, the Corporation shall indemnify all present and past directors, officers and other employees of the Corporation and committee Members, as well as the heirs and legal representatives of any such individual, from all costs, charges and expenses, including all sums paid to undertake a lawsuit or to comply in reason with a court decision, that such individual has reasonably incurred for any suit or procedure, of a civil, criminal or administrative nature in which the said individual was involved by virtue of the fact that he is or was a Director, officer or employee of the Corporation if:

- a) he acted honestly and in good faith in the interests of Corporation; and
- b) in the case of criminal or administrative suit or proceedings which lead to payment of a fine, he had substantial and demonstrable reason to believe that he acted in accordance with the law.

6. POWERS OF DIRECTORS:

- 6.1 The Board of Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or as otherwise authorized to exercise and do.
- 6.2 The Board of Directors may, at their pleasure, invite ex-officio members to their number. These directors will advise but not vote upon issues.
- 6.3 The Board of Directors shall have the power to make expenditures for the purpose of furthering the Objects of the Corporation.
- 6.4 The Directors shall have the power to hire staff.
- 6.5 The Board of Directors shall have the power to enter into a trust arrangement for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the Objects of the Corporation in accordance with such terms as the Board of Directors may prescribe.
- 6.6 The Board of Directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects of the Corporation.
- 6.7 The Board of Directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, moveable or immovable, real or

personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

- 6.8 The Board may, by resolution:
- a) borrow money on the credit of the Corporation and
 - b) charge, mortgage, hypothecate or pledge any or all of the Corporation's real or personal property to secure any money borrowed or any other debt, obligation or liability of the Corporation.

7. OFFICERS

7.1 There shall be a Chairman who shall be Chair of the Board of Directors, a Secretary and a Treasurer. There may also be appointed such other officers as the Board of Directors may determine from time to time. The officers shall be elected by the Board of Directors from among their number at the first meeting of the board after an election of the Board of Directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected.

7.2 The Chair and the Secretary, or other officer appointed by the board for the purpose, shall sign all by-laws and membership certificates.

8. DUTIES OF THE OFFICERS

8.1 The Chair shall, when present, preside at all meetings of the Corporation and the Board of Directors. During the absence or inability of the Chair, the Chair's duties and powers will be exercised by the Secretary or, if he is absent, by the Treasurer or, if he is absent, by a director chosen by resolution from those in attendance at a properly constituted meeting. Any director the board may from time to time appoint for this purpose, will exercise any duty or power and the absence or inability of the Chair shall be presumed.

8.2 The Secretary shall be clerk of the Board of Directors. At meetings of the Board of Directors he shall direct the recording of all facts and minutes of all the proceedings in the books kept for that purpose, give all notices required to be given to members and to directors, be custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation for delivery only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

8.3 The Treasurer, or person performing the usual duties of Treasurer, shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in proper books of account and shall deposit all monies, securities or other valuable effects in the name and to the credit of the Corporation in a registered banking or financial institution as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking the proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

8.4 Other officers' duties shall be such as the terms of their engagement call for or the Board of Directors requires of them.

9. EXECUTION OF DOCUMENTS

9.1 Contracts, documents or any instruments in writing requiring the signatures of the Corporation, shall be signed by the Chair and one other officer of the Corporation and shall be binding upon the Corporation without any further authorization or formality. The Secretary shall affix the seal of the Corporation to such instruments as require it.

- 9.2 The Board of Directors shall have power from time to time to appoint by resolution an officer or officers to sign contracts, documents, and instruments in writing on behalf of the Corporation.
- 9.3 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any person authorized by the board.

10. MEETINGS

- 10.1 The Annual General Meeting shall be held at the head office of the Corporation or at any place in Ontario as the Board of Directors may determine and on such day as the Board of Directors shall appoint.
- 10.2 Other meetings of the members will be known as Special Meetings and may be convened by order of the Chair, by the Board of Directors or upon written request of no less than ten members. Such meetings will be held at any date and time and at any place as determined by the Board of Directors, provided such meetings shall be convened within 45 days of the date of receipt of the written request.
- 10.3 The Board of Directors or the Chair shall have power to call a Special Meeting.
- 10.4 No public notice nor advertisement of members' meetings, shall be required, but notice of the time and place of every such meeting shall be given to each member. Any notice of a Special Meeting shall contain sufficient information to permit each Member to form a reasoned judgment regarding the issues involved.
- 10.5 Ten days prior written notice, which may include electronic transmission of such notice, shall be given to each member of any AGM or Special Meeting.
- 10.6 At every AGM, in addition to any other business that may be transacted, the report(s) of any of the directors, the financial statements and the report of the auditors shall be presented and directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general.
- 10.7 A quorum for the transaction of business at any meeting of members shall consist of not less than twenty or half of the total membership whichever is less. members present in person or represented by proxies provided that in no case can any meeting be held unless there are six members present in person.
- 10.8 Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.
- 10.9 The Chair or Board of Directors may convene other meetings for the discussion of specific topics for which the attendance of a select group of people (members and/or non-members) only is necessary. Such meetings do not need to comply with the requirements of 10.2, 10.6 or 10.7 above.
- 10.10 'Robert's Rules of Order' shall govern the conduct of all meetings.

11. VOTING OF MEMBERS

- 11.1 Each member of the Corporation shall be entitled to one vote and he may vote by proxy. No member shall be entitled either in person or in proxy to vote at meetings of the Corporation unless they have paid all dues or fees, if any, then payable by them.
- 11.2 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney and shall cease to be valid after the completion of the meeting for which it was authorized. The instrument appointing the proxy may be in such form as the directors may from time to time prescribe or in such other form as the Chair of the meeting may accept as sufficient and shall be deposited with the Secretary of the meeting before any vote is cast under its authority, or at such earlier time or in such manner as the board may determine.
- 11.3 At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll has been demanded by any member. Voting shall be by a show of hands and, unless

a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meetings upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the motion shall be defeated.

12. ADJOURNMENTS

Any meetings of the Corporation or of the directors may be adjourned to any time and such business may be transacted at such an adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

13. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of October in each year.

14. AMENDMENT OF BY-LAWS

14.1 The directors of the Corporation may pass by-laws not contrary to the Corporations Act (Ontario) or to the Letters Patent or any Supplementary Letters Patent.

14.2 A by-law passed in accordance with paragraph 14.1 and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a Special Meeting duly called for that purpose, is effective only until the next AGM of the members where it shall be confirmed by vote of the members. In default of confirmation thereat, it ceases to have effect from that time, and in that case, no new by-law of the same or like substance has any effect until confirmed at a general meeting of the members. The members may, at the AGM or at the Special Meeting, confirm, reject, amend or otherwise deal with any by-law passed by the directors and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

15. AUDITORS

The members shall at each AGM appoint an agency or qualified individual to audit the accounts of the corporation and to hold office until the next AGM provided that the directors may fill any casual vacancy in the office of auditor. Remuneration of the auditor shall be fixed by the Board of Directors.

16. BOOKS AND RECORDS

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

17. RULES AND REGULATIONS

17.1 The Board of Directors may prescribe such policies, rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

17.2 A 'Policy Manual' shall be prepared and approved by the Board of Directors. The manual shall be considered an extension and expansion of the bylaws. The purpose of the manual is to provide an easy form of reference, covering such subjects as details of the organizational structure of CORK/Sail Kingston, meeting schedules, race management, duties of the Race Advisory Committee, safety practices etc.

18. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

19. INTERPRETATION

19.1 In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

19.2 All former By-Laws of the Canadian Olympic-training Regatta, Kingston and of Sail Kingston are hereby repealed.

PASSED by the Board of Directors and **SEALED** with the Corporate Seal this

Thirteenth day of November, 2004

Tim Irwin (Chair)

Ted Ison (Secretary)

CONFIRMED by the members on the _____ day of _____, 200__

Chair

Secretary