

LORC Constitution

1.0 PURPOSE

1.01 To promote competitive sailing in the Greater Toronto Area of Lake Ontario; to coordinate racing for member clubs and to minimize scheduling conflicts.

2.0 HEAD OFFICE

2.01 The head office of the Council shall be in the Province of Ontario and such place herein as the Executive Committee may from time to time determine.

3.0 MEMBERSHIP

3.01 Membership shall be available to any club with either Sail Canada or US Sailing affiliation. Membership shall consist of those clubs which apply for membership in the Council, and whose membership is approved by a simple majority of member clubs and who pay the annual fees.

3.02 Annual Dues or Fees - There shall be annual dues or fees payable by member clubs as set by resolution of the Executive Committee.

3.03 Non-payment of Dues or Fees:

(a) The Council shall notify the Member Clubs of the levies, dues, fees, charges, fines, penalties, debts and liabilities at any time payable by them and if any such amounts are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Council. Any such member may, on payment of all unpaid levies, dues, fees, charges, fines, penalties, debts and liabilities be reinstated by the Chair. In the event that any such member is not reinstated as aforesaid, then it may apply to the Executive Committee for reinstatement.

(b) Notwithstanding any resignation or termination of membership, all former members shall remain liable for all unpaid levies, dues, fees, late payments, charges, fines, penalties, debts and liabilities whatsoever owing by such former member to the Council.

4.0 VOTING

4.01 Each Member Club shall be entitled to one voting delegate who is an accredited member of his or her club and who satisfies the requirements of sub-paragraphs 7.03(a), (b) and (d). Only duly appointed delegates may vote at General Meetings, and each delegate may cast only one vote, in person, at general meetings.

4.02 In the event of a tied vote on any matter, the Chair of the Executive Committee shall cast the deciding vote.

4.03 Delegates shall vote on recommendations of the Executive Committee presented at general meetings. In addition, delegates vote on acceptance of the financial statements presented at the Annual General Meeting and on any constitutional amendments properly presented for the consideration of the Council.

5.0 MEETING OF DELEGATES

5.01 The Annual General Meeting of the Delegates of the Council shall be held in the month of

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December of each year for the approval of the Council's financial statements, election of Officers constituting the Executive Committee, and such other business as might properly be brought forward. The Secretary/Treasurer shall send notice of the Annual General Meeting to all member clubs at least thirty (30) days in advance of the meeting.

5.02 The Order of Business at the Annual General Meeting shall include:

- (a) Call to Order
- (b) Roll Call of Voting Delegates
- (c) Reading of the Minutes
- (d) Report of the Chair
- (e) Report of the Secretary/Treasurer
- (f) Examiner's Report
- (g) Reports of the Vice Chair and Directors
- (h) Reports of Committees
- (i) Ratification of Transactions
- (j) Other Business
- (k) Appointment of the Examiner
- (l) New Business
- (m) Election of Officers
- (n) Adjournment

5.03 A Special General Meeting of the Council may be called by the Executive Committee at any time with ten (10) days written notice. A Special General Meeting may also be called by any two (2) Member Clubs by submitting a petition in writing to the Secretary/Treasurer. The Notice to the Members of the Special General Meeting shall specify the time of the meeting, the location and its purpose.

6.0 MEETING OF THE REGISTRANTS

6.01 The Executive Committee will hold one (1) meeting each year of all Council registrants who participate in the Council's racing programme. The purpose of this meeting shall be to review the racing programme and to obtain feedback from the registrants.

7/0 EXECUTIVE COMMITTEE

7.01 The powers of the Council shall be vested in and administered by an Executive Committee composed of the following officers:

Voting Positions:
Chair
Vice Chair
Secretary/Treasurer
Director
Director
Director
Past Chair (ex officio)

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No member of the executive shall receive any remuneration for performing any of the duties of any of the above-named voting positions.

Non-voting positions:

Registrar
Scorer

A member of the executive may receive remuneration for performing duties of the above-named non-voting positions, in accordance with sections 7.12 and 7.16.

7.02 The immediate past Chair of the Council or of the Executive Committee shall be an ex officio member of the Executive Committee and may act as Chair of meetings of the Executive Committee in the absence of the Chair.

7.03 Qualifications: Each Officer shall:

- a) be a member of a Member Club and remain a member of a Member Club throughout his term;
- b) be at least eighteen (18) years of age;
- c) be the voting delegate of the yacht club of which he or she is a member;
- d) be authorized by the Commodore of his or her Club in writing to commit the Member Club to dates for racing events and to use of the Club's equipment without further approval
- e) be an active participant in LORC racing.

If a Member Club ceases to be a member of the Council, its delegate who is also an Officer ceases to be an Officer and the vacancy so created may be filled in the manner prescribed herein.

7.04 Each of the three (3) Clubs which had the highest number of their members as LORC registrants in the preceding year shall be entitled to have at least one Officer on the Executive Committee.

7.05 Election of Officers: Election of Officers shall not be by ballot unless a ballot is demanded. The election of Officers shall be by simple majority of the Delegates attending the Annual General Meeting of Delegates of the Council in December of each year.

The Delegates shall elect Officers only. The selection of the Officers for the particular positions shall take place at the first meeting of the Executive Committee. The immediate past Chair shall conduct the first meeting of the Executive Committee for the purpose of selecting officers for particular positions. If an individual is proposed to hold an office which that individual has held for the past two or more consecutive years, it requires the unanimous approval of the new Executive Committee.

7.06 Removal of Officers: The members entitled to vote may remove any Officer before the expiration of his term of office by resolution passed by at least a majority of the votes cast at a general meeting. Notice specifying the intention to move the resolution must be given, in advance of the meeting. The members entitled to vote may elect any person in his stead for the remainder of his term.

7.07 Quorum: A quorum for the transaction of business at meetings of the Executive Committee shall be a majority of the number of members of the Executive Committee.

7.08 Meetings of the Executive Committee may be held at any place within or outside Ontario as designated in the notice calling the meeting. Meetings of the Executive Committee may be called by

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the Chair, the Vice Chair, or the Secretary/Treasurer.

7.09 Notice: Subject to the provisions of section 7.08 hereof, notice of Executive Committee meetings shall be emailed, mailed or telephoned to each Officer not less than five (5) days before the meeting is to take place. No formal notice of a meeting is necessary if all the Officers are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

7.10 Regular Meetings: The Executive Committee may appoint one or more days in each year for regular meetings of the Executive Committee at a time and place named no further notice of the regular meetings need be given. The Executive Committee shall hold a meeting immediately following the Annual General Meeting of the Council for the purpose of organization and the transaction of any other business. No notice of such meeting shall be necessary in order to constitute such meeting provided a quorum of Officers is present. There shall be at least five (5) meetings of the Executive Committee during each year.

7.11 Voting: Questions arising at any meeting of the Executive Committee shall be decided by a majority vote. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote. At all meetings of the Executive Committee, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Officer. A declaration by the Chair that a resolution has been carried and an entry to the effect in the Minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

7.12 Remuneration of Officers: The Officers of the Council shall serve without remuneration and no Officer shall directly or indirectly receive any profit from his position as such: provided, however, that nothing herein contained shall be construed so as to preclude any Officer from acting as race committee personnel and receiving remuneration therefor, or as provided in paragraph 7.16 herein.

7.13 Indemnities of Officers: Every Officer of the Council and his heirs, executors, administrators, legal personal representatives, successors and assigns, respectively, shall from time to time and at all times, be indemnified and save harmless, out of the funds of the Council, from and against:

a) all costs, charges and expenses whatsoever which the Officer 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; and

b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own wilful neglect or default.

7.14 Protection of Officers:

No Officer of the Council shall be liable for the acts, receipts, neglects or defaults of any other Officer or employee or for any loss, damage or expense happening to the Council through the insufficiency or deficiency of title to any property acquired by the Council or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects shall be lodged or deposited or for any loss, 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.

7.15 Responsibility for Acts:

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The Officers for the time being of the Council 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 Council, except such as shall have been submitted to and authorized or approved by the Executive Committee.

7.16 Acting Other Than Officer:

If any Officer of the Council shall be employed by or shall perform services for the Council otherwise than as an 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 Council, the fact of his being a Director or Officer of the Council shall not disentitle such Director or Officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

7.17 Others Present:

Such others as the Executive Committee may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as an Officer, to notice of, and personally or by his delegate to attend and to speak at, meetings of the Executive Committee, but shall not be entitled to vote thereat.

8.0 OTHER COMMITTEES

8.01 The Executive Committee shall have the authority to establish standing committees to conduct the business of the organization other than reserved to Executive Committee, and to appoint and remove Chairs and members of such committees. Such appointments may consist of either members of the Executive Committee or other qualified members of the sailing community.

9.0 POWERS OF THE EXECUTIVE COMMITTEE

9.01 The Executive Committee shall be expressly empowered and to direct the Council in accordance with the Constitution as follows:

- a) To accept new Members;
- b) To establish dues and fees and accept such dues and fees and other monies payable to the Council;
- c) To disburse such funds as the Council may consider appropriate to enable it to fulfil the objectives of the Council and to implement where practical all recommendations from any general meeting when properly voted upon at such meetings;
- d) Approve the annual budget of the organization;
- e) Approve schedule of events with which the organization is affiliated

10.0 DUTIES OF OFFICERS

10.01 The Chair shall be a member ex officio of all committees and subcommittees. He or she shall chair all meetings; in the absence of the Chair, Vice Chair shall chair meetings, and in the absence of the Vice Chair, those present and entitled to vote shall select an Acting Chair. The Chair shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Executive Committee.

10.02 The Directors, in order of seniority of appointment, shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair. The Directors shall sign such contracts, documents or instruments in writing as require his or their signatures and shall also have such other powers and duties as may from time to time be assigned

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to him or them by the Executive Committee.

10.03 The Secretary/Treasurer shall keep minutes of meetings, and send minutes to each Officer and each Delegate. The Secretary shall keep records of membership, send out notices of meetings including proposed constitutional amendments when appropriate, and perform all other duties pertaining to such office.

The Secretary/Treasurer shall be the custodian of the seal of the Council and of all books, papers, records, correspondence, contracts and other documents belonging to the Council which he shall deliver up only when authorized by the resolution of the Executive Committee and only to such person or persons as may be named in the resolution. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Executive Committee or as are incidental to his office.

The Secretary/Treasurer shall deposit all funds, make necessary disbursements, keep financial records and render a report to the membership at the Annual General Meeting.

Subject to the provisions of any resolution of the Executive Committee, the Secretary/Treasurer shall have the care and custody of all the funds and securities of the Council and shall deposit the same in the name of the Council in such bank or banks or with such other depository or depositories as the Executive Committee may direct. The Secretary/Treasurer shall keep or cause to be kept accurate accounts of all receipts and disbursements of the Council in proper books of account. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Executive Committee or as are incidental to the office.

10.03 The Executive Committee shall be entitled to appoint a Registrar to carry out the various duties of an administrative nature which would otherwise be the responsibility of the Officers as set out in Articles 10.01 to 10.03 above. The Registrar shall carry out these responsibilities under the direction of the appropriate officer. The Registrar shall be remunerated at such rates as determined from time to time by the Executive Committee.

11.0 EXAMINER

11.01 An Examiner shall be named at each Annual General Meeting to review the financial records of the Council and to report to the subsequent Annual Meeting as to the accuracy and completeness of the financial records and as to the financial position of the Council.

The Examiner shall not be a member of the Executive Committee and shall not generally attend its meetings. The Examiner shall be a member of a Member Club.

12.0 EXECUTION OF DOCUMENTS

12.01 Cheques, Drafts, Notes, etc: All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Executive Committee.

12.02 Execution of Documents: Documents requiring execution by the Council may be signed by the Chair together with the Secretary and all documents so signed are binding upon the Council without further authorization or formality. The Executive Committee may from time to time appoint any Officer or Officers or any person or persons on behalf of the Council, either to sign documents generally or to sign specific documents.

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12.03 Books and Records: The Executive Committee shall see that all necessary books and records of the Council required by the Constitution of the Council or by any applicable statute are regularly and properly kept.

13.0 FISCAL YEAR

13.01 The Fiscal Year of the Council shall end on the 31st day of October in each year.

14.0 BANKING ARRANGEMENTS

14.01 The Executive Committee shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Council or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Executive Committee has designated as the Council's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- a) operate the Council's accounts with the banker;
- b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c) issue receipts for and orders relating to any property of the Council;
- d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e) authorize any officer of the banker to do any act or thing on the Council's behalf to facilitate the banking business.

14.02 The Council shall be prohibited from borrowing unless authorized by a majority of Delegates at a General Meeting.

14.03 Deposit of Securities: The securities of the Council shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Executive Committee. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Council signed by such Officer or Officers, agent or agents of the Council and in such manner, as shall from time to time be determined by resolution of the Executive Committee and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Executive Committee shall be fully protected in acting in accordance with the directions of the Executive Committee and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

15.0 CONSTITUTIONS AND AMENDMENTS, ETC.

15.01 Enactment: By-laws of the Council may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, subject to the provisions of the Corporations Act.

15.02 Any portion of this Constitution may be amended by a two-thirds (2/3) affirmative vote of those voting at a duly constituted General Meeting, provided that the members have been advised in writing of the proposed amendment at least thirty (30) days prior to the meeting.

16.0 INTERPRETATION

16.01 In this Constitution and all By-laws of the Council, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations and the masculine shall include the feminine. Wherever reference is made in the Constitution to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to be the re-enactment of such statute or section, as the case may be. "Corporations Act" means Corporations

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Act, R.S.O. 1990,c.C.38, and any statute amending or enacted in substitution therefor, from time to time. The word documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immoveable or moveable, 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.

17.0 EFFECTIVE DATE

17.01 This Constitution shall come into force without further formality upon its enactment.