



The Toronto Vintners Club Inc.

Constitution and Bylaws

Approved by the Board of Directors May 9, 2020

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CONSTITUTION

1.0 NAME

1.1 The name of the Corporation is “The Toronto Vintners Club Inc.”.

2.0 HEAD OFFICE

1.2 The Head Office and area of operation of the Club shall be the City of Toronto, Ontario, the specific location of which is determined by the Board of Directors.

3.0 OBJECTS

1.3 The objects of the Club shall be to:

1.3.1 Promote and stimulate interest in wine;

1.3.2 Organize and host wine tasting events for members;

1.3.3 Educate members in various aspects of wine making, tasting and appreciation.

1.4 The Club shall operate as a not-for-profit corporation, with any surplus in a given year retained for future Club events and activities.

1.5 The members of the Club shall adopt and may from time to time revise such bylaws as are required to carry out these objects.

BYLAWS

4.0 DEFINITIONS

In this bylaw, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "Bylaws" means this bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair / president of the Board;
- e. "Club" means the organization incorporated under the legislation of the Province of Ontario and that has passed these Bylaws under the Act or that is deemed to have passed these Bylaws under the Act;
- f. "Corporation" means The Toronto Vintners Club.
- g. "Director" means an individual occupying the position of director of the Club by whatever name he or she is called;
- h. "Member" means a member of the Club;
- i. "Members" means the collective membership of the Club; and
- j. "Officer" means an officer of the Club.

5.0 MEMBERSHIP

- 5.1 **Year:** The Club's membership year is the calendar year beginning on the 1st day of January and ending on the 31st day of December.
- 5.2 **Eligibility:** Members must be of legal drinking age in the province of Ontario or older and must agree to comply with the Club's Constitution and Bylaws.
- 5.3 **Classes of Membership:** Two classes of membership exist:
- 5.3.1 Regular, for which a fee is assessed or in certain circumstances, waived by the Board for services rendered;
 - 5.3.2 Lifetime to which the Board may approve and appoint a member for long-standing membership or service to the Club and for which the annual fee is waived.
- 5.4 **Dues:** Dues are set by the Board and based on an annual (January to December) and a pro-rated (July to December of the following calendar year) basis. Notice of any change in dues will be included in the notice of renewal.
- 5.5 **Application for New Membership:** The Club will accept applications for new membership accompanied by the appropriate dues.
- 5.6 **Voting Rights:** Each individual member, regardless of membership class, is entitled to one vote. Unpaid membership dues shall constitute denial of voting rights.
- 5.7 **Renewals:** Membership renewals for the following calendar year are due January 1st.
- 5.8 **Notice of Renewal:** Members will be notified of upcoming renewal dues starting in October.
- 5.9 **Arrears:** Members who remain in arrears of their membership dues as of February 1st shall have their membership terminated.
- 5.10 **Membership Non-transferable:** The interest of a member in the Club is not transferable and lapses and ceases to exist upon the member's death or when the member ceases to be a member by resignation or otherwise in accordance with the Bylaws.

5.11 **Termination of Membership for Cause:** The Board is required to provide fifteen (15) days' written notice to a member authorizing disciplinary action or the termination of membership for violating any provision of the Bylaws or for conduct that is deemed detrimental to the Club.

5.11.1 The notice shall set out the reasons for the disciplinary action or termination of membership.

5.11.2 The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period.

5.11.3 The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

6.0 DELIVERY OF NOTICES

6.1 **Notices:** Notices to members will be given electronically and shall be deemed to have been given at the time they are electronically transmitted.

7.0 BOARD OF DIRECTORS

7.1 **Composition:** The affairs of the Club shall be managed by a Board of Directors comprised of four Executive Officers (President, Vice-President, Secretary, and Treasurer) together with up to six (6) general Directors for a maximum of ten (10) Directors.

7.2 **Term:** The term for the Board begins January 1st in an election year. The term length is two (2) years.

7.3 **Residence:** Directors must reside in the Province of Ontario.

7.4 **Remuneration:** Directors and Committee Members shall serve as such without remuneration and no Director or Committee Member shall directly or indirectly receive any profit from occupying the position of Director or Committee Member, subject to the following:

- 7.4.1. Directors and Committee Members may be reimbursed for reasonable expenses they incur in the performance of their duties;
- 7.4.2. Event or annual membership fees may be waived or reduced for Directors' and Committee Members' provided that the amount of any such remuneration or reimbursement is:
 - 7.4.2.1. considered reasonable by the Board;
 - 7.4.2.2. approved by the Board by resolution passed before such payment or waiver is made; and in compliance with the conflict of interest provisions of the Act and these Bylaws.

7.5 ***Duties of Executive Officers:***

- 7.5.1 The President oversees the management of the Board of Directors and the affairs of the Club by ensuring that the Directors: are aware of and will fulfill their governance responsibilities; comply with applicable legislation and bylaws; conduct board business effectively and efficiently; are accountable for their performance to Club members. The President also chairs all Board, General and Special meetings of the Club.
- 7.5.2 The Vice-President supports the President in governing and managing the affairs of the organization and in the event that the President's position becomes vacant, assumes the position of President.
- 7.5.3 The Secretary is the custodian of the Club's records and minute recorder for meetings.
- 7.5.4 The Treasurer oversees and manages the financial affairs by ensuring that the Club prepares and maintains adequate financial records in compliance with generally accepted accounting principles and reports the financial information to the Board of Directors, the members, and external parties as required, and prepares or arranges for the preparation of any statutory reporting.

7.6 **Duties of Directors**

7.6.1 Directors may volunteer for or shall be assigned to specific tasks required to operate the club.

7.6.2 Directors are expected to be present at a majority of tasting events to assist with pouring of wines and other event-related duties.

7.7 **Vacancies:** The office of a Director shall be vacated immediately:

7.7.1 if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;

7.7.2 if the Director forfeits office by being absent from attending four (4) or more Board consecutive meetings and/or five (5) or more consecutive tasting events without reasonable cause;

7.7.3 if the Director dies or becomes bankrupt;

7.7.4 if the Director is found to be incapable of managing property by a court or under Ontario law;

7.7.5 or if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

7.8 **Removal from Office**

7.8.1 **Reasons:** Board members may be removed for misconduct, malfeasance, or dereliction of duties. Misconduct is an intentional wrongdoing against the Constitution and Bylaws. Malfeasance is an illegal or dishonest activity in law. Dereliction of duties is the negligence of official responsibilities for an excessive period, or violation of the responsibilities of office.

7.8.2 **Petition:** The removal of Board Members may be initiated by a petition signed by twenty-five (25) percent of Club members eligible to vote. The Executive Officers shall convene a special board meeting to discuss the

petition, followed by a secret ballot vote. A simple majority vote is required for removal of the officer by petition of members.

- 7.9 **Filling Vacancies:** A vacancy on the Board shall be filled as follows:
- 7.9.1 A quorum of directors shall vote to fill a vacancy among the directors;
 - 7.9.2 If the vacancy occurs as a result of the members removing a director, the members may fill the vacancy by a majority vote and any director elected to fill the vacancy shall hold office for the remainder of the removed director's term;
 - 7.9.3 If a vacancy occurs in the office of the President, the Vice-President becomes President, with the board filling the resulting Vice-President vacancy.
- 7.10 **Standard of Care:** Every director and officer in exercising his or her powers and discharging his or her duties to the Corporation shall:
- 7.10.1 Act honestly and in good faith with a view to the best interests of the Corporation; and,
 - 7.10.2 Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
 - 7.10.3 Comply with the Act and regulations and the Corporation's Constitution and Bylaws.
- 7.11 **Reasonable Diligence Defense:** A director is not liable under section 39 of the Act and has complied with his or her duties under subsection 43 (2) if the director exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on:
- 7.11.1 financial statements of the corporation represented to him or her by an officer of the corporation or in a report of the auditor of the corporation or of a person who conducted a review engagement of the corporation to present fairly the financial position of the corporation in accordance with generally accepted accounting principles;

- 7.11.2 an interim or other financial report of the corporation represented to him or her by an officer of the corporation to present fairly the financial position of the corporation in accordance with generally accepted accounting principles;
- 7.11.3 a report or advice of an officer or employee of the corporation, if it is reasonable in the circumstances to rely on the report or advice; or
- 7.11.4 a report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by them.

8.0 BOARD MEETINGS

- 8.1 **Board meetings** can be held in person, electronically, or by teleconference. When meeting electronically, the Board will apply the same standards for a quorum and voting as it does when meeting in person or via teleconference.
- 8.2 **Rules of Order:** *Robert's Rules of Order* will govern all meetings.
- 8.3 **Chairing Meetings:** The Chair shall preside at Board meetings. In the absence of the Chair, the directors present shall choose one of their number to act as the Chair.
- 8.4 **Quorum** is a majority of existing Board members.
- 8.5 **One Vote:** Each Director has one vote. In case of an equality of votes, the Chair shall have a second or casting vote.
- 8.6 **Voting** is by simple majority of those board members in attendance at a board meeting. Voting may be in person, by telephone, or by e-mail.
- 8.7 **Conflict of Interest:**
 - 8.7.1 **Disclosure:** Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the director or officer will disclose in full the conflict of interest to the Board of Directors.
 - 8.7.2 **No Vote or No Lobby:** No interested officer or director may lobby or vote on the matter at the meeting of the Board of Directors at which such matter is discussed and voted upon.

8.8 **Minutes:** The minutes of meetings at which such votes on items of conflict of interest are taken, will record such disclosure, recusal, and abstention.

9.0 EXECUTION OF CONTRACTS

9.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by the President and one other of its officers or directors. Any director or officer may certify a copy of any instrument, resolution, by-law or other document of the Club to be a true copy thereof.

10.0 COMMITTEES

10.1 **Committees:** The Board may strike committees as needed. The Board may appoint the committee chair, who may be any club member with privileges.

10.2 **Ex-officio:** The President is *de facto* an *ex officio* member of all committees. The President maintains the same rights and privileges as all members of a committee including the right to vote and to be included in a quorum.

10.3 **Dissolution of Committees:** The Board may dissolve committees and terminate committee appointments.

11.0 MEMBERSHIP MEETINGS

11.1 **Annual Meeting:** An Annual General Meeting will be held annually within six (6) months of the Club's year-end at one of the Club's regular wine tasting events, prior to the start of the formal tasting.

11.2 **Special Meeting:** The Board may call a Special Meeting of the Club at any time. The Board must call a Special Meeting if the Secretary receives a request signed by at least ten (10) percent of Club members.

11.3 **Combined Meetings:** A meeting can be both an Annual and a Special meeting.

11.4 **Notice:** Notice for meetings will be given at least thirty (30) days in advance. The notice of the meeting shall state the purpose of the meeting.

11.5 **Quorum:** Quorum for an Annual General Meeting is fifteen (15) percent of members eligible to vote. Quorum for a Special Meeting is ten (10) per cent of Club members eligible to vote.

12.0 VOTING

12.1 **Voting Entitlement:** Each member of each class of membership of the Club is entitled to one (1) vote.

12.2 **Voting Rights:** Members have the right to vote to: select officers and directors, decide on amendments proposed to the Constitution and Bylaws, and to decide on specific questions posed by the Board of Directors.

12.3 **Voting in Person at Meetings:** Voting at General and Special meetings is restricted to Club members in attendance who have voting rights.

12.4 **Method of Voting:** Voting may be by paper ballot, secure electronic means, or by a show of hands.

12.5 **Proxy:** There are no proxy votes.

12.6 **Majority Vote:** A majority vote will prevail on all voting by club members with voting rights except as otherwise noted in these Bylaws.

13.0 ELECTIONS

13.1 **Term:** The term of the Board of Directors is two (2) years.

13.2 **No Limit:** There is no limit to the number of terms a director or officer may occupy a position on the Board of Directors.

13.3 **Filling Director Positions:** Members shall be notified by electronic means in October of an election year advising them of the need to elect a Board of Directors and asking for candidates to fill any vacancies.

13.4 **Voting Method:** If election voting is required, it is done by secure electronic ballot. The ballot will list the candidates for whom a vote is required, alphabetically by surname along with the position for which the person has been nominated. The ballot will also list the positions and names of those candidates who are acclaimed.

Ballots will be prepared and distributed to club members by November 1st and are to be returned by November 15th to an individual appointed by the Board to be a Returning Officer who will tabulate the results.

- 13.5 **Results:** The Returning Officer will record the number of spoiled and incomplete ballots as well the total number of votes received per candidate. The Returning Officer will report the results to the Board and to each candidate by email no later than five (5) days of the close of election voting.

14.0 FINANCIAL

- 14.1 **Financial Year:** The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.
- 14.2 **Bank:** The Board shall, by resolution from time to time, designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- 14.3 **Signatory:** Either the Treasurer or the President alone may sign cheques and negotiable instruments for an amount up to one thousand dollars (\$1,000.00). The Treasurer or the President and one other director shall co-sign all cheques and negotiable instruments in an amount greater than one thousand dollars (\$1,000.00).

15.0 AMENDMENTS

- 15.1 **Methods to Amend:** Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary, signed by twenty (20) percent of the members eligible to vote. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations

of the Board by the Secretary for a vote within ninety (90) days of the date when the petition was received by the Secretary.

- 15.2 **Voting:** Amendments to the Constitution requires a two-thirds (2/3) vote by members. Amendments to the Bylaws require a majority vote of those returning ballots.

16.0 DISSOLUTION

- 16.1 **Voting to Dissolve:** The Club may be dissolved by vote of two-thirds (2/3) of members.

- 16.2 **Distribution of Assets:** Upon dissolution and after payment of all debts and liabilities, all remaining assets shall be sold and the proceeds from the sale of such assets will be distributed to a charitable organization or organization whose objects are beneficial to the community, the choice of which is decided by the Board of Directors.