

NEW BRUNSWICK SAILING ASSOCIATION INC.

CONSTITUTION AND BY-LAWS

AS ADOPTED NOVEMBER, 2013

ARTICLE I - NAME

The name of this organization shall be the New Brunswick Sailing Association Inc., hereinafter referred to as "the Association".

ARTICLE II - PURPOSE

The purpose and objectives of the Association are:

- 1) To encourage the development and growth of sailing in the Province of New Brunswick, both cruising and racing, for New Brunswickers of all ages;
- 2) To advance the common interests of yacht clubs, racing associations, sailing schools and other sailing organizations operating within the Province of New Brunswick, to work cooperatively with such organizations, and to promote, when appropriate, the goals and interests of those organizations on the regional, national and international stage;
- 3) To organize, coordinate and/or facilitate such regattas, races and/or selection events as may be required and/or appropriate for the selection of provincial representatives for provincial, regional, national or international regattas or competitions;
- 4) To act as liaison with the Canadian Yachting Association ("CYA") and /or its successors and to carry out, on its behalf, and as the Association sees fit, such acts as the CYA may from time to time request;
- 5) To hire such employees, including provincial racing coaches or technical directors, managers or trainers as may be required from time to time; and

6) To generally act as the provincial governing body for sailing within the Province of New Brunswick.

ARTICLE III - MEMBERSHIP

There shall three classes of members: 1) Individual Members; 2) Organization Members; and 3) Club Members.

Individual Membership shall be open to any person who supports the Association's Purposes and who wishes to become a member of the Association. Each individual member shall be eligible to vote at any Annual General Meeting or special meeting of the Association.

Organization Membership shall be open to any yacht club, sailing squadron, yacht racing association or such other class association or group the aims of which relate to the promotion of sailing.

Club Membership shall be open to all members in good standing of any Organization Member in good standing with the Association, and the dues payable by any Club Member shall be collected and remitted to the Association by the Organization Member. The dues for Club Members may be set lower than other membership dues in order to encourage membership in an Organization Member, and to encourage Organization Memberships.

Each member, no matter the class of membership, shall be entitled to one vote at any Annual General Meeting or any special meeting of the Association. Each Organization Member shall designate a representative to exercise its vote at any Annual General Meeting or special meeting of the Association, and must provide confirmation in writing from an authorized representative of the Organization Member (such as the Commodore, General Manager, etc) of such designation. Where the representative of an Organization Member is also an Individual Member or Club Member, he or she may cast a vote twice – once on behalf of the Organization Member, and once in her or her personal capacity as a member.

Membership shall be subject to the completion of such application form as the Association may require, and shall be subject to the payment of such annual dues or fees as may be determined from

time to time by the Board of Directors.

ARTICLE IV - FISCAL YEAR

The fiscal year of the Association shall commence on the 1st of April of each year and terminate on the 31st day of the following March.

ARTICLE V - MANAGEMENT

The management of the Association shall be vested in a Board of Directors (hereinafter called the Board) consisting of not less than eight (8) and not more than twelve (12) members of the Association. For the purposes of this section, a duly authorized representative of an Organization Member, who is not an Individual Member or a Club Member, may sit as a Board member on behalf of the Organization Member.

Board members shall be elected at the Association's Annual General Meeting. Nominations for the election of directors shall be brought forward by the Executive Director, and may be made from the floor during the Annual General Meeting; but no nomination shall be made without the consent of the nominee.

Where the number of nominees exceeds the number of director positions available, each member shall be entitled to vote for a number of nominees which is equal to the number of positions available. Only one vote shall be held. Those nominees with the highest number of votes shall be declared as directors, until such time as all positions are filled. In the event of a tie, the election of a director shall be determined by a coin toss.

At the first meeting of the Board following the Annual General Meeting, the Board shall elect one of its members to be President, one to be Vice-President, and one to be Secretary-Treasurer. These officers, along with the Immediate Past President and the Executive Director, shall constitute the Executive Committee of the Board. All of the above persons shall be of the age of majority in the Province of New Brunswick. The Executive Director of the Association shall sit as an ex officio member of the Board.

The term of office for the elected Officers shall be for one year, or until the next Annual General Meeting of the Association, whichever occurs first.

With the exception of the Executive Director, neither Officers nor Directors shall receive any payment or honorarium for their work; but they are entitled to be reimbursed for any expenses reasonably incurred by them for work carried out on behalf of the Association, as expressly provided herein.

The President of the Board may establish such committees or sub-committees as he or she shall deem appropriate, and may appoint committee members and chairpersons. The term of a committee member or chairperson shall be at the discretion of the board. Committee shall report to the Board from time to time or as directed by the Board.

The Board may fill any vacancy occurring during the term of the Board. The Board shall also fill any vacated office. The persons filling such vacancies shall serve until the next annual meeting and then shall be eligible for nomination and election for a succeeding full term.

The Board shall be responsible for and have control over all policies, administration and programs/services of the Association. No contract, debt or obligation shall be binding except by authority of the Board. It shall provide for an annual audit of the financial records of the Association by a qualified auditor and this audit shall be completed within sixty days of the close of the fiscal year.

The Board may accept and hold any real or personal property which may be given or bequeathed to it, or entrusted to its care and keeping. It may purchase, acquire and dispose of such personal property as may be necessary to carry out the purpose of the Association. The Board may purchase or dispose of any real property only on authorization by general meetings of the Association.

All bonds, deeds, debentures, cheques, orders for the payment of monies on behalf of the Association or other documents requiring an official signature for the Association shall be signed by any two of: the President, the Vice-President, the Secretary-Treasurer and the Executive Director.

A team coach or team manager may also be made a signing officer by authorization of the Board.

The Board shall engage and may dismiss an Executive Director. The Executive Director shall be the official advisor to the Board.

The Board may dismiss any officer or member of the Board with the support of not less than 60% of the Board's members.

Each and every director of the Association shall assume office on the express understanding, agreement and condition that every director of the Association and his/her heirs, executors, administrators, and assigns 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, losses, charges and expenses whatsoever which such director sustains or incurs, in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office, and also from and against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he/she sustains or incurs in or about or in relation to the affairs of the Association except such costs, losses, charges or expenses as occasioned by his/her wilful neglect or default.

No director shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of the Association or for any loss, damage or expense happening to the Association through insufficiency or deficiency of the title to any property acquired by order of the Board for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money, of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm, or corporation with whom or which any monies, securities or effects of the Association shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen to the Association in the execution of the duties of his/her respective office of trust or in relation thereto unless the same shall happen by or through his/her own wilful neglect or default.

ARTICLE VI - MEETINGS

The Annual General Meeting of the Association, to which all members shall be invited and of which two weeks notice shall be given by the Association, shall be held on or before the last day of

November in each year. Fifteen (15) members, of which at least ten (10) must be Individual Members and/or Club Members, shall constitute a quorum for an Annual General Meeting.

Special meetings of the members of the Association may be called by the Board, or by a petition of not fewer than fifteen (15) members, of whom not more than three (3) may be directors. A notice calling a special meeting must state the purpose or purposes for which the meeting is called and no other business may be transacted at a special meeting. Notice of such meeting shall comply with the requirements for the Annual General Meeting set out in the preceding paragraph. A Special Meeting must be held between 14 days and 28 days after the request is received by the Association, either from the Board or by petition. Fifteen (15) members, of which at least ten (10) must be Individual Members and/or Club Members, shall constitute a quorum for a special meeting.

In addition to the Annual General Meeting and any special meetings, the Board shall meet regularly and at least three (3) times each year at such times as may be decided by the Executive Committee, and directors shall be given not less than seven (7) days notice.

Directors and Officers of the Board may attend such regular meetings of the Board by conference telephone call or such other technology (including video conference, web-based video stream, etc) as the Board shall deem appropriate.

Voting at an Annual General Meeting or special meeting shall be in person. The Board may allow attendance at any Annual General Meeting or special meeting by conference telephone call, web-based video stream, etc, but the member shall not be entitled to participate in any vote if he or she does not attend in person.

The location of the Annual General Meeting and special meetings of the Association and regular meetings of the Board shall be held at such location as may be decided by the Executive Committee from time to time, but the Executive Committee shall weigh the need to ensure broad participation and attendance from all regions of the province of New Brunswick, and shall make reasonable efforts to change the location from time to time to ensure such participation and attendance.

At any meeting of the Board, five (5) members (not including the Executive Director) shall constitute a quorum.

At any meeting of the Executive Committee, three (3) members shall constitute a quorum.

Except as herein provided regarding amendments to the Constitution or dissolution of the Association, motions at an Annual General Meeting or special meeting of the Association shall be decided by a simple majority (i.e. 50% of the votes cast plus one). Voting by mail shall not be permitted. Voting by proxy shall not be permitted, except as authorized by this Constitution in respect of an Organization Member's assignment of a representative.

Notice for any meeting of the Association or Board may be made in writing, by fax, regular mail, orally or by electronic mail. Imperfect compliance with the notice requirements shall not be grounds to invalidate any meeting where there has been general compliance and where no prejudice results.

ARTICLE VII - DISSOLUTION OF ASSOCIATION

This Association may be dissolved under the following conditions:

- 1) By a three-quarters majority vote of the Board members present at a meeting of the Board, provided notice of the proposed dissolution has been given to every member of the Board and to the CYA at least 30 days in advance, and provided that;
- 2) The decision by the Board is confirmed by a two-third majority vote of members present at the Annual General Meeting or special meeting, and notice of such Annual General Meeting or special meeting, including details of the proposed dissolution, shall be not less than 30 days.

In the case of dissolution of the Association, all the assets and moneys of the Association shall be passed to the CYA, or if the CYA is not then in existence, to a similar national governing body for sailing.

ARTICLE VIII - AMENDMENTS

This Constitution may be altered or amended by a two-thirds majority vote of the members present at an Annual General Meeting or special meeting, provided such alterations or amendments shall

have been first approved by the Board and shall be circulated to all members of the Association at least 30 days prior to the meeting.

BY-LAWS

ARTICLE I - RESPONSIBILITIES OF ELECTED OFFICERS

The elected officers shall be responsible for those duties and functions normally associated with their respective positions including:

President

- a. Presides at all meetings of the Board and of the Executive Committee;
- b. Represents the Association at special events and at the National level as required;
- c. Serves ex-officio on all committees;
- d. Presides at meetings of voting members of the Association;
- e. Submits a report of the year's work to the Annual General Meeting;
- f. Annually reviews, with selected Officers, the performance of the Chief Executive Officer; and
- g. Performs other duties as may be assigned by the Board.

Vice-President

- a. Performs the duties of the President in the absence of the President; and
- b. Such other duties as may be assigned to him or her by the President.

Secretary-Treasurer

- a. Causes a record of the minutes of all meetings of the Board, the Executive Committee and the voting members to be kept;
- b. Presents and/or circulates such minutes as may be required by the Board;
- c. Is responsible for the proper notice of regular or special meetings of the Board and of the voting members of the Association; and
- d. Is responsible for the funds of the Association;
- e. Presents to the board at each monthly meeting a report of Association receipts and expenditures; and
- f. Presents a yearly audited financial report at the Annual General Meeting.

ARTICLE II - RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

The Executive Director, under direction of the Board, shall be:

- a. Responsible for all work of the Association;
- b. An ex-officio member of all committees;
- c. Responsible for the employment, supervision and direction of all employed and volunteer personnel of the Association;
- d. responsible for all banking, corporate regulatory compliance, tax collection and remittances required of the Association; and
- d. responsible for the ongoing communication and cooperation with the CYA and other provincial sailing associations within Canada in respect of the work of the Association.

ARTICLE III - RESIGNATION AND RETIREMENT FROM THE BOARD

Any member of the Board may retire by giving 10 days notice.

Additionally, any member of the Board who is unjustifiably absent for three consecutive regular meetings of the Board shall have forfeited his or her membership on the Board and the position shall be filled by appointment in accordance with the Constitution.

ARTICLE V – AMENDMENT OF BY-LAWS

These bylaws may be amended by a two-thirds majority vote of the members present at any regular meeting of the Board provided that not less than 30 days notice of the proposed amendment has been given to each director. Any amendment to these by-laws shall be presented for ratification at the next Annual General Meeting of the Association, and shall be passed by a simple majority of votes at any such meeting.