

Ontario Wine Society

Corporate By-laws

Version 1.2, September 2008

Revision History

Version number	Date	Reason for revision
1.0	February 2008	To create Corporate By-Laws for the Ontario Wine Society to formalize the relationship between the Chapters of the Society
1.1	September 2008	To incorporate changes suggested during meetings re the strategic business plan
1.2	September 2008	To incorporate changes suggested at the September 8, meeting.

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1. These By-laws relate generally to the conduct of the Corporate affairs of The Ontario Wine Society (OWS). They are in effect only if there is more than one Chapter of the OWS.
2. The Ontario Wine Society is a Corporation without share capital incorporated under the Laws of Ontario for the purpose of promoting the enjoyment, appreciation, understanding and knowledge of Ontario wines, their viticulture and viniculture, and of promoting our industry members.
3. Be it enacted as Corporate By-laws of the Ontario Wine Society as follows:

Head Office

4. The head office of the Corporate functions of the Ontario Wine Society shall be in the City of Toronto in the Province of Ontario at the same location of the head office of the Toronto Chapter.

Corporate Board of Directors

5. The Corporate property and business of the OWS shall be managed by a Board of Corporate Directors which will consist of the Presidents of the existing Chapters. One half of the Corporate Directors, rounded up to the next whole number, plus one, shall constitute a quorum for any meeting.
6. Meetings of the Corporate Board of Directors may be held at any time and place in Ontario as decided by the Directors provided that five business days' notice of such meeting is communicated to each Director. No error or omission in giving notice of any meeting of the Corporate Board of Directors, or any adjourned meeting of the Corporate Board of Directors, shall invalidate such meeting or make void any proceedings taken and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had.
7. The Corporate Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Corporate Board of Directors at the time of such appointment.

Indemnities to Corporate Directors and Others

8. Every Corporate Director or other persons who have undertaken or are about to undertake any liability on behalf of the OWS or any company controlled by it and their heirs, executors and administrators, and estate and effects, shall, at all times, be indemnified and saved harmless out of the funds of the OWS, from and against:
 - (a) All costs, charges and expenses whatsoever which such Director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability.
 - (b) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the OWS, except such costs, charges or expenses as are occasioned by his, or her, own willful neglect or default.

Powers of Corporate Directors

9. The Corporate Directors of the OWS may administer Corporate affairs of the OWS in all things and make or cause to be made for the OWS, in its name, any kinds of contract which the OWS may lawfully enter into and, save as provided, generally may exercise all such other powers and do all such other acts and things as the OWS is by its charter or letters patent or otherwise authorized to exercise and do. The Corporate Directors shall have power to authorize expenditures on behalf of the OWS from time to time and may delegate by resolution to an Officer or Officers of Chapters of the OWS the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the mandate of the OWS.

The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the OWS in accordance with such terms as the Corporate Board of Directors may prescribe.

10. The Corporate Board of Directors shall take such steps as they may deem requisite to enable the OWS to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the mandate of the OWS as long as such acquisitions do not negatively impact the not-for-profit legal status of the OWS. Since the OWS is not a registered charity, receipts for tax purposes cannot be issued.

Officers

11. The Officers of the Corporate OWS shall be the Chair and the Secretary and any such other Officers as the Corporate Board of Directors may by law determine. The Chair of the Corporate Board will also be deemed to be the overall President of the Ontario Wine Society.
12. The Chair and Officers of the Corporate OWS shall be appointed or confirmed annually by resolution of the Corporate Board of Directors.
13. The Officers of the Corporate OWS shall hold office for one (1) year from the date of appointment or until their successors are appointed. Also, the Corporate Board of Directors may, at any time, extend the duration of those appointments.
14. All Officers shall be Chapter Presidents of the OWS and they shall cease to be Officers if they cease to be Presidents.

Duties of Officers

15. The **Chair** shall;
 - (a) Be the overall representative and spokesperson for the Ontario Wine Society
 - (b) Preside at all meetings of the Corporate Board of Directors;
 - (c) See that all orders and resolutions of the Corporate Board of Directors are carried into effect;
16. The **Secretary** shall;
 - (a) Take minutes of the Corporate Board and distribute the minutes in advance of the next Board meeting and prepare any related correspondence;
 - (b) Give or cause to be given notice of all meetings of the members and of the Corporate Board of Directors;
 - (c) Perform other duties from time to time as requested by the Corporate Board of Directors.
17. The duties of all other Corporate Directors of the OWS shall be such as the terms of their engagement call for or the Officers require of them.

Execution of Documents

18. Notwithstanding any provisions to the contrary contained in the By-laws of the OWS, the Corporate Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the OWS may, or shall, be executed. At the Corporate Board of Directors' request, the person or persons will provide detailed explanation of any contract or obligation. Such contracts, documents and instruments shall be written and signed by any Officer or Officers appointed by resolution of the Corporate Board of Directors.

Responsibilities of the Corporate Board Members

19. Board members will attend all Corporate Board meetings and specified functions. Whenever attendance at a Corporate Board meeting is not possible, the Chair will be notified as soon as possible. Meetings shall be held a minimum of once per year.

Functions for Which the Corporate Board is Responsible

20. The specific functions for which the Corporate Board will have responsibility are.
- a. To prepare and/or update annually on a calendar year basis an overall Strategic Business Plan and present it to the Chapters.
 - b. To retain current Industry members and provide incentives for non-members to join; and to maintain a list of Industry members. To maintain the Industry membership program, including liaison with the Ontario wine producers, and develop and report on marketing activities undertaken with Industry membership fees.
 - c. To prepare monthly consolidated individual and Industry membership statistics, including graphs over time, and provide to the Boards of Directors of the Chapters.
 - d. To maintain an OWS website, including an OWS e-mail inquiry service, if appropriate.
 - e. To produce a newsletter on a regular basis.
 - f. To produce brochures when necessary.
 - g. To approve the creation of new Chapters and be responsible for assisting the start up of new Chapters until they are operating autonomously.

- h. To review Chapter By-Laws for conformance to the Constitution and the Strategic Business Plan.
- i. To steward Chapter financial performance and, if necessary, to prepare consolidated financial statements for the Society and to appoint an auditor.
- j. To set individual and Industry membership fees.
- k. To acquire liability insurance for Corporate and Chapter Officers and Directors.

How the Corporate Board Carries Out Its Functions

- 21. Since the Corporate Board does not have Directors or Volunteers to perform tasks associated with the functions listed in clause 20, nor does it have funds of its own, the Directors shall use the Directors and Volunteers of the Chapters subject to the approval of the Boards of the Chapters.

Finances

- 22. The Toronto Chapter shall handle any revenue and expenses of the Corporate functions and, based on the individual membership numbers of the Chapters, distribute to the Chapters after March 31, for the previous calendar year, any excess revenues from Industry memberships or, if necessary, request a contribution to any expenditures in excess of the Industry membership revenues. Every attempt is to be made to ensure that expenditures do not exceed the total revenues from Industry memberships in a year. The Corporation intends that this bylaw not be changed.
- 23. Any new Chapter will be provided a one-time \$500 from the Industry membership funds to start the new Chapter.

Minutes of the Corporate Board of Directors

- 24. A copy of the minutes of the Corporate Board of Directors meetings shall be provided to the Directors of the Boards of each Chapter.

Voting of Corporate Board Members

- 25. At all Corporate Board meetings, decisions on every question shall be determined by a simple majority of votes unless otherwise specifically provided by statute or by these By-laws. Each member of the board will have one vote including the Chair. In the event of a tie, the Chair will cast the deciding vote.

Amendment of the Corporate By-laws

26. The Corporate By-laws of the OWS may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Corporate Board of Directors.

Books and Records

27. The Corporate Directors shall see that all necessary books and records of the OWS required by the By-laws of the OWS or by any applicable statute or law are regularly and properly kept.

Rules, Regulations and Policies

28. The Corporate Board of Directors may at any time prescribe such rules, regulations and policies consistent with these By-laws relating to the management and operation of the OWS and viability of the Chapters. The Board may revoke the status of any Chapter should it not adhere to the Constitution, Corporate policies, bylaws or requirement for financial viability.

Interpretation

29. In these By-laws and in all other By-laws of the OWS hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and reference to persons shall include firms and Corporations.

Passed by the Corporate Board of Directors this ___day of _____, 2009

Chair

Secretary