

# Toronto Outboard Racing Club Inc.

## By-laws – Rev A – Nov 5, 2016



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# CONSTITUTION

## 1. INTREPRETATION

A word or expression that is not defined in these model rules, but is defined in the Associations Incorporation Act 1981 has, if the context permits, the meaning given by the Act.

## 2. NAME

The name of the incorporated association is Toronto Outboard Racing Club Inc. (the Association)

## 3. OBJECTS

The objects of the Association are –

- (1) To promote and protect the category/division of sport known as Stock Outboard Racing as understood by the Canadian Boating Federation and American Power Boat Association
- (2) To promote excellence and just and honourable practices in the sport and to suppress malpractice
- (3) To do all such acts which, in the opinion of the Association are for the general benefit of its members of Stock Outboard Racing
- (4) To promote Stock Outboard Racing as a family oriented, fun, relatively inexpensive and safe form of motor sport

## 4. POWERS

- (1) The association has the powers of an individual.
- (2) The association may, for example –
  - (a) Enter into contracts; and
  - (b) Acquire, hold, deal with and dispose of property; and
  - (c) Do other things necessary or convenient to be done in carrying out its affairs.

## 5. CLASSES OF MEMBERS

- (1) The membership of the association shall consist of the following classes of membership
  - (a) Racing Members
  - (b) Family Members
  - (c) Junior Members
  - (d) Associate Members
  - (e) Honourary Members
- (2) All members receive the same membership card, classification is deemed by the following definitions:
  - (a) Racing Members are those persons who race and are 18 years of age and over, and who pay full annual Membership, and shall have full voting rights, and are eligible for election to Executive committee positions.
  - (b) Family Members shall be the parents (racing or non-racing) and their dependents (racing or non-racing) listed in the membership. Dependents must be under the age of 18 years. Only Family members 18 years of age and over shall have full voting rights and are eligible for election to the Executive Committee positions.
  - (c) Junior Members are racing and non-racing members under the age of 18 who pay a full annual membership. They have no voting rights and are not eligible for election to the Executive Committee.
  - (d) Associate Members are those persons who are non-racing members who pay a full annual membership, and shall have full voting rights, and are eligible for election to the Executive Committee.
  - (e) Honourary Members are those persons who have been granted Honourary Member status by the membership of the club, and pay no annual membership dues, and shall have full voting rights and are eligible for election to the Executive Committee.

## **6. MEMBERSHIP FEES**

- (1) The membership fee for each class of membership
  - (a) is the amount decided by the members of the executive committee at the Annual General Meeting; and
  - (b) is payable when, and in the way, the executive committee decides; and
  - (c) the executive committee may approve membership fees to be paid pro-rata during the year.

## **7. ADMISSION AND REJECTION OF MEMBERS**

- (1) The executive committee must consider an application for membership at the committee meeting held after it receives
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- (2) The executive committee must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the members of the executive committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- (4) The secretary of the association must, as soon as practicable after the executive committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **8. WHEN MEMBERSHIP ENDS**

- (1) The executive committee may terminate a member's membership if the member -
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (2) Before the executive committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (3) If, after considering all representations made by the member, the executive committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## **9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after the day of receipt, call a meeting of the executive committee to decide the appeal, to vote at the meeting.
- (4) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice they will automatically have membership terminated.

## **10. REGISTER OF MEMBERS**

- (1) The executive committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member
  - (a) The full name of the member;
  - (b) The postal or residential address of the member;
  - (c) The date of admission as a member;
  - (d) The date of death or resignation of the member;
  - (e) Details about the termination or reinstatement of membership;

- (f) Any other particulars the executive committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the executive committee may, on the application of a member of the association withhold information about the member (other than the members full name) from the register available for inspection if the executive committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
- (6) A member of the association must not -
  - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
  - (c) Sub-section (6) does not apply if the use or disclosure of the information is approved by the association.

## **11. MEMBERSHIP OF EXECUTIVE COMMITTEE**

- (1) The executive committee of the association consists of a president, vice-president, treasurer, secretary, membership director and any other members the association members elect or appoint at a general meeting.
- (2) A member of the executive committee must be a financial and voting member of the association.
- (3) At each annual general meeting of the association, the members of the executive committee are two year terms to be staggered President/Treasure and Vice President /membership director with secretary yearly

## **12. ELECTING THE EXECUTIVE COMMITTEE**

- (1) A member of the executive committee may only be elected as follows
  - (a) Any 2 members of the association may nominate another member (the candidate) to serve as a member of the management committee;
  - (b) Each member of the association present and eligible to vote at the annual general meeting may vote for (1) candidate for each vacant position on the executive committee;
  - (c) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) The executive committee must ensure that, before a candidate is elected as a member of the executive committee, the candidate is advised
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance – the amount of the insurance

## **13. RESIGNATION OR REMOVAL FROM OFFICE OF EXECUTIVE COMMITTEE MEMBER**

- (1) An executive committee member may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect on
  - (a) the day and at the time the notice is received by the secretary; or
  - (b) if a later day is stated in the notice - the later day.
- (3) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (4) A member has no right of appeal against the member's removal from office under this section.

#### **14. VACANCIES ON EXECUTIVE COMMITTEE**

- (1) If a casual vacancy happens on the executive committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the executive committee may act despite a casual vacancy on the executive committee.
- (3) However, if the number of committee members is less than the number fixed under these rules as a quorum of the executive committee, the continuing members may act only to
  - (a) increase the number of executive committee members to the number required for a quorum; or
  - (b) call a general meeting of the association.

#### **15. FUNCTIONS OF EXECUTIVE COMMITTEE**

- (1) Subject to these rules or a resolution of the association members carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association; and
- (2) The executive committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent. But any interpretation must have regard to the Act, including any regulation made under the Act.
- (3) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

#### **16. MEETINGS OF EXECUTIVE COMMITTEE**

- (1) Subject to this rule, the executive committee may meet and conduct its proceedings as it considers appropriate.
- (2) The executive committee must meet at least once every four (4) months to exercise its functions.
- (3) The executive committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the executive committee.
- (5) The executive committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in sub-section (5) is taken to be present at the meeting.
- (7) If the secretary receives a written request signed by at least 60% of the executive committee members, the secretary must call a special meeting of the committee.
- (8) A request for a special meeting must state
  - (a) why the special meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (9) At an executive committee meeting, more than 50% of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
- (10) A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided by the president's casting vote.
- (11) The secretary must give each executive committee member at least 14 days notice of a special meeting of the committee.
- (12) A notice of a special meeting must state
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (13) The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for an executive committee meeting, the vice-president is to preside as chairperson at the meeting.
- (14) If the president and the vice-president are absent from an executive committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- (15) If there is no quorum within 30 minutes after the time fixed for an Executive members, the meeting lapses.

(16) If there is no quorum present within 30 minutes after the time fixed for an executive committee meeting called the meeting is adjourned until

- (a) the same day, time and place in the next week; or
- (b) a day, time and place decided by the committee.

(17) If, at the adjourned meeting mentioned in subsection (16), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **17. ANNUAL GENERAL MEETINGS**

Each annual general meeting must be held -

- (a) at least once each year; and
- (b) within 3 months after the end of the association's previous financial year.

## **18. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

The following business must be conducted at each annual general meeting

- (a) Receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year
- (b) Receiving the auditor's report on the financial affairs of the association for the last financial year;
- (c) Presenting the audited statement to the meeting for adoption;
- (d) Electing members of the executive committee.

## **19. SPECIAL GENERAL MEETING**

(1) The president may only call a special general meeting by giving each member notice of the meeting within 14 days after

- (a) being directed to call the meeting by the executive committee;
- (b) being given a written request signed by
  - (i) at least 60% of the members of the association presently on the executive committee; or
  - (ii) at least the number of ordinary members of the association equal to double the number of members of the association presently on the management committee plus 30; or
- (c) being given a written notice of an intention to appeal against the decision of the executive committee
  - (i) to reject an application for membership; or
  - (ii) to terminate a person's membership.

(2) A request mentioned in subsection (1)(b) must state

- (a) why the special general meeting is being called; and
- (b) the business to be conducted at the meeting.

## **20. NOTICE OF GENERAL MEETING**

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each association member.
- (3) The executive committee may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing
  - (a) A meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the executive committee; or
  - (b) A meeting called to hear and decide a proposed special resolution of the association.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.

## **21. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the executive committee at the close of the association's last general meeting plus 5.
- (2) However, if all members of the association are members of the executive committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.

- (4) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (5) If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the executive committee or the association, the meeting is to be adjourned to -
  - (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the executive committee.
- (6) If at an adjourned meeting, a quorum under sub-section (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- (7) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (8) If a meeting is adjourned under sub-section (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (9) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (10) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **22. PROCEDURE AT GENERAL MEETING**

- (1) A member may take part and vote in a general meeting in person
- (2) At each general meeting -
  - (a) the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson; and
  - (b) if the vice-president is absent or unwilling to act as chairperson, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way; and
  - (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
  - (e) each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
  - (f) a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting; and
  - (g) The method of voting is to be decided by the executive committee; unless at least 20% of the members present demand a secret ballot, voting must be made by secret ballot.
  - (h) if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
  - (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
  - (j) a member may vote in person

## **23. BY-LAWS**

- (1) The executive committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

## **24. ALTERATION OF RULES OF THE CONSTITUTION**

- (1) Subject to the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a special general meeting or annual general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## **25. COMMON SEAL**

- (1) The executive committee must ensure the association has a common seal.
- (2) The common seal must be

- (a) kept securely by the management committee; and
  - (b) used only under the authority of the executive committee
- (3) Each instrument to which the seal is attached must be signed by a member of the executive committee and countersigned by
- (a) the secretary; or
  - (b) another member of the executive committee; or
  - (c) someone appointed by the management committee.

## **26. FUNDS AND ACCOUNTS**

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) All payments must be paid for by cheque must be any 3 of the following;
- (a) The president;
  - (b) The secretary;
  - (c) The treasurer;
  - (d) Sub-committee member for event works;
  - (e) sub-committee member for canteen/fundraising;
  - (f) all expenditure incurred will be within purchasing limits and conditions; receipts and statements to be ratified monthly.
- (5) The cheque/transfer must be signed/authorised by any 2 of the following
- (a) the president
  - (b) the treasurer;
  - (c) However, 1 of the persons who signs the cheque must be the president or the treasurer.
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (7) All expenditure must be approved or ratified at an executive committee meeting.
- (8) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared -
- (a) The income and expenditure for the financial year just ended;
  - (b) The association's assets and liabilities at the close of the year;
  - (c) charges and securities affecting the property of the association at the close of the year.
- (9) The auditor must examine the statement prepared under sub-section (8) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (10) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## **27. DOCUMENTS**

The executive committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

## **28. FINANCIAL YEAR**

The financial year of the association closes on 31 October of each year.

## **29. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- (1) This section applies if the association
- (a) is wound-up under part 10 of the Act; 3 and
  - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the association members.
- (3) The surplus assets must be given to another entity –
- (a) having objects similar to the association's objects; and



(b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this section - "surplus assets" has the meaning given by section 92(3) 4 of the Act.

### **30. NON PROFIT ORGANISATION**

The assets and income of the association shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the association, except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

3 Part 10 (Winding-up) of the Act

4 Section 92 (Distribution of surplus assets) of the Act.

### **31. SUSPENDED BY-LAWS**

THESE BY-LAWS ARE TO SUPERSEDE ANY AND ALL PREVIOUSLY ACCEPTED BY-LAWS FROM THE PAST AS OF NOVEMBER 5, 2016.

### **32. REVISIONS**

- October 21, 2016 – Initial release by the TORC Executive

A November 5, 2016 TORC AGM

Section 28 changed:

Is: The financial year of the association closes on 31 October of each year.

Was: The financial year of the association closes on 30 September of each year.

Updated the date in Section 31

Added Section 32