

Water Ski Wakeboard Ontario

BY-LAWS 2018

As approved by the members at the annual AGM on January 13, 2018

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of WATER SKI WAKEBOARD ONTARIO.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of WATER SKI WAKEBOARD ONTARIO (hereinafter called the 'Corporation') as follows:

ARTICLE I

INTERPRETATION

- 1.01 In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:
- i) "Act" means The Corporation Act, Revised Statutes of Ontario 1970, c. 89, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefore;
 - ii) "by-law" means any by-laws of the Corporation from time to time in force and effect;
 - iii) "directors" means the directors of the Corporation elected by the members of the Corporation;
 - IV) all terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act;
 - v) words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
 - vi) the headings used in the by-laws are inserted for convenience of references only and are not to be considered or taken into account in construing the terms or provisions thereof.

ARTICLE II

MEMBERSHIP

- 2..01 Membership: Membership in the Corporation shall be open to any person upon such terms and conditions and subject to such qualifications and payment of fees as prescribed from time to time by the directors.
- 2.02 Classes: There shall be the following classes of membership in the Corporation:
- i) Regular Members
 - ii) Associate Members
 - iii) Corporate Members.
- The privileges and restrictions attaching to each class of membership shall be as determined from time to time by the directors.
- 2.03 Fees: The directors may from time to time fix annual fees payable by the members of the Corporation.
- 2.04 Termination of Membership: The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation. Any member may resign from membership upon notice in writing to the secretary of the Corporation.
- 2..05 Suspension of Members: The directors of the Corporation may suspend the membership of any member in the Corporation for any violation of the Letters Patent, By-Laws or Rules of the Corporation. Before suspending any member, the directors shall give such member notice of the alleged violation at least seven (7) days prior to the meeting of directors at which such alleged violation is to be considered. Such member shall be entitled to attend and address such meeting of directors for the purpose of explaining the facts relating to the alleged violation.

ARTICLE III

MEETINGS OF MEMBERS

- 3.01 Annual Meetings: An annual meeting of the members of the Corporation shall be held at any place within Ontario, on such day in each year and at such time as the directors may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, and such other information or reports relating to the Corporation's affairs as the directors may determine.
- 3.02 Special General Meeting: Other meetings of the members (to be known as "Special General Meetings") may be convened by order of the President or by the Board of Directors or may be called by a resolution in writing made to the Secretary of the Corporation by 25% or more of the members of the Corporation. Special General Meetings of members shall be held at such place within Ontario as the directors shall determine.
- 3.03 Notice: A notice stating the day, hour and place of a meeting of members and the general nature of the business to be transacted shall be given in the manner provided in Article X of this by-law to each member and to the auditor of the Corporation at least seven (7) days before the date of every such meeting.
- 3.04 Meetings Without Notice: A meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person or represented by proxy at the meeting or if all the absent members entitled to notice of such meeting shall have signified their assent in writing to such meeting being held and such assent may be validly given either before or after the meeting to which such asset relates.
- 3.05 Omission of Notice: The accidental omission to give notice of any meeting to or the receipt of any notice by any member or members or the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
- 3.06 Voting:
- a) Each Regular member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy in accordance with the provisions of the by-laws. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

- b) Every question submitted to any meeting of members shall, unless otherwise required by law or by the letters patent or by-laws of the Corporation, be decided in the first instance by a majority of votes given on a show of hands. In case of an equality of votes the chairman shall both on a show of hands and at a poll have a casting vote. The chairman at a meeting of members shall not otherwise have a vote.
 - c) At any meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.
- 3.07 Record Date for Voting: The directors may fix a date, preceding the date of any meeting of members by not more than 48 hours, excluding non-business days, for the determination date for voting at a meeting of members entitled to vote at such meeting. Such record date for voting at a meeting of members shall be specified in the notice calling the meeting.
- 3.08 Proxies: Every member entitled to vote at a meeting of members may appoint, by means of a proxy, a person, who shall be a member, as his nominee to attend and vote for him at the meeting in respect of the election of directors and Officers of the Corporation. A proxy shall be in writing executed by or on behalf of the appointer. No person may represent by proxy more than one (1) member.
- 3.09 Time for Deposit of Proxies: The directors may fix in advance a time, preceding the date of any meeting or adjourned meeting of members by not more than 48 hours, excluding non-business days, before which time proxies to be used at such meeting must be deposited with the Secretary or Executive Director of the Corporation. The time so fixed shall be specified in the notice calling the meeting. If no such time is specified in such notice, proxies may be delivered to the Secretary of the Corporation or the chairman of the meeting at any time prior to the time of voting.
- 3.10 Quorum: A quorum of the transaction of business at any meeting of members of the Corporation shall consist of not less than two (2) members present in person.

ARTICLE IV

DIRECTORS

- 4.01 Number and Powers: The affairs of the Corporation shall be managed by a board of a minimum of three (3) and maximum often (10) Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of members. The minimum Board of director positions will be President, Secretary and Treasurer with the option of President, Vice-President and Secretary/Treasurer. Additional Director positions can be established by the Board with specified responsibilities to facilitate providing the Board with specific expertise to improve the governance by the Board and benefit the Corporation.
- 4.02 Qualifications of Directors: Every director shall be eighteen (18) or more years of age, and, subject to the provisions of section 316 of the Act, shall be a member of the Corporation.
- 4.03 Election of Directors and Term of Office:
- a) The directors' term of office shall be from the date of the meeting at which they are elected or appointed until the annual meeting of members next following or until their successors are elected or appointed.
 - b) All directors shall be elected by the members in a general meeting by ballot.. The whole board shall retire at the meeting of members at which directors are to be elected but, subject to the provisions of this by-law, shall be eligible for re-election. All retiring directors are automatically nominated for re-election. Retiring directors shall continue in office until their successors shall have been elected or appointed.
 - c) The directors may fix a time prior to the date set for the meeting of members at which directors are to be elected, before which time nominations for persons for election as directors must be deposited with the Secretary or Executive Director of the Corporation. The time so fixed shall be specified in the notice calling such meeting. If no such time is specified in such notice, nominations may be delivered to the Secretary of the Corporation or the chairman of such meeting at any time prior to the time of voting for election of directors.
 - d) From time to time in the event of any vacancy however caused occurring in the board of directors, such vacancy may, as long as there is a quorum of directors then in office, be filled by 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 members, and any director appointed or elected to fill an such vacancy shall hold office for the unexpired term of the director who

ceased to be a director and who caused such vacancy.

4..04 Vacation of Office: The office of a director of the Corporation shall be vacated:

- i) if an order is made declaring him to be a mentally incompetent person or incapable of managing his own affairs;
- ii) if he is convicted of any criminal offence;
- iii) if by notice in writing to the Secretary of the Corporation he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- iv) if he ceases to be a member.

4.05 Removal of Directors: The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove the director before the expiration of his term of office and may, by a majority of the votes cast at such a meeting, elect any person in his stead for the remainder of his term.

4.06 Remuneration of Directors: The directors shall serve 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.

ARTICLE V

MEETINGS OF DIRECTORS

5.01 Place of Meetings: Meetings of the Board of Directors may be held either at the head office of the Corporation or at any other place within or outside Ontario.

5.02 Notice:

- a) A meeting of directors may be convened any time by the President or any three (3) directors. The Secretary or Executive Director, by direction of such persons, shall convene or direct the convening of a meeting of directors.
- b) Notice of any meeting of directors stating the day, hour and place of meeting shall be given to each director at least three (3) days before the meeting is to take place; provided always that the meetings of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Any irregularity in any meeting or in the notice thereof may be waived by any director.
- c) For the first meeting of the board of directors to be held immediately following the election of directors an annual or special general meeting of the members or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

5.03 Quorum and Voting: A simple majority of directors shall constitute a quorum for the transaction of business. Any three of the President, Vice-President, Secretary or Treasurer will also constitute a quorum. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting in addition to his original vote shall have a second or casting vote.

ARTICLE VI

INDEMNITIES TO DIRECTORS AND OTHERS

- 6.01 Indemnification: 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 and their heirs, executors and administrators, and estate and effect, 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:
- i) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for 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
 - ii) all other costs, charges and expenses approved by the Board of Directors 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.

ARTICLE VII

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

7.01 No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or by joining in any receipt or 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 the Corporation or for 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 for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, including securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his Own wrongful and wilful neglect or default.

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director of officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE VIII

OFFICERS AND EMPLOYEES

- 8.01 Election and Appointment: The Board of Directors shall annually or more often as may be required elect Officers from amongst its members including a President, one or more Vice-Presidents, other Officers specified by the directors and a Secretary/Treasurer. Such persons shall be elected by the directors having regard to the office which each director sought at the meeting of members at which he was elected as a director. The directors may appoint such Employees and Agents as they shall deem necessary who will have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.
- 8.02 Remuneration and Removal of Officers, Employees and Agents: The directors may fix the remuneration (if any) to be paid to Employees and Agents of the Corporation who are not directors. The Officers of the Corporation shall serve without remuneration unless special provision is made therefore by the directors. All Officers, Employees and Agents of the Corporation, in the absence of agreement to the contrary, shall be subject to removal by a two-thirds (2/3) majority of the entire Board of Directors at any time.
- 8.03 Delegation of Duties of Officers: In case of the absence or inability to act of the President, a Vice-President or any other officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.
- 8.04 President: The President shall, when present, preside at all meetings of the Board of Directors and of members of the Corporation. The President shall be the Chief Executive Officer of the Corporation. He shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him by the Board of Directors.
- 8.05 Vice-President: The Vice-Presidents shall possess and may exercise such powers and duties as may from time to time be assigned to him or them by the Board of Directors.
- 8.06 Secretary: The Secretary shall, when present, act as secretary of all meetings of directors and members, and shall be responsible for the minute books of the Corporation and the documents and registers referred to in the Act. He shall perform all duties incident to his office or that are properly required of him by the Board of Directors.
- 8.07 Treasurer: The Treasurer shall, subject to the provisions of any resolution of the Board of Directors, be responsible for all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. He shall keep or cause to be kept the

books of account and accounting records required by the Act.

- 8.08 Other Officers Elected by the Directors: Other Officers elected by the Directors shall have such duties, responsibilities and authority as are prescribed from time to time by the directors or as are incident to their office.
- 8.09 Executive Director': The board of directors may from time to time appoint an Executive Director and may delegate to him authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors or by the members in general meeting) and to employ and discharge agents and employees of the Corporation or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the board of directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the Executive Director shall be subject to discharge by the board of directors.
- 8.10 Vacancies: If the office of the President, any of the Vice-Presidents, Secretary/Treasurer, or any other office shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may appoint an officer to fill such vacancy.

ARTICLE IX

COMMITTEES

- 9.01 **Constitution of Committees:** The board of directors may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties and powers of such committees. Any such committee may formulate its own rules of procedure subject to such regulations or directions as the Board of Directors may from time to time make. All committees must abide by the governance policies of the organization. Any committee member may be removed by resolution of the Board of Directors.

Each duly formed Committee will elect a Chairperson and provide written notice to the Board of Directors of their selection no less than 7 days before the annual AGM. This Chairperson must be approved by the Board Directors. The committees shall function to a budget and implement operational plans prepared by the committee and approved by the Board of Directors.

Each Committee Chairperson will have a non-voting seat on the Board of Directors to facilitate reporting on the affairs of the committee and will be responsible to present plans, set budgets, direct committee activities according to approved budgets, advise and report on Committee activities and report annual financials of their respective Committees. Each Committee can only name, replace or change their Chairperson by written notice to the Board of Directors and after receiving written approval from the Board of Directors.. The voting directors on the Board of Directors elected to their position by the membership may at their discretion include the Committee Chairpersons in any vote that does not involve a conflict of interest or financial matters such as approvals of budgets.

Article X
Policy

- 10.01 The Board of Directors shall have the power to establish operational and other policies for the corporation.

ARTICLE XI

NOTICES

- 10.01 Service:** Any notice to be given to any member, director or auditor shall be served either \ personally or by sending it through the post in a prepaid envelope or wrapper or by telegram or cablegram to such member, director or auditor addressed to him at his address as the same appears in the books of the Corporation, or if no address be given therein, then addressed to the last address of such member, director or auditor known to the Secretary of the Corporation. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office or into a post office box.
- 10.02 Alternative Method of Service:** Notwithstanding the foregoing provisions of this by-law, any notice to members may be given by publication in the newsletter or magazine published by the Corporation and delivered to each member of the Corporation.
- 10.03 Computation of Time:** Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be so counted.

ARTICLE XII

EXECUTION OF CONTRACTS AND CHEQUES**11.01 Contracts and Documents:**

- a) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two of the President, Executive Director and Treasurer and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- b) The seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.
- c) The term, "Contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
- d) In particular, without limiting the generality of the foregoing, the President, Executive Director and Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

11.02 Cheques. Drafts. Notes. etc. : All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by any two of the President, Executive Director, Secretary and Treasurer.

ARTICLE XIII

TRANSITIONAL PROVISION

12..01 Transition from Ontario Region of the Canadian Water Ski Association:

In the foregoing By-Law, where the context permits or requires, where a time periods shall or may have commenced, or an event shall or may have been held, time period, event or office held during the existence of the unincorporated Ontario Region of the Canadian Water Ski Association or as the Ontario Water Ski Association immediately prior to the incorporation of the Corporation shall be deemed to be applicable to, and accrue to the benefit of the Corporation as if the aforesaid unincorporated body and the Corporation had continued in existence as one and the same entity. This section is passed only to facilitate the transition from the aforesaid unincorporated body to the Corporation and for no other purpose.