



2018 Bylaws Review – Guide to Discussion

Introduction to Sail Canada Bylaw Updates - 2018

Over the last three years since the 2015 Bylaws restructuring that transitioned Sail Canada to Canada’s NPCA (Not-for-Profit Corporations Act), Sail Canada has continued to refine its governance and operations structure.

In order to keep up-to-date with the needs of the organization and our stakeholders, some relatively minor changes to the corporation’s bylaws are being proposed.

To enable Members follow these administrative changes to the bylaws, this document includes a table to summarize the changes by including the applicable section of the bylaw on the left and an explanation of the change(s) on the right.

Table 1.

SECTION DESCRIPTION	OVERVIEW OF PROPOSED CHANGES
1. GENERAL	<ul style="list-style-type: none"> • Replaces “President” definition with “Chair of the Board” (Chair). • Replaces “Executive Director” definition with “Chief Executive Officer”. • Replaces “ISAF – International Sailing Federation” definition with “World Sailing”. • Replaces reference to “Executive Director” with “CEO”. • Replaces reference to “ISAF” with “World Sailing”. • Added clarifying description of Sport Canada to definition
4. BOARD OF DIRECTORS	<ul style="list-style-type: none"> • 4.2 (d) Election Process clause: Replaces “members” with “directors” to clarify that “directors” are being elected not “members”. • 4.4 Nominations clause: Replaces “support” with “approval” to clarify that a prospective candidate without the support of two Members requires approval of the Nominating Committee in order to be eligible to run for a position.
5. OFFICERS	<ul style="list-style-type: none"> • 5.3 (c) Chair spokesperson clause: Inserts term to clarify Chair vs. CEO spokesperson responsibilities (i.e. that the Chair is the official spokesperson of the Corporation <u>on matters related to Board governance and oversight</u>). • 5.3 (d) Chair responsibilities clause: Inserts “Board” to clarify that Chair is ex-officio on Board committees but not Operations committees. • 5.7 CEO responsibilities clause: <ul style="list-style-type: none"> - Inserts “other duties” term to allow for flexibility as needed. - Adds a base set of CEO duties over and above previous ED responsibilities statement.



Table 1 cont'd

SECTION DESCRIPTION	OVERVIEW OF PROPOSED CHANGES
6. COMMITTEES	<ul style="list-style-type: none"> • 6.2 (b) Nominating Committee clause: changes committee size from “up to eight” to “no less than three”. • 6.2 (c) Audit Committee clause: changes committee size from “up to three” to “no less than three” and explicitly includes Chair as an ex-officio member. • 6.2 (d) Operations Committees clause: Updates to reflect that CEO establishes operations committees with the approval of the Board.
13. EFFECTIVE DATE	<ul style="list-style-type: none"> • Updates dates and signing officers.
<u>VARIOUS SECTIONS:</u> 3. MEETINGS OF MEMBERS 4. BOARD OF DIRECTORS 5. OFFICERS 6. COMMITTEES 13. EFFECTIVE DATE	<ul style="list-style-type: none"> • Replaces references to “Executive Director” with “CEO” in multiple places. • Replaces references to “President” with “Chair” in multiple places. • Replaces references to “ISAF” with “World Sailing” in multiple places. • Replaces references to “standing committees” with “Board committees” in multiple places. • Replaces references to “program committees” with “operations committees” in multiple places.

Respectfully submitted;

Sail Canada Governance Committee,

April 6, 2018.