



# ABLE SAIL TORONTO BY-LAWS

By-laws relating generally to the transaction of the affairs of Able Sail Toronto

Approved at the  
Annual Meeting, January 13, 2024

**BE IT ENACTED** as By-laws of **Able Sail Toronto** as follows:

1.1 "**Able Sail Toronto**" is incorporated as a corporation without share capital under the Canada Not-for-profit Corporations Act;

1.2 **Definitions** - In this By-law and in all other By-laws and special resolutions of the Corporation, unless the context otherwise requires:

a) "Annual Financial Statements" mean the comparative financial statements of the Corporation, as prescribed by the Canada Not-for-profit Corporations Act (S.C. 2009, c. 23) (CNCA), the report of the Public Accountant and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles, the By-laws or any unanimous Member agreement;

b) "Articles" means the original or restated articles of incorporation or section of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

c) "Board" means the board of directors of the Corporation;

d) "By-laws" mean this By-law and all other By-laws of the Corporation from time to time in force and effect;

e) "CNCA" means the Canada Not-for-profit Corporations Act (S.C. 2009, c. 23) including the regulations made pursuant to the Canada Not-for-profit Corporations Act, and any statute or regulations that may be substituted, as amended from time to time;

f) "Corporation" means the "Able Sail Toronto", a corporation incorporated as a corporation without share capital under the Canada Not-for-profit Corporations Act;

g) "Declared Incapable" in reference to a person means:

(i) that a court of competent jurisdiction has declared that person to be incapable of managing property and has therefore appointed a committee, tutor, guardian or other custodian to manage the property of such person; or

(ii) that the Corporation has obtained a letter from a physician licensed to practice medicine in one or more of the provinces of Canada declaring the person to be incapable of managing property;

h) "Director" means a director of the Corporation as defined in Section 7.2 (e);

i) "Members" means those individuals referred to in Section 3.1, and "Member" shall have a corresponding meaning;

j) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

k) "President" means the Chair of the Board,

l) "Public Accountant" means the person from time to time appointed pursuant to Section 12.1;

m) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.2 INTERPRETATION**

In these By-laws and in all other By-laws 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 individuals. The division of these By-laws into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

## **SECTION 2 - GENERAL**

**2.1 Registered Office** - Until changed in accordance with the Canada Not-for-profit Corporations Act, the head office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

**2.2 Financial Year** - Unless otherwise approved by the Board, the financial year of the Corporation shall end on the October 31st in each year.

**2.3 Books and Records** - The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

## **SECTION 3 - MEMBERS**

**3.1 Membership** - There shall be one class of Members of the Corporation. Membership in the Corporation shall be available only to those with conditions associated with disability, and who have applied for and been accepted into membership of the Corporation by resolution of the Board. The Board must consider applications and make membership resolutions six (6) times each year. Each Member in Good Standing shall be entitled to receive notice of, attend and vote at all Meetings of the Members.

**3.2 Member in Good Standing** - A Member will be in Good Standing provided they have completed and submitted all required documentation, have complied with the By-laws, have not been suspended or expelled and have paid all required membership dues and sailing fees. If the Member ceases to be in Good Standing, they will not be entitled to vote at General Meetings of the Members.

**3.3 Withdrawal by Member** - Members may withdraw from the Corporation by delivering to the Corporation a resignation in writing, which shall be effective at the time it is delivered to the Corporation or at the time specified in the resignation, whichever is later. In the case of the withdrawal

of a Member, a Member shall remain liable for payment of any dues or fees which became payable by such Member to the Corporation prior to the acceptance of such Member's resignation.

**3.4 Termination of Membership** – Membership in the Corporation shall lapse and terminate upon the earliest to occur of any one of the following events:

- a) A Member ceasing to meet the qualifications of membership as set out in Section 3.1;
- b) A Member will no longer be in Good Standing provided they have failed to complete and submit all required documentation, have not complied with the By-laws, have been suspended or expelled and have not paid all required membership dues and sailing fees. A Member that is not a Member in Good Standing will not be entitled to vote at general Meetings of Members.
- c) the withdrawal or resignation of a Member in accordance with Section 3.2; or expulsion of a Member in accordance with Section 3.3.

**3.6 Dues or fees** - Dues or Fees payable by the Members shall from time to time be fixed by resolution of the Board.

**3.7 Membership Transferability** - Membership in the Corporation cannot be transferred.

## **SECTION 4 - MEMBERS' MEETINGS**

**4.1 Annual Meetings of Members** - An Annual Meeting shall be held not later than fifteen (15) months after holding the preceding Annual Meeting, but no later than six (6) months after the end of the Corporation's preceding financial year. At every Annual Meeting, in addition to any other business that may be transacted;

- a) the Annual Financial Statements shall be presented to the Members; and
- b) a Board shall be elected; and
- c) a Public Accountant shall be appointed for the ensuing year.

**4.2 Soliciting Corporation** - If the Corporation is a soliciting corporation, a copy of the Annual Financial Statements shall be sent to the Director appointed by the responsible federal minister to exercise the powers of the Director under the Canada Not-for-profit Corporations Act at least twenty-one (21) days before the date fixed for the Annual Meeting, or without delay, if and after all Members have signed a resolution dealing with all matters required by the Canada Not-for-profit Corporations Act to be dealt with at the Annual Meeting.

**4.3 Place of Meetings** - An Annual Meeting shall be held in Toronto, Ontario.

**4.4 Calling of Meetings** - The Board shall have power to call, at any time, any Meeting of the Members.

**4.5 Special Meeting** - The Board shall call a Special Meeting of Members on written requisition of one-tenth (1/10) of the Members.

**4.6 Notice of Members' Meetings** - Written notice of the time and place of all Meetings of Members shall be given to each Member who, at the close of business on the record date for notice or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given, is entered in the register of Members; and, to each Director, and to the Public Accountant. The statutory declaration of the Secretary, the President or of any other person authorized to give notice of a Meeting of Members that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

**4.7 Waiver** - Any Member entitled to such notice may waive such notice in writing either before, at or after the Meeting of Members to which the notice relates.

**4.8 Notice** - Notice of a Special Meeting of Members shall state the nature of the business to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the Meeting of Members.

**4.9 For the purpose of this Section, notice shall be given as follows:** by telephonic, electronic or other communication facility to each Member entitled to notice, during a period of twenty-one (21) to thirty-five (35) days before the day on which the Meeting of Members is to be held. If a Member requests that the notice be given by non- electronic means, the notice will be given by prepaid mail.

**4.10 Error or Omission in Notice** - No error or omission in giving notice of any Meeting of Members or any adjourned Meeting of Members shall invalidate such Meeting of Members or make void any resolutions passed or proceedings taken thereat and any Member may at any time waive notice of any such Meeting of Members and may ratify, approve and confirm any or all proceedings taken or had thereat.

**4.11 Chairing Meetings** - The President, or, if the President is unable for any reason, the Vice-President or, if the Vice-President is unable for any reason, the Secretary shall chair Meetings of Members or, if the Secretary is unable for any reason, the Members present shall choose one of their number to be the chair of such Meeting of Members.

**4.12 Persons Entitled to be Present** - Only Members in Good Standing have rights in the property and management of the Club and are entitled to attend and vote at any General Meeting of the Club.

**4.13 Adjournments** - Any Meeting of Members may be adjourned to any time and from time to time by Ordinary Resolution or as required by the Canada Not-for-profit Corporations Act and such business may be transacted at such adjourned Meeting of Members as might have been transacted at the original Meeting of Members from which such adjournment took place. If a Meeting of Members is adjourned for less than thirty-one (31) days, no notice shall be required of any such adjournment. If a Meeting of Members is adjourned by one or more adjournments for an aggregate of days that is more than thirty (30) days, notice of the adjournment shall be given to the Members, the Directors and the Public

Accountant in the manner referred to in Section 4.4. Such adjournment may be made notwithstanding that no quorum is present.

**4.14 Quorum** - Twenty percent (20%) of Members present, in person or by proxy, and eligible to vote, shall constitute a quorum at any Meeting of Members. No business shall be transacted at any Meeting of Members unless a quorum is present.

**4.15 Voting** - At Meetings of Members, Members in Good Standing shall be entitled to one (1) vote. The number of Members eligible to vote shall be established and certified by the Secretary.

**4.16 Votes to Govern** - At any Meeting of Members, every question shall, unless otherwise required by the Canada Not-for-profit Corporations Act, the Articles or By-laws or otherwise by law, be determined by the majority of the votes of Members duly cast on the question.

**4.17 Voting by Show of Hands** - Every question at a Meeting of Members shall be decided by a show of hands unless:

a) prior to a show of hands, a Member present and entitled to vote demands a vote on the matter by secret ballot, in which case the chair of the Meeting of Members shall distribute and collect ballots for such purpose and the result of the vote by secret ballot shall be the decision of Members upon the said question; or

b) immediately after a show of hands and, in any event, no later than the adjournment *sine die* of the Meeting of Members, a secret ballot is required or demanded by the chair of the Meeting of Members or any Member present and entitled to vote on the question in which case the procedures set forth hereinafter shall be followed.

**4.18 Secret Ballot** - Whenever a vote by secret ballot or show of hands shall have been taken upon a question, (unless in the latter case a secret ballot thereon is so required or demanded), a declaration by the chair of the Meeting of Members that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of Members upon the said question.

**4.19 Secret Ballots** - If a secret ballot is required or demanded, the secret ballot shall be taken in such manner as the chair of the Meeting of Members shall direct. A demand for a secret ballot may be withdrawn at any time prior to the taking of the secret ballot. The result of the secret ballot shall be the decision of Members upon the said question.

**4.20 Proxy Voting** - Subject to compliance with the Canada Not-for-profit Corporations Act, in addition to voting in person in accordance with Sections 4.15, 4.16 and 4.17, every Member in Good Standing may vote by proxy. At any Meeting of Members, a proxyholder who is an eligible Member in Good Standing, duly appointed by a Member, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing them, the same voting rights that the Member appointing them

would be entitled to exercise if present at the meeting. A proxy shall be in writing and executed by the appointing Member. A proxy may be in such form as the Board from time to time prescribes 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 called under its authority, or at such earlier time and in such manner as the Board may prescribe. No proxyholder may hold more than one (1) proxy at any voting meeting.

**4.21 Equality of Votes** - In the case of an equality of votes at any Meeting of Members, either upon a show of hands or on a ballot or on the results of telephonic or electronic, the motion shall fail.

**4.22 Resolutions in Writing** - Subject to the provisions of the Canada Not-for-profit Corporations Act, a resolution in writing signed by all Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members. Resolutions in writing may be signed in counterpart and satisfy all the requirements of this By-Law relating to Meetings of Members.

## **SECTION 5 - DIRECTORS**

**5.1 Authority and Responsibility** - Subject to the Canada Not-for-profit Corporations Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

### **5.2 Duties of the Directors:**

a) Every Director in exercising their powers and discharging their duties shall:

- (i) act honestly and in good faith with a view to the best interest of the Corporation; and
- (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

b) Every Director shall comply with:

- (i) the Canada Not-for-profit Corporations Act and the regulations thereto; and the Articles and the By-Laws.

c) Every Director shall verify the lawfulness of the Articles and the purpose of the Corporation.

**5.3 Number of Directors** - The number of Directors shall be no less than three (3) and no more than five (5). All Directors must be a Member in Good Standing and accepted as a Member by resolution of the outgoing Board at some time prior to the Annual Meeting.

**5.4 Qualifications** - The following persons are disqualified from being a Director:

- a) a person who is less than eighteen (18) years of age;
- b) a person who has been Declared Incapable;

c) a person who is not an individual; and

d) a person who has the status of undischarged bankruptcy.

**5.5 Nominations** - At least two (2) months before the Annual Meeting, the Board shall appoint a Nominating Committee consisting of two (2) or three (3) Representatives that are Members in Good Standing.

a) Forty-five (45) days prior to the Annual Meeting, the Nominating Committee shall issue a 'Call for Nominations' using any means of communication (including electronic).

b) The Call for Nominations will state:

(i) the method by which nominations may be made;

(ii) any requirements related to nominations; and

(iii) that the deadline for submission of nominations is thirty (30) days prior to the Annual Meeting.

c) The Nominating Committee shall endeavor to ensure that there is a full slate of qualified candidates for all positions to be elected by the Members. The Chair of the Nominating Committee shall report to the Board at least twenty-five (25) days prior to the Annual Meeting, said report to include:

(i) The names of all the candidates proposed by the Nominating Committee or submitted by any Member; and

(ii) a brief biography of each candidate.

(iii) After the Nominating Committee's report has been considered by the Board, the Board by resolution shall determine the names of all the candidates proposed by the Nominating Committee and approved by the Board.

d) The Nominating Committee report as approved by the Board will be distributed to the Members twenty-one (21) days prior to the Annual Meeting using any means of communication (including electronic).

**5.6 Election and Term** - Subject to Section 5.3, the Members shall elect (or re-elect) at each succeeding Annual Meeting the number of Directors equal to the number of Directors whose term has expired. Each Director shall be elected to hold office until the third (3<sup>rd</sup>) Annual Meeting after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election. To the extent necessary to maintain staggered terms as a result of an increase or decrease in the number of Directors, the Members may, by ordinary resolution set the initial term of any Director to be elected at one (1) or two (2) years.



**5.7 Resignation** - The Director who wishes to resign from the Board prior to expiry of their term of office shall give written notice to the Chair of their intention to resign from the Board and such resignation shall be effective from the date specified therein, or if no such date is so specified, from the date of receipt of such resignation by the Chair.

**5.8 Removal** - The Members may, by Ordinary Resolution passed at a Special Meeting of Members of which notice specifying the intention to pass such Ordinary Resolution has been given, remove any Director before the expiration of such Director's term of office and may, by a majority of votes cast at that Special Meeting of Members, elect any qualified person in the place of such Director for the remainder of the term of such Director.

**5.9 Vacation of Office** - The office of a Director shall automatically be vacated when such Director dies, resigns in accordance with Section 5.7, is removed from office in accordance with Section 5.8 or becomes disqualified from being a Director under Section 5.4.

**5.10 Vacancies** - Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual, who satisfies Article 5.4 to fill the vacancy.

**5.11 Committees** - The Board may from time to time constitute such committee or committees as it deems necessary, and subject to the Canada Not-for-profit Corporations Act, for such purposes and with such powers as may be prescribed by the Board, whose Members shall serve at the pleasure of the Board. Each such committee may formulate its own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof. Any Member of any such committee shall be removable from such committee at any time at the discretion of the Board. Except for the audit committee, which, if established, shall be composed of not less than three (3) Directors, a majority of whom are not officers or employees of the Corporation, or any of its affiliates, the membership on such committees shall not be restricted to persons who are Directors

**5.12 Disbanding** - The Board shall have the power to disband any committee which it creates.

**5.13 Remuneration of Directors** - The Directors shall receive no remuneration for acting as such, but shall be entitled to be paid their reasonable expenses properly incurred in the performance of their duties.

## **SECTION 6 - DIRECTORS' MEETINGS**

**6.1 Place of Meetings** - Except as otherwise required herein or by law, the Board may hold its meetings either at the registered office of the Corporation or at any place within or outside Canada as it may from time to time determine.

**6.2 Calling of Meetings** - Board meetings may be formally called by the President, the Vice- President, the Secretary, or by any two (2) Directors.

**6.3 Number of Meetings** - There shall be a minimum of six (6) Meetings of the Board per year or such greater number of meetings as is determined, from time to time, by the Board.

**6.4 Notice of Board Meetings** - Notice of Meetings of the Board shall be given by pre- paid delivery, telephone, fax, email or other means of recorded electronic communication to each Director not less than seven (7) days before the Meeting is to take place or shall be mailed to each Director not less than seventeen (17) days before the Meeting is to take place. The President, the Vice-President, or the Secretary may call a Meeting on less notice by such means as are deemed appropriate, provided that a majority of the Directors consent to the holding of such a Meeting. A notice of a Meeting of the Board need not specify the purpose of or the business to be transacted at the Meeting, except that a notice of Meeting of the Board shall specify any matter referred to in the Canada Not-for-profit Corporations Act that is to be dealt with at the Meeting. The statutory declaration of the Secretary or the President, or of any other person authorized to give notice of a Meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

**6.5 Regular Meetings** - The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if the Canada Not-for-profit Corporations Act requires the purpose thereof or the business to be transacted to be specified in the notice. A Meeting of the Board may also be held, without notice, immediately following each Annual Meeting.

**6.6 Error or Omission in Notice, Board** - No error or omission in giving notice of a meeting of the Board or any adjourned Meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had thereat and any Director may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

**6.7 Meetings by Communication Facility** - If all of the Directors present at or participating in the Meeting consent, a Meeting of the Board may be held by telephonic, electronic or other communication facilities which permit all participants to communicate adequately with each other during such Meeting of Directors and a Director participating in the Meeting by those means is deemed for the purposes of the Canada Not-for-profit Corporations Act to be present at the meeting. Any such consent shall be effective whether given before or after the Meeting to which it relates and may be given with respect to all Meetings of the Board and of Committees of the Board held while a Director holds office.

**6.8 Chairing Meetings** - The President or, if the President is unable for any reason, the Vice- President or, if the Vice-President is unable for any reason, any one Director chosen by the Directors present and entitled to vote, shall be the chair of Meetings of the Board.

**6.9 Quorum** - The powers of the Directors may be exercised by resolution passed at a Meeting of the Board at which a quorum is present. The presence of a majority of the number of Directors in office from time to time shall be necessary to constitute a quorum for the transaction of business at meetings of the Board. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the Meeting. Where there is a vacancy on the Board, the

remaining Directors may exercise all the powers of the Board so long as a quorum is present at the Meeting.

**6.10 Voting** - Subject to the Canada Not-for-profit Corporations Act, the Articles and the By-laws, any question arising at any Meeting of the Board shall be decided by a majority of votes. Each Director is entitled to exercise one (1) vote. Whenever a vote by show of hands or by communications facility contemplated in Section 6.7 shall be taken upon a question, a declaration by the chair of the Meeting 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, and the result of the vote so taken shall be the decision of the Board upon the said question.

**6.11 Resolutions in Writing** - Subject to the provisions of the Canada Not-for-profit Corporations Act, a resolution in writing signed by all of the Directors entitled to vote on that resolution at a Meeting of the Board or of a Committee is as valid as if it had been passed at a meeting of the Board or of a Committee. Resolutions in writing may be signed in counterpart and satisfy all the requirements of this By-Law relating to Meetings of the Board or Committees.

## **SECTION 7- OFFICERS**

**7.1 Appointment** - The Board may appoint a President and a Vice-President from among the Directors, and, from time to time, a Secretary, a Treasurer and such other officers who need not be Directors as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may specify the duties of such officers, and in accordance with these By-laws and subject to the Canada Not-for-profit Corporations Act, delegate to such officers, powers to manage the activities and affairs of the Corporation. Except as otherwise provided herein, an officer may, but need not be, a Director, one (1) person may hold more than one (1) office and more than one (1) person may hold an office.

### **7.2 Duties of Officers**

a) **President** - The President, when present, shall preside at all meetings of the Members, the Board and of any Committees constituted by the Board, sign all instruments which require their signature in accordance with the By-laws or otherwise, represent the Corporation at public or official functions, and have such other powers and duties as may from time to time be assigned to them by the Board.

b) **Vice-President** - The Vice-President shall be vested with all the powers and perform all the duties of the President in the absence of the President or upon the inability or refusal of the President to act.

c) **Secretary** - The Secretary shall attend all Meetings of the Members and the Board except where the chair of the Meeting determines that it is inappropriate for the Secretary to attend

due to the nature of the matter being discussed. At such Meetings, the Secretary shall record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give or cause to be given all notices required to be given to the Members, Directors and Members of Committees. The Secretary shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which the Secretary shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall sign such documents, contracts or instruments in writing that requires their signature and shall perform such other duties as may from time to time be determined by the Board or as are incidental to the office of the Secretary. The Secretary shall have the authority to delegate these tasks to an officer or employee of the Corporation with approval of the Board.

d) **Treasurer** -The Treasurer shall, keep proper accounting records in compliance with the Canada Not-for-profit Corporations Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer shall render to the Board whenever required an account of all transactions involving the Corporation and of the financial position of the Corporation and the Treasurer shall have such other powers and duties as the Board may specify. The Treasurer shall have the authority to delegate any of these tasks to an officer or employee of the Corporation with approval of the Board.

e) **Director** – A Director on the Board of Directors shall attend all Meetings of Members and Meetings of the Board of Directors. They may take on Duties of Officers as appointed or delegated by the Board.

**7.3 Agents and Attorneys** - The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

## **SECTION 8 - PROTECTION OF DIRECTORS AND OFFICERS**

**8.1 Limitation of Liability** - Every Director and officer in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys 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 monies, securities

or effects of the Corporation shall be lodged or deposited, or for any losses occasioned by any error of judgment or oversight on such Director or officer's part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful and willful neglect or default.

**8.2 Indemnity** - Subject to the limitations contained in the Canada Not-for-profit Corporations Act, but without limiting the right of the Corporation to indemnify any individual under the Canada Not-for-profit Corporations Act or otherwise to the full extent permitted by law, the Corporation shall, from time to time and at all times, indemnify each Director or officer or former Director or officer (and each such individual's respective heirs, executors, administrators, or other legal personal representatives and their estate and effects), against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceedings in which the individual is involved because of that association with the Corporation or other entity provided that the individual to be indemnified:

- a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Corporation's request; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

**8.3 Advance of Costs** - The Corporation may advance money to a Director or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.2. The individual shall repay the money if the individual does not fulfil the conditions of Section 8.2.

**8.4 Insurance** - The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in Section 8.2 against any liability incurred by the individual:

- a) in the individual's capacity as a Director or an officer of the Corporation; or
- b) in the individual's capacity as a Director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

**8.5 Indemnities Not Limiting** - The provisions of this Section 8 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which a person is otherwise entitled.

## **SECTION 9 - DECLARATION OF INTEREST**

**9.1 Declaration of Interest** - It is the duty of each Director and officer of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or

arrangement with the Corporation to declare their interest to the Corporation to the extent and in the manner required by the Canada Not-for-profit Corporations Act. No Director shall vote or participate in any discussion in respect of any contract or proposed contract in which they are so interested and if they do so vote their vote shall not be counted, but this prohibition shall not apply to any contract or transaction which:

- a) is for indemnity or insurance pursuant to Section 8 hereof; or
- b) is with an affiliate, as such term is understood for the purposes of the Canada Not-for-profit Corporations Act.

**9.2 Avoidance Standards** - A contract or transaction for which disclosure is required under Section 9.1 is not invalid, and the Director or officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board meeting or of the Board committee that considered the contract or transaction, if

- a) disclosure of the interest was made in accordance with Section 9.1;
- b) the Directors approved the contract or transaction; and
- c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

**9.3 Failure to Declare** - Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by Ordinary Resolution that a conflict of interest exists and in each such case the provisions of Section 9.1 shall apply as if the Director had declared the interest.

## **SECTION 10 - EXECUTION OF DOCUMENTS, BANKING AND BORROWING**

**10.1 Signatories** - Except for documents executed in the usual and ordinary course of the Corporation's business, which may be signed by two (2) Directors, one (1) of which must be the Chair in their role as President, and any one (1) other Director; the following are the only persons authorized to sign any document on behalf of the Corporation, other than in the usual and ordinary course of the Corporation's business:

- a) any individual or individuals appointed by resolution of the Board to sign a specific document or that type of document or generally on behalf of the Corporation.

**10.2 Documents** - Any document so signed may, but need not, have the corporate seal applied, if there is one. **Facsimile Signatures** - The signatures of any person authorized to sign on behalf of the Corporation, may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced.

Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

**10.3 Banking** - The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations carrying on a banking business in Canada or elsewhere as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

**10.4 Borrowing** - Subject to the limitations set out in the Articles, if any, the Board may from time to time:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; give a guarantee on behalf of the Corporation to secure performance of an
- c) obligation of any person; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

## **SECTION 11- NOTICE**

**11.1 Procedure for Sending Notices** - Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Canada Not-for-profit Corporations Act, the Articles, these By-laws or otherwise to a Member, Director, officer or Public Accountant shall be sufficiently given if sent to the principal address of the applicable person as last shown in the Corporation's records.

- a) A notice so delivered shall be deemed to have been received when it is delivered.
- b) A notice so mailed shall be deemed to have been received at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all.
- c) A notice sent by means of electronic, transmitted or recorded communication shall be deemed to have been received when so sent. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer or Public Accountant in accordance with the information believed by them to be reliable.

**11.2 Undelivered Notices** - If any notice given to a Member pursuant to Section 11.1 hereof is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be

required to give any further notice to such Member until such Member informs the Corporation in writing of such Member's new address.

**11.3 Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

**11.4 Waiver of Notice** - Any Member, Director, officer or Auditor may waive any notice required to be given to such Member under any provision of the Canada Not-for-profit Corporations Act, the Articles, these By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

**11.5 Error or Omission in Notice** - The accidental omission to give any notice to any Member, Director, officer or Public Accountant, 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 12 - PUBLIC ACCOUNTANT**

**12.1 Public Accountant** - The Members shall, by Ordinary Resolution, at each Annual Meeting appoint a Public Accountant to hold office until the next Annual Meeting. The Public Accountant shall have all the rights and privileges as set out in the Canada Not-for-profit Corporations Act and shall perform the function as prescribed therein.

**12.2 Remuneration** - The remuneration of the Public Accountant shall be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

## **SECTION 13 - ANNUAL FINANCIAL STATEMENTS**

**13.1 Notice** - The Corporation may, instead of sending copies of the Annual Financial Statements to the Members, publish a notice to its Members stating that the Annual Financial Statements are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **SECTION 14 - BY-LAWS**

**14.1 Effective Date** - This By-Law shall be effective when made by the Board.

**14.2 Amendment** - Subject to the provisions of the Canada Not-for-profit Corporations Act, this By-Law may be amended by the Board, but no portion of any such amendment shall be effective until confirmed by the Members at a meeting duly called for such purpose. Unless otherwise required by the Canada



Not-for-profit Corporations Act, an Ordinary Resolution shall be adequate to pass the proposed amendment. The Members may, at such meeting or by resolution in writing in accordance with Section 4.16, confirm, reject or amend any by-law passed by the Board and submitted to the meeting for confirmation. If such by-law is rejected it shall not become effective and, if amended, it shall take effect as amended.

**14.3 Former By-Laws May Be Repealed** - The Board may repeal one or more by-laws by passing a by-law that contains provisions to that effect.

**14.4 Effect of Repeal of By-Laws** - The repeal of any by-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All Directors, officers and other persons acting under any by-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this By-Law.

## **SECTION 15 - DISSOLUTION**

**15.1** Upon passage of a Resolution at the Annual Meeting whereby two-thirds (2/3) of the voting Members present approve a motion to dissolve the Club, and after payment of all debts and liabilities, dissolution shall follow the Articles.

UPDATED by the Members of Able Sail Toronto on the 13<sup>th</sup> day of January, 2024 in Toronto, Ontario, Canada.