



Introduction to By-laws

On March 20, 2014, Sail Canada | Voile Canada received a Certificate of Continuance under the *Canada Not-for-Profit Corporations Act (NPCA)*. During 2012-13, members approved changes to several fundamental by-laws in order to successfully make the transition to the NPCA: a new name and purpose, streamlined membership categories and reinforced voting rights. However, the format and structure of the by-laws, originally developed in 1931 as the Canadian Yachting Association (CYA), amended over the years, have become lengthy and difficult to follow.

Since the Semi-Annual Directors Meeting in 2014, the Board of Directors and Provincial Council have been evaluating and updating the format and structure of by-laws to make them more easily understandable and useful to Members, the Board of Directors and other Stakeholders. These By-laws are intended to simplify the previous By-laws by avoiding repetitions and inconsistency, and to be consistent with the NPCA and by-laws of other NSOs. No fundamental changes are proposed in these by-laws.

To enable Members follow the administrative changes to the by-laws, this document provides the proposed new by-law on the left, with an explanation on the right. Below is an overview of the key sections of new By-laws with references to comparable sections in the current by-laws:

- **Section 1** – General (Name & Definitions). Replaces sections 1 - 6 of current by-laws.
- **Section 2** – Members (Description of Members' classes & conditions). Replaces section 7 in the current by-laws.
- **Section 3** – Meetings of Members (Timing, notice and voting including Absentee Voting at Member's Meetings). Replaces section 8 in the current by-laws.
- **Section 4** – Board of Directors (Clarification the Nominations Policy and Process). Replaces sections 9, 10 and 11 of the current by-laws
- **Section 5** – Officers (Descriptions of officers roles & added Treasurer). Replaces sections 14 & 15 of the current by-laws.
- **Section 6** – Committees (Enhanced definitions of standing committees & added an Audit Committee). Replaces sections 12 and 16 of the current by-laws.
- **Section 7** – Conflict of Interest. A new clause that is standard wording used by many NSO's and consistent with the Act.
- **Section 8** – Finance (Change in fiscal year end to April 30). Replaces sections 17, 19, 22 and uses updated wording consistent with the Act.
- **Section 9** – Amendment of By-laws. A new clause that is consistent with section 152 of the Act.
- **Section 10** – Fundamental Changes. A new clause that is consistent with section 197 of the Act.
- **Section 11** – Notice. A new clause that is standard wording used by many NSO's and consistent with the Act.
- **Section 12** – Indemnification. Replaces section 13 of the current by-laws.
- **Section 13** – Effective Date.



| Revision Tracking | |
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| Draft 1 – Based on By-Law Builder (deemed too long & unnecessarily detailed) | February 2013 |
| Draft 2 – Included minimum number of articles; avoid repeating items in the Act. AGM discussions on length, change in financial year, absentee & proxy voting; refinements to Board Structure & Nomination Process. | December 2013 |
| Draft 3 – Based on a template developed by the Sport Law & Strategy Group in extensive consultation with the majority of Canadian NSOs. First four sections completed. | September 2014 |
| Draft 4 – Based on Governance Committee feedback, final draft completed using Sport Law template (used for Athletics Canada). | February 2015 |
| <p>Draft 5 – Reflects comments from the SADM in April 2015:</p> <ul style="list-style-type: none"> • Adds COC and Sport Canada to definitions (Section 1) • Clarifies Board’s authority to appoint any person as Treasurer to oversee financial affairs and Secretary to oversee corporate administrative affairs & governance (Sub-section 5.2) • Establishes three Standing Committees: Provincial Council; Nominating Committee; Audit Committee (Section 6) • Explains the powers of the Board to set, interpret and approve by-laws within specific restrictions such as consulting with Provincial Council PSAs (Section 9) | June 2015 |
| <p>Draft 6 – Maintains current election of President (see bylaw 5.1). Following June 15 Board decision, a sub-committee will be established to strengthen board succession planning and nomination process, and to assess the viability of appointing a President from among elected directors in 2017-18. Relevant by-laws are:</p> <p>3.3(d) – Election of directors at annual meeting 3.11 – Absentee voting electronically or by proxy 4.2 – Board composition 4.4 to 4.8 – Nominations process & Directors’ terms of office 5.1 to 5.3 – Appointment of officers & their duties 6.2 b) – Duties of Nominating Committee</p> <p>Draft 6.1 – Replaced title of each section from ‘ARTICLE’ to ‘SECTION’ to avoid confusion with Articles of Incorporation/Continuance.</p> | July 2015 |
| <p>Draft 7 – Re-wrote and moved Introduction to a separate document to clarify that the new by-laws are administrative not substantive, and added a table of contents for the new by-laws that refers to old by-laws. Also replaced “slate of candidates” in 4.5 c) & d) with “list of nominations” to remove the suggestion that no other nominations will be considered.</p> <p>Draft 7.1 – Identified gaps and/or inconsistencies in comparison with current by-laws, and cleaned up presentation format.</p> | September 2015 |