



Bylaws of the Saskatchewan Sailing Clubs Association

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ARTICLE ONE: Glossary of Terms

In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

1. "Act" means *The Non-profit Corporations Act, 2022*, S.S. 2022, c. 25, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions;
2. "the corporation" or "the association" or "SSCA" means Saskatchewan Sailing Clubs Association;
3. "the directors", "board" and "board of directors" means the directors of the corporation for the time being;
4. the headings used in the bylaws are inserted for reference only and are not to be considered in construing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
5. all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
6. words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
7. a "member" is defined as any member organization in good standing as defined in Article Three.

ARTICLE TWO: OBJECTS OF THE CORPORATION

As set out in the Articles of the Corporation, the objects of the Saskatchewan Sailing Clubs Association are as follows:

1. to be the Provincial Sports Governing Body of the sport of sailing in Saskatchewan;
2. to provide vision, direction and oversight for the development, management, coordination and promotion of all areas of the sport, whether competitive, recreational, or educational;
3. to promote the development and maintenance of sailing as a healthy and safe competitive and recreational activity
4. to represent the interests of its members to the public and to national organizations such as Sail Canada.

The activities of the Corporation are restricted to activities that are conducive or incidental to the attainment of these objects.

ARTICLE THREE: MEMBERSHIP

There shall be three categories of membership as follows as set out in the Articles of the Corporation:

1. **CATEGORY A – SAILING CLUB**

A sailing club in the province of Saskatchewan which has been approved by the board of directors to become a member. It shall satisfy the following requirements in order to become a Category A member:

- a. be a non-profit corporation
- b. be actively conducting a sailing program, including racing and/or recreational aspects
- c. be eligible for membership with Sail Canada
- d. be in good standing in relation to finance and governance

2. **CATEGORY B – CLASS ASSOCIATION**

A sailing class association which has been approved by the board of directors to become a member. It shall satisfy the following requirements to become a Category B member:

- a. be a class association recognized by World Sailing or equivalent as determined by the Directors
- b. have active sailing activities in the province of Saskatchewan

3. **CATEGORY C – NON-PROFIT SAILING SCHOOL OR INSTRUCTIONAL ORGANIZATION**

An organization which has been approved by the board of directors to become a member. It shall satisfy the following requirements to become a Category C member

- a. will contribute to the educational objectives of the Association
- b. have active sailing activities in the province of Saskatchewan
- c. is a non-profit organization
- d. be eligible for membership with Sail Canada in the categories of Schools, Camps, or Affiliate Organizations.

ARTICLE FOUR: REMOVAL FROM MEMBERSHIP

1. Members in any category may be removed from membership by the Directors for the following reasons as set out in the Articles of the Corporation:

- a. insufficiently active as determined by the Directors
- b. no longer meeting the requirements for membership as defined in Article Three
- c. nonpayment of fees
- d. or for other cause.

2. Removal of members must be approved by a 2/3 vote of the Board of Directors.

ARTICLE FIVE: FEES

1. Fees for each Category shall be determined annually by the Directors by simple majority vote and presented to the Members at the Annual General Meeting.
2. If a member withdraws or resigns, there is no rebate of any portion of fees paid.

ARTICLE SIX: DIRECTORS

1. The Directors shall provide direction and oversight over the activities and affairs of the corporation.
2. The maximum number of Directors shall be the number of member organizations plus four.
3. All Directors must be current members of sailing clubs which are CATEGORY A members of the SSCA.
4. Directors shall be elected at the annual meeting for the positions of President, Vice President, Treasurer and for Directors at Large.
5. If possible, every Category A Member Club will have a representative on the Board of Directors. To encourage this representation:
 - (a) A nominee for Director who is a member of a Category A Member Club that does not have a representative on the Board shall be elected in priority to a nominee from a Category A Member Club which has existing representative(s) on the Board. The said nominee shall be declared elected to the Board notwithstanding the number of votes for the nominees from other clubs.
 - (b) If two or more nominees for a Director position are from the same Category A Member Club without a representative on the Board, the nominee with the most votes shall be declared elected.
 - (c) Nothing in this section prevents a Club from having more than one representative on the Board.
6. Directors hold office until the conclusion of the meeting at which their successors are elected. A retiring Director shall be eligible for re-election.
7. President and Vice President shall serve one year terms. Other directors hold two year terms. In the event that a Director with a two year term resigns prior to the next regular election, their position shall be replaced by a Director elected to a one year term.
8. There shall be an equal number of Directors serving a one year term on the Board as the number of Directors serving a two year term . The Directors may designate and/or amend, as the case may be, the term of any Director to ensure that there is an equal number of Directors serving a one year term as those serving a two year term. .
9. The Vice President will be automatically nominated for election to the position of President at the end of their term. A retiring President may run for re-election and may hold office for a maximum of three one-year terms. The Vice President may run for re-election as Vice President only if the President elects to run for re-election
10. A Director may be removed from office by a resolution moved and carried by 2/3 majority vote of the Directors. Expectations for directors and criteria for their removal should be approved by the Directors and appear in the Procedures and Policies manual.
11. The Directors may fill a vacancy of the Officers or Directors until the next regular election.
12. The Directors shall appoint annually a Nominating Committee, which shall present a slate of Officers and Directors to the Annual General Meeting. Additional nominations may be made by any two members present at the Annual General Meeting. Voting, if required, shall be by secret ballot.

ARTICLE SEVEN: OFFICERS OF THE CORPORATION

1. The Officers of the Corporation shall be as follows:
 - a. Immediate Past President
 - b. President
 - c. Vice-President
 - d. Treasurer
2. A Secretary shall be appointed annually by the other Officers as soon as possible following the Annual General Meeting. The Secretary shall continue in office until the Officers have appointed a successor. The Secretary shall be eligible for re-appointment.
3. The President shall preside at all general meetings of the Association and at all Directors' meetings; he/she shall be a member of all committees other than the Nominating Committee.
4. The Vice-President shall perform the duties of the President in his/her absence or inability to act.

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5. In exceptional situations, members of the Board may be assigned responsibilities as determined by the Board.

ARTICLE EIGHT: DIRECTORS' MEETINGS

1. The Directors shall meet at the call of the President and may adjourn and otherwise regulate their meetings as they determine.
2. Notice of a meeting shall be given to the Directors at least one week prior to the date of the meeting; provided, however, that the Directors may meet on regular dates without notice or may, by unanimous consent, meet at any time or place without notice.
3. A quorum shall be at least 50% of the Directors holding office at the time of the meeting.
4. Each Director (including the President) may cast one vote on a motion. In the case of a tie vote, the motion is lost.
5. Meetings of the Board and Committees shall permit Directors and Committee members to participate by means of telephone or other electronic means by which all persons participating in the meeting can hear one another.

ARTICLE NINE: FINANCIAL

1. The fiscal year shall be from 1 November to 31 October.
2. The Annual General Meeting shall appoint an auditor. The Directors may fill a vacancy that arises in the position of auditor. The auditor may not be a signing authority of the SSCA or have a conflict of interest.
3. The Directors shall annually adopt a resolution concerning signing officers.

ARTICLE TEN: MEETINGS OF THE MEMBERS

1. The Annual General Meeting of the Association shall be held in the last week of January every year.
2. A Special General Meeting may be called by the President when he/she considers it necessary, but shall call a Special General Meeting when requested to do so in writing by at least five CATEGORY A Member Clubs.
3. Notice of a General Meeting shall be given to members by means of notices mailed or e-mailed to members at least three (3) weeks prior to the meeting or in special circumstances by other means authorized by the Directors.
4. Twelve persons present and eligible to vote shall constitute a quorum of a general meeting, provided that at least six represent members of CATEGORY A.
5. Voting shall be by show of hands or voice vote according to proportional representation outlined below, except for a contested election of Officers and Directors, or unless a recorded vote is requested by at least two (2) members, either before or after a show of hands. The President shall vote only to break a tie vote.

ARTICLE ELEVEN: VOTING

1. At an AGM, or Special General Meeting, the voting shall be as follows:
 - a. Members of CATEGORY A -- SAILING CLUBS are entitled to vote in proportion to the members for whom fees have been paid to the SSCA and Sail Canada as outlined in the following schedule:
 - * Clubs of 1 - 10 members --- one vote
 - * Clubs of 11 - 30 members --- two votes
 - * Clubs of 31 - 50 members --- three votes
 - * Clubs of over 50 members --- four votesVotes may be cast by the Club's Commodore or their nominated proxy or proxies.
 - b. Members of CATEGORY B CLASS ASSOCIATIONS shall be entitled to be represented by one person. They have no voting rights
 - c. Members of CATEGORY C ORGANIZATIONS shall be entitled to be represented by one person; they have no voting rights.
 - d. At a regular board meeting each present director shall be entitled to one vote. The president shall abstain from voting unless a tie breaker is required.

ARTICLE TWELVE: PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

1. Indemnification

Every Director and officer of the Association and every person who has or is about to undertake any liability on behalf of the Association, or any corporate body controlled by it, may be indemnified and saved harmless by the Corporation from and against:

 - a. any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding which is proposed or commenced against him or her, in respect of the execution of the duties of his or her office; and
 - b. all other costs, charges and expenses which he or she sustains or incurs in respect to the affairs of the Association which are not occasioned by the individual's own willful neglect or default.
2. Insurance

The Association shall, if available on commercially reasonable terms, obtain Director's and Officer's liability insurance in such amounts and upon such terms as the Board may determine.

ARTICLE THIRTEEN: AMENDMENTS TO BYLAWS

1. The Directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.
2. The Articles of Incorporation or the Bylaws may be amended by the Directors, requiring 2/3 majority vote of those in attendance.
3. A bylaw or an amendment or repeal of a bylaw is effective from the day of the vote of Directors until rejected, or confirmed or confirmed as amended by the regular members by a 2/3 majority vote of voting members in attendance.
4. The Articles of Incorporation or the Bylaws may also be amended on a motion presented by at least five members, circulated to members at least two weeks in advance of a General Meeting, and approved by a 2/3 majority of votes that may be cast at that meeting by voting members.
5. If a bylaw or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the regular members

ARTICLE FOURTEEN: DISSOLUTION OF THE ASSOCIATION

1. Dissolution of the Association shall be proposed by the Board of Directors only under two conditions in accordance with the provisions of the Articles of the Corporation:
 - a. where the Association is no longer financially viable and it has been determined by the Board of Directors that financial viability will not be restored by ordinary means within a reasonable length of time; or
 - b. where the mission of the Association is deemed no longer viable and it has been determined by the Board of Directors that there is no alternative mission that is appropriate.At such time the Board of Directors has deemed continuance impossible under the conditions stated in 14.1.a and 14.1.b, the Board shall call a Special General Meeting of the members to consider a Resolution to Dissolve.
2. The Resolution to Dissolve shall be prepared by the Directors and shall state:
 - a. The reason for dissolution;
 - b. Plan for the distribution of remaining assets, if any.Dissolution of the Association requires the Resolution to Dissolve to be approved by a majority vote of 75% of the membership in attendance at the Special Meeting.
Distribution of remaining assets shall be those which are residual after the payment of all outstanding liabilities including the return of unused portions of grants to funding bodies. These may include tangible assets and monetary assets.
Distribution of fixed assets shall only be to another organization in the community, which is registered under the Act or has charitable status as determined by Federal statute.

ARTICLE 15: REPEAL OF PRIOR BYLAWS

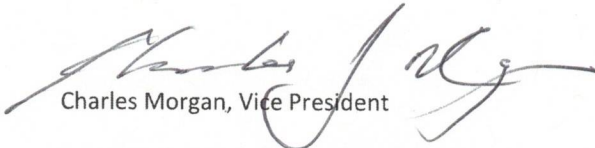
Replacement of Prior By-laws

Upon enactment of this By-law, all other By-laws of the SASKATCHEWAN SAILING CLUBS ASSOCIATION are hereby repealed.

ADOPTED BY THE BOARD THIS 12th DAY OF December, 2023.



Travis Wiens, President



Charles Morgan, Vice President

RATIFIED BY THE MEMBERS THIS 25 DAY OF January 2024



Molly Bell, Secretary