

**TORONTO BOARDSAILING CLUB**  
**BY-LAW NUMBER 1**

**BE IT ENACTED** as a by-law of **Toronto Boardsailing Club** (the "Corporation") as follows:

CORPORATE SEAL

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

CONDITIONS OF MEMBERSHIP

2. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Corporation such approval conditional upon payment of the relevant membership fee.
3. There shall be the following classes of members in the Corporation:
  - (a) Storing Member is an individual or family of two (2) or more persons who stores a sailboard and/or related equipment at the premises of the Corporation; and
  - (b) Social Member is an individual or family of two (2) or more persons who does not store a sailboard and/or related equipment at the premises of the Corporation,

herein collectively called "Members". Membership in the Corporation is not transferable. Each current Member shall first be given the opportunity to renew its membership in the Corporation for the next year before applications for membership in the Corporation are accepted from the community at large.

4. Membership fees for each class of Members shall be as determined by resolution of the board of directors each year.
5. If any Member is in arrears of payment of his membership fee, the secretary of the Corporation shall make written demand of the Member. In the event such Member fails to pay such arrears in full, within thirty (30) days next following the date the Secretary makes such demand, the Secretary shall advise the board of directors of the failure by such Member to respond to the demand. The board of directors in its sole discretion, may by resolution confirm cancellation of such Member's membership and direct the Secretary to remove the name of the Member from the records of the Corporation.
6. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
7. Any Member may be required to resign by a vote of three-quarters (3/4) of the Members at an annual meeting or special general meeting provided that any such Member shall be granted an opportunity to be heard at such meeting.

HEAD OFFICE

8. The head office of the Corporation shall be in the Municipality of Metropolitan

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

15. The 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 be paid reasonable expenses incurred by him in the performance of his duties as approved by the President and the Treasurer. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.
16. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.
17. 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 board of directors at the time of such appointment.
18. A reasonable remuneration of all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

Such resolution shall have force and effect only until the next meeting of Members when such resolution shall be confirmed by resolution of the Members, or in the absence of such confirmation by the Members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of Members.

#### INTEREST OF DIRECTORS IN CONTRACTS

19. (i) Any director of the Corporation who:
  - (a) is a party to a material contract or proposed material contract with the Corporation; or
  - (b) is a director or officer of or has a material interest in any body corporate or business firm who is a party to a material contract or proposed material contract with the Corporation;shall disclose in writing or have entered in the minutes, the nature and extent of his interest in such material contract or proposed material contract with the Corporation.
- (ii) The disclosure required by (i) above, shall be made:
  - (a) at the meeting at which a proposed contract is first considered;
  - (b) if the director was not then interested in a proposed contract, at the first meeting after he becomes so interested; or
  - (c) if the director becomes interested after a contract is made at the first meeting held after the director becomes so interested.
- (iii) If a contract or a proposed contract is one that, in the ordinary course of carrying on the Corporation's non-pecuniary purpose or purposes, would not require approval by the directors or Members, a director shall disclose in writing the nature and extent of his interest at the first meeting held after the director becomes aware of the contract or proposed contract.

interest in a person who is employed by the Corporation, such director or officer shall not be disentitled from receiving remuneration from such employment.

#### INDEMNITIES TO DIRECTORS AND OTHERS

21. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
  - (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
  - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

#### EXECUTIVE AND OTHER COMMITTEES

22. There shall be an executive committee composed of not less than four (4) directors who shall be appointed by the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
23. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. A majority of members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
24. The board of directors may appoint committees of the board. Any committee so appointed shall exercise such powers as are authorized by the board of directors. Any member of any committee of the board may be removed by a majority vote of the board of directors.

#### POWERS OF DIRECTORS

25. The 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 otherwise authorized to exercise and do.
26. The directors shall have power to authorize expenditures on behalf of the Corporation *from* time

34. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the Members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors of president, under whose supervision he shall be including, without Limitation, keep or cause to be kept a book or set of books containing all information required by section 109(1Xa) to (d), inclusive, of the *Canada Corporations Act* (the "*Act*"). The secretary shall be custodian of the seal of the Corporation, which he shall deliver 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.
35. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

#### EXECUTION OF DOCUMENTS

36. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) officers or directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors. All contracts, documents and instruments in writing having a consideration greater than one thousand dollars (\$1,000) must receive the prior approval of the board of directors.

#### MEETINGS

37. The annual or any other special general meeting of the Members shall be held at the head office of the Corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The Members may resolve that a particular meeting of Members be held outside Canada.
38. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of the Members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the Members of the Corporation. The board of directors shall call a special general meeting of Members on written requisition of Members carrying not less than five percent (5%) of the voting rights. Two (2) Members present in person at a meeting will constitute a quorum.
39. Fourteen (14) days' written notice shall be given to each voting Member of any annual or special general meeting of Members. Such notice shall be given at the expense of the Corporation. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member that he has the right to vote by proxy.

amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

#### AUDITOR

46. The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting provided that an auditor need not be a professional accountant but may not be a director, officer or employee of the Corporation or of an affiliated corporation, or associated with that director, officer or employee, unless one hundred percent (100%) of the Members have consented to such appointment, signified in writing. The auditor shall hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor, if any, shall be fixed by the board of directors.

#### BOOKS AND RECORDS

47. 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.

#### RULES AND REGULATION

48. The board of directors may enact rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation and to the rights and obligations of all Members.

#### INTERPRETATION

49. 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.