



Guelph Community Boating Club By-laws

Section 1 - General

1.01 Definitions

In their by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "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;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to their by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. "Chair" means the chair of the Board;
- e. "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;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- g. "G.L.B.I." means Guelph Lake Boating Inc., the governing body of the Guelph Lake boating clubs and Grand River Conservation Authority license holder;
- h. "Member" means a member of the Corporation;
- i. "Members" means the collective membership of the Corporation; and
- j. "Officer" means an officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in their 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 their By-law shall not affect the validity or enforceability of the remaining provisions of their 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 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Name

The Corporation shall be known by the title of "Guelph Community Boating Club", also referred to as "G.C.B.C.".



1.06 Purpose

The objects for which the Corporation is incorporated are:

1. To establish, develop and administer without profit, a self-help, social, recreational and sporting organization which is founded on sailing and other associated water related activities;
2. To promote water safety among members and others;
3. To develop boating at the Guelph Lake;
4. To promote "Learn to Sail" and "Youth Sailing" programs;
5. To develop and maintain sailing storage facilities for the use of members; and
6. To develop launch and boating facilities for boat owners.

1.07 Head Office

The Head Office of the Corporation shall be in the City of Guelph, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

1.08 Dissolution

Upon dissolution of the Guelph Community Boating Club (G.C.B.C.) all assets owned or partly owned shall become the property of the Guelph Lake Boating Inc. (G.L.B.I.).

Section 2 - Directors

2.01 General

The affairs of the Corporation shall be managed by a Board consisting of a minimum of ten (10) Directors, each of whom at the time of their election or within ten (10) days thereafter, and throughout their term of office, shall be a member of the Corporation.

2.02 Election and Term

The Directors shall be elected by the Members at each succeeding annual meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

The office of the Commodore shall not be held by the same member for more than two (2) consecutive terms. A member shall not be a Director for more than five (5) consecutive terms.

2.03 Removal

The members of the Corporation may, by resolution passed by the majority of the votes cast at a general or special meeting of which, notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person if otherwise qualified in his stead for the remainder of the term.



2.04 Vacancies

The office of a Director shall be vacated immediately:

1. 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;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.05 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:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors from among the qualified members of the Corporation if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected.

2.06 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a committee of Directors and may delegate to the or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated;
2. 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 Chairperson thereof may be appointed by the Directors. The Chairperson shall not vote at Directors' meetings unless they are a Director. The Board may dissolve any committee by resolution at any time; and
3. The Board shall appoint one or more representative to G.L.B.I., one of whom shall be a Director of G.C.B.C.



2.07 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the Act.

2.08 Powers

The Directors of the Corporation shall 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 otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, building and other property, movable 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, subject to conditions set forth under the Constitution of G.L.B.I.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Commodore or Vice-Commodore or by the Secretary on the direction of the Commodore or Vice-Commodore or by the Secretary on direction in writing of two (2) Directors at any time and any place on notice as required by their By-law. Notice of such meetings shall be delivered to each Director not less than seven (7) days before the meeting is to take place, stating the time and, if applicable, the place of the meeting.

For the first organizational meeting following the annual meeting, a Director may call the first meeting of the Directors by giving not less than five (5) days' notice to each Director. If a quorum of Directors is present, the newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.



3.02 Regular Meetings

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. The Directors may consider or transact any business either special or general at any meeting of the Board of Directors.

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

The Directors shall meet at least bi-monthly throughout the year.

3.03 Notice

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be subject to Section 10 of their By-law to every Director of the Corporation not less than seven (7) 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.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. 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.

The statutory declaration of the Secretary or Commodore that the notice has been given pursuant to their by-law shall be sufficient and conclusive evidence of the giving of such notice.

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

3.04 Chair

The Commodore shall preside at Board meetings. In the absence of the Chair, the Directors present may from time to time appoint one of their number to act as the Chair.

3.05 Quorum

Six (6) Directors shall form a quorum for the transaction of business.

3.06 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 Commodore shall not have a second or casting vote.



All votes at any such meeting shall be taken by secret ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent, by a show of hands. A declaration by the Commodore that a resolution has been carried 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. In the absence of the Commodore, the declaration may be performed by the Chair.

3.07 Conduct of Meetings

The procedure at all meetings shall be conducted in a recognized Parliamentary manner and governed by Robert's Rules of Order where these are not in conflict with these by-laws.

3.08 Participation by Telephonic or Electronic Means

Subject to the provisions of the articles, if any, 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, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

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. In no event shall the fiscal year exceed eighteen (18) months.

4.03 Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the Commodore or Vice-commodore and by the Secretary or the Treasurer, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Commodore, Vice-Commodore, Treasurer or by any person authorized by the Board of Directors.



Any two (2) Officers or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as Director or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notices and drafts, for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation or the same may be endorsed "for collection" or "for deposit" with the bankers of the corporation by using the Corporation's seal for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

4.04 Deposit of Securities for Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the direction of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Section 5 - Officers

5.01 Officers

The outgoing Commodore shall within ten (10) days following the annual election of the Board of Directors call a meeting of the newly elected Board of Directors for the purpose of electing the officers of the Corporation.



The Board shall appoint from among the Directors a Commodore, a Vice-Commodore, and may appoint any other person to be treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and Commodore may also be held by the same person. The Board may appoint such 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:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Commodore and Vice-Commodore

The Commodore shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

During the absence of the Commodore their duties and powers may be exercised by the Vice-Commodore and if the Vice-Commodore is also absent, such other Director as the Board may from time to time appoint for the purpose, and upon the exercise of any such duty or power, the absence or inability of the Commodore shall be presumed with reference thereto.

5.06 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.



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 their or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. 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.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.



8.02 Admission

A member shall be any person who shall have been accepted by the Board, or in the case of a family membership to G.C.B.C., their designated Member of Record, subject only to the conditions set forth in the by-law and the governing documents of G.L.B.I.

Members are subject to the requirements set out in Schedule D.

8.03 Membership

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. A member's pecuniary interest shall cease at resignation or termination of membership or death.

Members may resign by submitting their resignation in writing to any Director of the Corporation and such resignation shall be effective upon receipt.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which become payable by them to the Corporation prior to their resignation becoming effective.

8.04 Dues

There shall be no dues or fees payable by the members except such, if any, as shall from time to time be fixed by the Board of Directors.

The Secretary or other Director shall notify the members of the dues and fees at any time payable by them, and, if they are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation but any such members may on payment of all unpaid dues or fees be reinstated by the Board of Directors.

8.05 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 or By-laws.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to 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. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Wellington County, Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in regulations before the annual meeting, 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 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 Treasurer;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- 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 has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Subject to the provisions of the articles, if any, a meeting of the 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, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of the Act to be present at the meeting.

9.02 Special Meetings

The Directors may call special meetings of the Members by decision of the Commodore, or the majority of Directors.

The Board shall call one special meeting each year in addition to the Annual General Meeting, normally held in the spring.

The Board shall call a special meeting on the petition of on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

A written notice thereof shall be sent to all members at least ten (10) days before the day fixed for such meeting.

9.03 Notice

Subject to the Act, not less than ten (10) and not more than fifty (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 the 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.

No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by electronic means.



A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members 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.

No error or omission in giving notice of any meeting or any adjourned meeting, whether annual or special, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and 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.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is a minimum of five per cent of the Members entitled to vote at the meeting. 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.

9.05 Chair of the Meeting

The Commodore shall be the chair of the Members' meeting; in the Commodore'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

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member of Record shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. 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;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. 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 if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued 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 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 auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation 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.

Section 10 - Notices

10.01 Service

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 their 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 Board may from time to time in accordance with the Act amend or repeal and replace their By-law. Amendments shall be approved at any Members' meeting by a two-thirds majority of those present and entitled to vote. Notice of amendments of the By-law shall be given in writing with the notice calling the meeting. Amendments of the By-laws shall not infringe the legislation under which the Corporation is incorporated.

Enacted by the Members at the Annual General Meeting held the 22nd day of November, 2023.

Sarah Hinchcliffe, Commodore



[Insert JR signature]

John Ryan, Secretary

DRAFT



Schedule A – Position Description of the Commodore

Duties

The Commodore shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The Commodore with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates.

Responsibilities

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.

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 Board.



Schedule B – Position Description of the Treasurer

Duties

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of accounts and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. they shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the Corporation. They shall also perform such other duties as may from time to time be determined by the Board of Directors.

Role Statement

If appointed, 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 Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation 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 Corporation 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 Corporation. 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 Corporation approved by the Board.



Schedule C – Position Description of the Secretary

Duties

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

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

The Secretary shall ensure that a schedule of Board meetings is prepared annually.

Role Statement

If appointed, 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 Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees.



Schedule D – Requirements of Members

1. Pay the required fees set forth in the fee schedule approved by the Board.
2. To actively participate in the purpose and objectives of the G.C.B.C.
3. To act safely and observe the rules and regulations of the G.C.B.C. and the G.L.B.I.

Honorary Members

The Board of Directors may from time to time designate Honorary Members of the Corporation who may be known as members or Honorary Members, and define the terms of membership for such Honorary Members.

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