

# **SAIL MANITOBA**

(the "Association")

A by-law outlining the conduct of Sail  
Manitoba's affairs

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## **BY-LAW NO. 1**

**(Enacted November 2013 and replaces all previous by-laws)**

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**BE IT ENACTED** that Sail Manitoba's by law is as follows:

**1. NAME**

The name of this association as expressed in the letters pat is "Sail Manitoba". The association's logo is shown to the



**2. OFFICE**

Sail Manitoba's office is located at 409-145 Pacific Ave, Winnipeg, MB, R3B 2Z6

**3. OBJECTIVES**

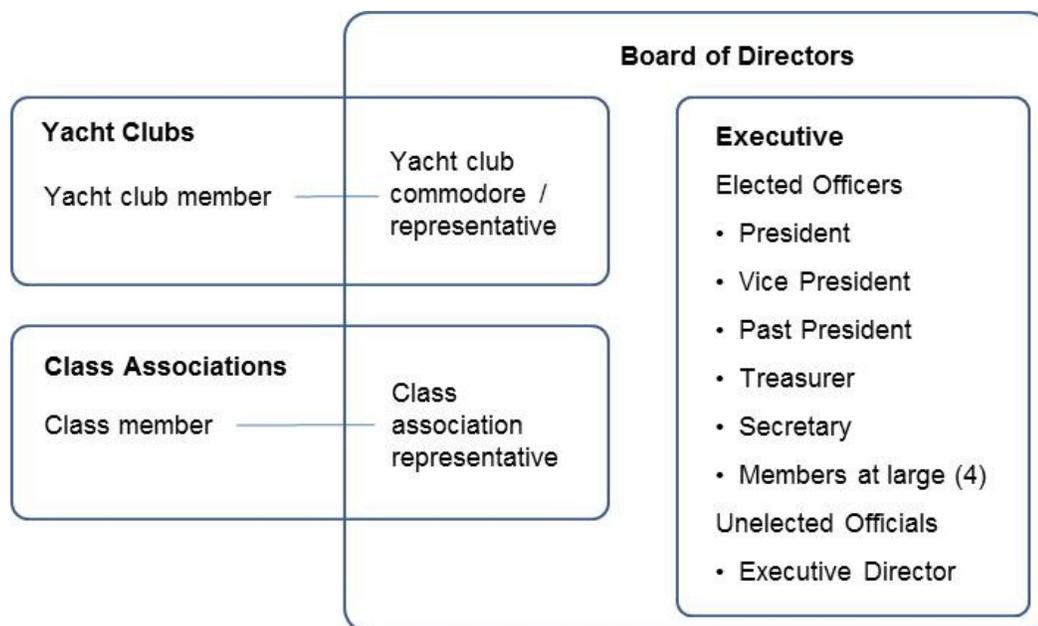
The objectives of Sail Manitoba are:

- To foster the sport of sailing in Manitoba in all its forms;
- To serve as the provincial authority for sailing in Manitoba;
- To advance the interests of Manitoba sailing clubs and to act on their mutual behalf when appropriate;
- To take such steps and make such affiliations with other associations as will maintain and enhance Sail Manitoba's role.

**4. ORGANIZATION**

Sail Manitoba is organized as follows:

**4.1 Organization Structure**



## **4.2 Overview**

Sail Manitoba consists of club members of eligible yacht clubs or sailing class associations represented at the Board of Directors by their commodore or representative. An elected Executive Committee executes the policies and directions of the Board of Directors as well as providing direction and assistance to the Executive Director with the operations and programs of Sail Manitoba.

The governing documents of Sail Manitoba include the Letters Patent, the By-laws and policies as approved by the Board of Directors.

## **4.3 Board of Directors**

### **4.3.1 Composition**

The Board of Directors is comprised of:

- The commodore or other elected representative from each member sailing club or sailing class association, or their designate.
- The Executive (including the executive director as an *ex officio* member).
- The President of Sail Manitoba who serves as chair and is an *ex officio* member.

### **4.3.2 Roles, Responsibilities and Authority**

The Board of Directors is responsible for governing Sail Manitoba's affairs and establishing the objectives and general policies of the Association.

The Board of Directors of Sail Manitoba shall:

- Communicate with their club / class members for the purposes of communicating messages from Sail Manitoba and to address needs and concerns from their club / class members to be considered and addressed by Sail Manitoba.
- Establish priorities, delegate activities or authority, and provide direction to the Executive Committee.
- Deal with matters referred by the Executive Committee.
- Approve Sail Manitoba's annual budget.

- Provide oversight on finances and auditing of financial records, programs and operations.
- Ensure that Sail Manitoba's by-laws and regulations are reviewed at intervals of not more than five years and are amended and approved as necessary.
- Review and change membership criteria when beneficial to the Association.
- Approve changes to membership fees or the levy of an additional special assessment.
- Nominate and elect members of the Executive Committee.
- Remove members of the Executive Committee, dissolve the Executive or the Association should this become necessary (SEE SECTION 6.3B).
- Form, monitor, and dissolve subcommittees that are required to perform the duties above including an audit committee, nominating committee, membership committee or any other committee required for a specific purpose.
- Accept, on behalf of the Association, the donation of real goods or funds from persons or organizations and determine the use, disposition, or sale of these assets to further the objectives of Sail Manitoba.
- Create trust funds in which the capital and interest may be made available for the benefit of promoting the interests of the Association.
- Authorize the borrowing of funds to assist with the development of the Association's programs.
- Exercise any powers of the Association as are required either by the Act or these by-laws and that have not been delegated to the Executive Committee.
- Meet three times annually, including the Annual General Meeting, and as required to perform these duties.

#### **4.3.4 Term**

Members of the Board of Directors have no defined term - commodores / representatives participate within their elected terms as defined by their sailing club or class association.

### **4.3.5 Honorary Directors**

On a proposal made by the Board of Directors, the members at an annual meeting may, as a mark of respect or appreciation for past services to the Association or the sport, elect a distinguished person to be a lifetime Honorary Director.

Honorary Directors are entitled to attend and participate in Board of Directors meetings, but are not entitled to vote unless appointed to represent their yacht club or class association or are elected as an Executive officer.

## **4.4 Executive Committee**

### **4.4.1 Composition**

The Executive committee is comprised of the Executive Director and nine officers elected by the Board of Directors. Specific positions include:

- President
- Vice-President
- Past President
- Secretary
- Treasurer
- Members at large (4)
- Executive Director (non-elected / ex officio)

### **4.4.2 Roles and Responsibilities**

#### **a. General Roles, Responsibilities and Authority**

The Executive Committee shall:

- Execute the general policies of Sail Manitoba and directions of the Board of Directors.
- Report on its activities to the Board of Directors.
- Provide direction and assistance to the Executive Director with the programs and operations of Sail Manitoba.
- Consider and act upon applications for membership.
- Enter into contracts with vendors and authorize expenditures on behalf of the Association.

- Authorize expenditures, set remuneration, hire and pay salaries to employees or contracted service providers to provide necessary services or delegate this to the Executive Director.
- Deal with any matter on behalf of the Board of Directors except for the following for which the Executive Committee has no authority and which will be referred to the Board of Directors for information and action as necessary.
- The termination or reinstatement of membership.
  - Borrowing funds, or accepting or selling assets.
  - Changing dues and fees of member clubs.
  - Enact by-laws or regulations.
  - Matters that may conflict with the duties of other committees established by the Board of Directors.
  - Meet at least four times per year not including the annual meeting or Board of Directors meetings.

**b. Specific Responsibilities**

**i. President**

The President of Sail Manitoba shall:

- Chair all meetings of the Executive Committee and the Board of Directors.
- Represent Sail Manitoba at public functions.
- Ensure that the Executive and Board of Directors are aware of all policies and guidelines of the Association, and of the decisions of committees.
- Form and dissolving sub committees of the Executive to perform various tasks.
- Supervise the performance of all committees.
- Monitor coordination of projects or tasks assigned by the Board of Directors.

**ii. Vice President**

The Vice President shall:

- Assume the responsibilities of the president in his/her absence.

- Obtain Board of Directors re-approval of general policies according to approval schedule.
- Otherwise assist the president.

It is anticipated that, for the purpose of organizational continuity, the Vice President will, provided they are elected by the members, go on to become the President of Sail Manitoba.

### **iii. Past President**

The Past President helps to provide for the organizational continuity of Sail Manitoba and is responsible for chairing the Nominating Committee.

### **iv. Treasurer**

The Treasurer is responsible for oversight of Sail Manitoba's financial affairs and shall:

- Prepare financial statements for submission to the Board of Directors.
- Work with auditors to prepare annual audited statements.
- Work with the Executive Director to prepare an annual budget for the Association.
- Consider preauthorization requests for expenses from Sail Manitoba officials or staff.
- Provide general supervision to the Executive Director who is delegated to perform the day to day responsibilities of the Treasurer.

### **v. Secretary**

In order that the Board of Directors and Executive Committee be free to discuss matters, consider information and make decisions, the secretary will assist with meetings and is responsible for the following:

- Keeping minutes of meetings.
- Recording all votes.

### **vi. Members at Large (Four positions)**

The Members at Large do not have predefined roles but are elected to represent the general interests of Sail Manitoba members, provide their input and vote on matters being dealt with by the Executive Committee, and render other assistance required by the Executive Committee.

### **vii. Executive Director**

The Executive Director is a paid employee of Sail Manitoba and an ex officio member of the Executive Committee and the Board of Directors.

In order to be impartial the Executive Director may not be a member of a yacht club or provincial class association.

The Executive Director shall be responsible for the management of the Association, administer the office and day to day operations of Sail Manitoba and play an active role in policy formulation, preparing grant submissions, develop and coordinate the provincial team, coordinate all aspects of the team operations, coordinate all training programs, communicate to the sailing community through the website, the Porthole magazine and the monthly newsletter and will prepare bids for major provincial events, as per detailed job description dated November 4, 2013 and any subsequent job descriptions.

#### **4.4.3 Term**

Executive officers hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Their term should not exceed two terms (four years). Officers shall be subject to removal with cause, by resolution of the Board or the Executive Committee at any time (SEE SECTION 6.3B).

Consideration should be given to staggering Executive terms / nominations so that the Executive is always comprised of a balance of both experienced and new officers.

#### **4.5 Committees**

The Board of Directors or the Executive Committee may form committees whose members shall hold their offices as directed by the Board or Executive Committee. The Executive Committee or Board of Directors shall determine the duties of such committees and may, by resolution, fix remuneration, if any, to be paid.

### **5 MEMBERSHIP**

#### **5.1 Qualifications for Membership**

Sail Manitoba's members consist of qualified sailing clubs, sailing schools or regional sailing class associations. In order to be qualified for membership a club/school / class association must have the following:

- A constitution or by-laws which are consistent with Sail Manitoba's by laws;

- Hold at least one annual meeting of its club members for which notice is given to all club members;
- Have a membership list with a minimum of ten paid and voting club members;
- Charge fees for membership and/or services;
- Can demonstrate that it operates within Manitoba or Northwest Ontario.

The Board of Directors may modify the criteria for membership.

## **5.2 Application and Review**

Candidate clubs who meet the qualifications for membership may make application in writing to the Executive Director. A review and consideration of the membership application will occur at the next scheduled Executive Committee meeting.

## **5.3 Fees**

Member clubs will be invoiced no later than May 1 and must pay their fees in full by June 30 each year in order to maintain their membership and rights within Sail Manitoba.

The Board of Directors may review and amend the dues and fees of Sail Manitoba members.

The Board of Directors may levy a special assessment, in addition to all other fees, of not more than the annual fee payable by the Member.

The Board of Directors will determine, from time to time, the date on which dues, fees and assessments are payable.

## **5.5 Withdrawal, Suspension or Termination of Membership**

### **5.3.1 Voluntary Withdrawal**

A member club must notify the Executive Committee of membership withdrawal no later than July 30 in the current year of membership, otherwise the member club shall be liable for the fees, dues and assessments for the subsequent year, upon application for reinstatement as a Member club.

### **5.3.2 Termination**

The Board of Directors may terminate the membership of any member club whose fees and / or special assessments, if any, remain unpaid for more than one year.

The Board of Directors or the Executive Committee may suspend or terminate the membership of any member club / school / class association that exhibits conduct injurious to the character or interests of the Sail Manitoba. The member club / school / class association whose membership termination is under consideration is entitled to:

- Be given advance notice including the reasons for the membership termination proceedings.
- Be allowed to defend their membership status either through:
- Offering an explanation or justification in writing, or;
- Explaining in person at the Board of Directors meeting at which the membership termination will be considered.

All terminations will be conducted in accordance with the Rules of Procedure set forth in the Association's Regulations.

### **5.3.3 Appeal**

Any member expelled by a majority vote of the Board of Directors may appeal the decision to the next annual general meeting where a two-thirds majority of board members present and voting is required to reinstate the member club.

## **6. EXECUTIVE COMMITTEE**

### **6.1 Selection**

#### **6.1.1 Eligibility**

In order to be eligible for election as an officer, a candidate must:

- Be a paid member of a member club (SEE SECTION 5.1).
- Be at least eighteen years of age, with power under law to contract.
- Consent to volunteer for the duration of the term in the Executive position in which they are interested.
- Not have any known impediments which are likely to result in their removal during their term (SEE SECTION 6.3B).

- Be nominated by any two paid members of a member club no later than 30 days prior to Sail Manitoba's annual general meeting and their nomination accompanied by a brief biography and the candidate's consent.
- Have no commercial conflict of interest within the sport of sailing.

Although not exclusively a pre-requisite for eligibility, efforts should be made to have representation from all regions of the province.

### **6.1.2 Selection Process**

At the September board meeting the President of Sail Manitoba will appoint a Nominating Committee comprised of the Executive Director and two volunteer board members.

The Nominating Committee will:

- Invite member clubs to submit nominations for specific available positions within the required time frame.
- Receive and review nominations and prepare a list of eligible nominees for each vacancy or expiring term on the Executive Committee.

#### **a. Appointments**

If there are no more offices to be filled than there are nominations, the Nominating Committee shall direct the Vice President to cast a single ballot in favour of those nominated for each office.

#### **b. Elections**

If there is more than one candidate for a particular office an election, by secret ballot, will be held at the annual general meeting. The Nominating Committee will:

- Send the written list of all eligible nominees and their biographies to all members of the Board of Directors at least fourteen days prior to the annual general meeting.
- Prepare ballots for the annual general meeting.
- Administer the election and count the ballots.
- The ballots may be destroyed on a motion approved at the annual meeting.

## **6.2 Vacancies**

### **6.2.1 Board of Directors**

Should a commodore or designated representative from a member club resign or otherwise be unable to fulfill their duties on the board, Sail Manitoba will request the member club to provide an alternate if they have not already done so.

### **6.2.2 Executive Committee**

Any vacancies on the Executive Committee may be left vacant until the following annual general meeting at the discretion of the Executive Committee and provided that there remain sufficient officers available to form a quorum.

In the event that there are insufficient members to form a quorum, or the Executive Committee can no longer function effectively, the Executive Committee shall call a special meeting of the board of directors and run an election following the guidelines above (SEE SECTION 6.1).

## **6.3 End of Service**

Executive officers shall leave their office after one or two terms (maximum of four years). Board members may leave their office during their term either:

### **a. Voluntarily**

- An officer may resign from their office by submitting a written resignation to the President of the Association.
- On death.

### **b. Involuntarily**

An officer or director may be removed from office if any of the conditions below are met.

- If at a special meeting of the Board of Directors, a resolution is passed by two-thirds of the member clubs present at the meeting that they be removed from office;
- If they are found by a court to be of unsound mind;

- If they become bankrupt, suspend payment or compound with their creditors;
- If they are disqualified pursuant to the provisions of the Act;
- If a director appointed by a member club or class association is replaced by that member club or class association.

## **7. COMPENSATION**

Elected officers and directors are volunteers and serve without any financial or in-kind compensation and shall not directly or indirectly receive any profit from their position. Officers or directors may be paid reasonable expenses incurred in the performance of their duties provided the expense costs for these activities are pre-approved by the Treasurer or their designate.

## **8. INDEMNITIES TO DIRECTORS AND OFFICERS**

Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association 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 Association, from and against;

- 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 of 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 except such costs, charges or expenses as are occasioned by his own wilful neglect or default; and

- 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 their own wilful neglect or default.

## **9 MEETINGS**

### **9.1 Schedule**

The Board of Directors will meet four times annually including the annual meeting (SEE SECTION 18), and with additional special meetings as required to perform their duties or when requested in writing by at least five Board members.

The Executive Committee is expected to attend the annual meeting and the Board of Directors meetings. In addition the Executive Committee will meet a minimum of four times annually (SEE SECTION 18), or at the call of any two Executive officers on 48 hours notice.

### **9.2 Participation**

Any person who is a Sail Manitoba member, by virtue of belonging to a member club / school / class association (SEE SECTION 5.1), may attend, and participate in the discussion of business at any Board of Directors meeting. Association members are only permitted to attend Executive Meetings at the invitation of the President.

Non members may be invited to attend and participate in Sail Manitoba meetings at the invitation of the President.

### **9.3 Notice**

Written notice (normally via email) will be provided at least one week before any Board of Directors or Executive Committee meeting.

For the purpose of sending notice to any member, director or officer for any meeting their address is the last address recorded with the Association.

No error or omission in giving notice for any Sail Manitoba meeting shall invalidate that meeting or the proceedings arising from it.

Invitees may participate in person or via conference call. Meeting notices will include the date, time and location of the meeting, teleconference connection details as well as an agenda of the items to be discussed. In the event that any special business will be conducted, sufficient pertinent information will be included to permit the invitees to form a reasoned judgement on the decision to be taken.

Items not included on the circulated agenda may be added to the agenda at the meeting prior to the time that the agenda is approved by a two-thirds majority of the votes cast, excluding matters requiring Notice of Motion,

The following items cannot be considered at a meeting unless a Notice of Motion and appropriate documents are attached to the circulated agenda:

- Amendments to the by-laws;
- Borrowing of money;
- Reviewing, amending or rescinding a previously passed motion;
- Removal of members clubs;
- Affiliation of the Association with other bodies; and
- Dissolution of the Association.

Notices of Motion by members must be received by the Executive Director at least one week before the required distribution of the circulated agenda. A majority of the votes cast by the Members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the Act or these by-laws.

#### **9.4 Conduct**

All meetings will be chaired by the President or their designate. If neither the President nor designate are present within 30 minutes of the scheduled meeting start time the members will appoint a member to chair the meeting.

All meetings will follow *Robert's Rules of Order*.

## **9.5 Minutes**

Meeting minutes will be kept, verified, and corrected copy sent to all members of the Executive and the Board of Directors and made available through Sail Manitoba's website.

## **9.6 Voting**

### **9.6.1 Eligibility**

Board members and officers are eligible to vote only if their individual and club fees and dues have been paid prior to the commencement of the meeting of members.

### **9.6.2 General Process / Quorum**

The chair will take attendance at the start of the meeting for the purposes of completeness of the meeting minutes and to determine whether there are sufficient participants to constitute a quorum.

Unless otherwise specified in this by-law a quorum is considered reached if at least half of the Board or Executive members are in attendance at the subsequent meetings. At any meeting of the Board of Directors or Executive at which a quorum is present shall be entitled to exercise all or any of the powers provided by the Act or the Association's by-laws.

### **9.6.3 Allocation of Votes**

At all board meetings and the annual general meeting member clubs represented by their board member are allocated votes proportional to their paid membership which will be verified by the Executive Director from the most recent membership report issued prior to one week before the meeting. If a member club has more than 60% of its members living outside of Winnipeg, it may apply to the Secretary for proxy status at least one week prior to the annual or special meeting.

Board members (representing their club)

- Minimum ten members - 1 vote
- For each additional block of 10 members - 1 additional vote

Executive Committee officers

- 1 vote each

The President as an ex officio member shall cast a deciding vote in the event of a tie.

At Executive Committee meetings, each officer, including the President, has one vote.

#### **9.6.4 Methods**

At annual or special meetings, questions, including a request for a vote by secret ballot, will be decided by the majority on a show of hands of the members entitled to vote.

If a secret ballot is required, the Chairman will appoint a scrutineer and ask the members to ratify the selection. Once approved the scrutineer will tabulate the votes and report the results to the meeting.

#### **9.7. Annual Meeting**

Sail Manitoba's annual meeting will take place prior to December 15th each year at a time and location set by the President of Sail Manitoba and mutually agreeable to the Board of Directors.

The business to be conducted at the Annual Meeting shall include:

- Reporting on Sail Manitoba's activities for the last year;
- Receipt of Financial Statements for the last fiscal period as approved by the Board of Directors;
- Appointment of auditors for the upcoming year;
- The election of Executive Officers;
- Other matters as may rightfully come before the meeting including matters resulting from Notices of Motion.

#### **10. EXECUTION OF DOCUMENTS**

Contracts or other written agreements used to conduct the Association's business and bind the Association to financial or other obligations must be signed in accordance with the signing authorities regulation approved by the Board of Directors.

The Board of Directors may give the Association'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 Association.

#### **11. BOOKS AND RECORDS**

The Board of Directors shall ensure that the Association's records, as required by the Association's by-laws or by any applicable legislation, are regularly and properly kept.



## **12. RULES AND POLICIES**

The Board of Directors may develop the necessary policies, consistent with these by-laws, to support the management and operation of the Association. Any policy shall remain in effect until repealed or amended by the Board.

## **13. AMENDMENT OF BY-LAWS**

The Association's bylaws may be repealed, amended, or a new by-law enacted by a majority vote at a Board of Directors meeting where at least two-thirds of the directors are present.

## **14. FINANCIAL YEAR**

Unless otherwise amended by the Board of Directors, Sail Manitoba's fiscal year end is March 31st of each year.

## **15. AUDITOR**

At each annual meeting the Board of Directors will contract the services of an independent auditor to audit Sail Manitoba's financial accounts for reporting to the members at the next annual meeting.

In order that the auditing process is professional and impartial the auditor must be a registered Certified General Accountant (CGA) and may not be a director, officer, employee, or member of the Association or an immediate family member of any of the above.

## **16. INTERPRETATION**

In these by-laws and in all other by-laws of the Association 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 Associations.

In this by-law and all other by-laws and special resolutions of the Sail Manitoba, unless the context otherwise requires:

<b>Term used</b>	<b>Meaning</b>
Act	The Companies Act of the Province of Manitoba and any act that may be substituted therefor, as from time to time amended.
Board	The Board of Directors of Sail Manitoba.
By-laws	This by law and all other by laws of the Association from time to time in force and effect.
Ex Officio	A non voting member of a committee.
Executive Director	The Executive Director, employed by the Association to manage the affairs of the Association on a day to day basis.
Letters Patent	Letters patent of the incorporation of Sail Manitoba.
Member	Has the meaning prescribed in Section 5 of this by-law.
Meeting of Members	An annual, general or special general meeting of Members.
Officer	An elected official on the Executive Committee
Quorum	The number (as a majority) of officers or members of a body that when duly assembled is legally competent to transact business

**18. CALENDAR**

January		
February	Board Meeting (1)	Budget Approval Funding submission
March	Executive Meeting (1)	Fiscal Year End
April		
May	Board Meeting (2)	Invoices Issued
June	Executive Meeting (2)	Invoices Due Audited Statements Due
July	_____	Voluntary withdrawal
August	_____	Voluntary withdrawal
September	Board Meeting (3)	Nominating Committee Formed
October	Executive Meeting (3)	Nominations
November	Annual General Meeting Board Meeting (4)	Executive election
December	Executive Meeting (4)	Draft Budget Bingo Year End

**19. APPROVAL**

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

DATED at Winnipeg, Manitoba this \_\_\_\_ day of \_\_\_\_\_, 2013.