

# **The Ontario Wine Society (OWS)**

## **Toronto Chapter By-laws**

**Version 2.1 September 2008**

# Revision History

<b>Version number</b>	<b>Date</b>	<b>Reason for revision</b>
1.0	October 2004	To create By-Laws for the Ontario Wine Society
2.0	February 2008	To create By-Laws for the Toronto Chapter of the Ontario Wine Society
2.1	September 2008	To incorporate changes suggested at the September 8 <sup>th</sup> meeting.

# The Ontario Wine Society (OWS)

## Toronto Chapter By-laws

Version 2.1 September 2008

1. These are By-laws relating generally to the conduct of the affairs of **the Ontario Wine Society – Toronto Chapter (OWS-TC)**. The Ontario Wine Society is Corporation without share capital incorporated under the Laws of Ontario for the purpose of the promoting of the enjoyment, appreciation, understanding and knowledge of Ontario wines and its viticulture and viniculture and the promoting of Ontario wineries.
2. Be it enacted as By-laws of **the Ontario Wine Society - Toronto Chapter** as follows:

### Head Office

3. The head office of **the Ontario Wine Society - Toronto Chapter** shall be in the City of Toronto in the Province of Ontario, and at an address as the Directors may from time to time determine.

### Toronto Chapter Board of Directors

4. The property and business of the OWS-TC shall be managed by a Board of eight (8) Directors of whom five (5) shall constitute a quorum. A ninth (9th) Director may be appointed by the Board as an Industry representative.
5. The number of Directors may be revised by a resolution of the Board to a minimum of 6 or a maximum of 10 and the quorum adjusted accordingly.
6. Each Director shall be nineteen (19) or more years of age and must be a member-in-good-standing of the OWS. (See section 39 for a definition of member in good standing)
7. Election of the Directors will take place once per year at the Annual General Meeting (AGM) and the Directors will appoint the officers of the Board and other Board positions.
8. Vacancies on the Toronto Chapter Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled at any time by the Directors from among the members in good standing, if they see fit to do so. Otherwise, such vacancies shall be filled at the next (AGM) of the members at which the Directors are elected. But, if there is

not a quorum of Directors, the remaining Directors shall call a special meeting of the members, as soon as possible, to fill the vacancies. If the number of Directors is increased in a term, a vacancy, or vacancies, to the number of the authorized increase in Directors, shall be deemed to have occurred, which may be filled in the manner above.

9. Meetings of the Toronto Chapter Board of Directors may be held at any time and place in Toronto as decided by the Directors provided that 5 five business days' notice of such meeting is communicated to each Director. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors, or any adjourned meeting of the 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.

Directors are expected to attend all Board of Director meetings and, should any Director fail to attend three (3) consecutive meetings without reasonable excuse or notice, he/she may be asked to resign.

10. Directors, as such, shall not receive any remuneration for their services. But, by resolution of the Toronto Chapter Board of Directors, any expense incurred to attend meetings may be allowed at each regular or special meeting of the Board of Directors. Nothing in this By-law shall be construed to preclude any Director who provides service to the OWS as an Officer, or in any other capacity, from receiving compensation provided that it has been approved by the Board of Directors.

No Director shall directly or indirectly receive any profit from his position except that a Director may be reimbursed reasonable expenses incurred by him or her in the performance of his or her duties

A Director, who is a member of a firm engaged in any business or profession, may be paid the usual professional costs and charges for any professional business to be done in connection with the administration of the affairs of the OWS, only if his/her engagement by the OWS in a professional capacity has been approved by a majority of the Toronto Chapter Board of Directors.

11. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted.
12. The Toronto Chapter Board of Directors may accept any Volunteers for work to be performed and 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 Board of Directors at the time of such appointment. Such positions could be, but are not limited to, event organizers or coordinators. Volunteers are not Board members, but are expected to attend Board meetings. Also, Volunteers are not entitled to vote at Board meetings.

### **Indemnities to Directors and Others**

13. Every Director, or Officer, of the OWS-TC or other persons who have undertaken or are about to undertake any liability on behalf of the OWS-TC 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-TC from and against:
- (a) All costs, charges and expenses whatsoever which such Director, Officer 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-TC, except such costs, charges or expenses as are occasioned by his, or her, own willful neglect or default.

### **Powers of Directors**

14. The Directors of the OWS-TC may administer affairs of the OWS-TC in all things and make or cause to be made for the OWS-TC, in its name, any kinds of contract which the OWS-TC 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-TC is by its charter or letters patent or otherwise authorized to exercise and do. The Directors shall have power to authorize expenditures on behalf of the OWS-TC from time to time and may delegate by resolution to an Officer or Officers of the OWS-TC 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 Toronto Chapter Board of Directors may prescribe.

15. The Toronto Chapter Board of Directors shall take such steps as they may deem requisite to enable the OWS-TC 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**

16. The Officers of the OWS-TC shall be a President, Vice-President, Secretary and Treasurer and any such other Officers as the Toronto Chapter Board of Directors may by By-law determine. No one person may hold the positions of President and Treasurer. The Treasurer may not hold any other Director or Officer position on the Board to protect against a conflict of interest.
17. The President and Officers of the OWS-TC shall be appointed by resolution of the Toronto Chapter Board of Directors at the first meeting of the Board of Directors following each annual general meeting of the members.
18. The Officers of the OWS-TC shall hold office for one (1) year from the date of appointment or longer as determined by the Board of Directors or until their successors are appointed.
19. All Officers shall be Directors of the OWS-TC and they shall cease to be Officers if they cease to be Directors.

### **Duties of Officers**

20. The **President** shall;
  - (a) Be the chief executive officer of the OWS-TC;
  - (b) Preside at all general meetings of the OWS-TC and of the Toronto Chapter Board of Directors;
  - (c) Provide the general and active management of the affairs of the OWS-TC including strategic business planning, risk management, and management of operating issues, finance, marketing and communication to the membership and the

industry, delegating responsibilities for these matters to Toronto Chapter Board and Committee members as appropriate;

- (d) See that all orders and resolutions of the Toronto Chapter Board of Directors are carried into effect;
- (e) If more than one OWS Chapter exists, be a member of the OWS Corporate Board of Directors.
- (f) Maintain a strong presence with the wine industry by personal attendance at significant functions;
- (g) Maintain credible knowledge of Ontario wine and wine industry issues and be accepted by the wine industry;
- (h) Ensure that an Annual General Meeting is held each year for the membership. During this AGM, the annual business plan and financial statements may be presented to the membership.

21. The **Vice-President** shall;

- (a) In the absence, disability, or by direction, of the President, perform the duties and exercise the powers of the President;
- (b) Provide counsel to other Board members on an ad hoc basis based on prior experience with, and knowledge of, the wine industry;
- (c) Perform other duties from time to time as requested by the Toronto Chapter Board of Directors.

22. The **Treasurer** shall;

- (a) Have custody of the funds and securities of the OWS-TC and, if applicable, funds from Industry membership;
- (b) Keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the OWS-TC and, if applicable, funds from Industry membership;
- (c) Deposit all monies, securities and other valuable effects in the name and to the credit of the OWS in such chartered bank or trust company, or, in the case of securities in such registered dealer in securities as may be designated by the Toronto Chapter Board of Directors from time to time;

- (d) Provide to the President and Directors at regular meetings of the Toronto Chapter Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the OWS-TC and , if applicable, funds from Industry members;
- (e) Prepare an annual budget for review and approval by the Board;
- (f) Prepare annual financial statements and have them audited by an external auditor if required;
- (g) On behalf of the Corporate Board of Directors, ensure that liability insurance is in effect for all OWS officers and Directors and Volunteers at the Corporate and Chapter levels;
- (h) Perform other duties from time to time as requested by the Toronto Chapter Board of Directors.

Disbursements to be made must be authorized and signed by any one (1) of the President, Treasurer, Secretary or Vice-President.

23. The **Secretary** shall;

- (a) Take minutes of the OWS-TC Board and the annual general meetings. 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 Toronto Chapter Board of Directors;
- (c) Perform other duties from time to time as requested by the Toronto Chapter Board of Directors.

#### **Execution of Documents**

24. Notwithstanding any provisions to the contrary contained in the By-laws of the OWS-TC, the Toronto Chapter 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-TC may, or shall, be executed. At the Toronto Chapter 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 Toronto Chapter Board of Directors.

## **Responsibilities of Toronto Chapter Board Members**

Toronto Chapter Board members shall be responsible

25. To attend all Board meetings and functions. Whenever attendance at a Board meeting is not possible, the President or Secretary will be notified as soon as possible.
26. To prepare, with the President, overall and Chapter-specific strategic business plans and plans for their functional areas to help achieve the overall plans; review and update the plans annually; and present them at the annual general meeting to the OWS-TC membership.
27. To assist other Board members and volunteers in meeting their accountabilities and responsibilities, in particular, for unusual or demanding events.
28. To maintain a working knowledge of Ontario wine, wine making, grape growing and industry issues.
29. To support the interests and directions of the Board with all who contact the OWS.

## **Other Directors**

30. Besides the four officers, there will be up to five (5) other Directors of the OWS, one of which will be the Past President, one the Director of Events, one the Director of Marketing and one the Director of Industry Liaison.
31. The Past President will provide the Board with advice and guidance
32. The **Director of Events** shall;
  - (a) recommend, implement and evaluate programs of a variety and value that will appeal to the varied interests of the members.
  - (b) Favourably expose the industry to the membership in a manner that will enhance the industry's own marketing efforts.
  - (c) Using committees, when appropriate, coordinate all elements of each specific event including site location, program content, budget, costing and pricing, Volunteer participation, logistics, and written communication to outside participants and contractors.

33. The **Director of Marketing** shall develop and implement plans to;

- (a) Increase public and wine industry awareness of the OWS-TC membership and participation in conjunction with, or in addition to, planned events;
- (b) Retain current individual and Industry members and provide incentives for non-members to join;
- (c) Encourage involvement of the wine press in promoting and reporting on our events;
- (d) Maintain the Industry membership program, including liaison with the Ontario wine producers; maintain Industry member usage statistics and develop and report on marketing activities undertaken with Industry membership fees;
- (e) Maintain the Corporate OWS website, including the OWS e-mail inquiry service, if appropriate, and the Chapter wine line;
- (f) Oversee the production of the Corporate newsletter.

34. The Director of Industry Liaison in consultation with the Director of Marketing shall;

- (a) Be the OWS's main and senior contact person for issues involving wineries, wine writers, restaurants, the Vintners Quality Alliance, the Wine Council of Ontario, etc.

#### **Other Toronto Chapter Board Member Functions**

35. There are other functions that need to be performed by the OWS-TC. These may be the responsibility of the other Directors or be delegated to OWS Volunteers whose specific functions and responsibilities will be defined at the time of appointment. Two such functions include Newsletter Editor & Secretary of Membership. Others could include organizing events, checking the wine line, responding to e-mail enquires and cellar mastering.

36. The **Newsletter Editor** performs a Corporate function and shall;

- (a) Prepare and edit the Corporate OWS's newsletter by obtaining appropriate press releases, articles, stories or special events notices;

- (b) Negotiate printing costs;
- (c) Determine publication deadlines.
- (d) Produce and distribute the newsletter on a regular basis.
- (e) Recommend the format, editorial policy and effective communication style of the newsletter.

37. The **Membership Secretary** shall perform Corporate and Chapter functions and shall;

- (a) Maintain all records of individual Toronto and Industry memberships and provide mailing labels for non-e-mail members and an up to date e-mail membership distribution list for e-mailing OWS documents to members.
- (b) Maintain a system of response to all new membership inquiries and prepare renewal notices.
- (c) Monthly, prepare and provide to the Board of Directors of the Chapters, membership statistics including graphs of the number of members over time.

#### **Minutes of the Toronto Chapter Board of Directors**

38. The minutes of the Toronto Chapter Board of Directors shall be available to the general membership of the OWS-TC and shall be available to the Board of Directors each of whom shall receive a copy of such minutes.

#### **Conditions of Individual Membership**

39. Membership in the OWS-TC shall be limited to persons 19 years of age and over, interested in furthering the objects of the OWS and shall consist of anyone whose application for admission as a member has received the approval of the Toronto Chapter Board of Directors of the OWS.

40. There shall be an annual membership fee and, possibly, a one-time initiation fee, to be fixed by resolution of the Corporate Board of Directors. The Board may set by resolution any further membership categories. If the membership fee of a member has been paid and, if required, the initiation fee, or the member has been provided with a complimentary membership by a Board member, the member will be a member-in-good-standing for the purposes of this by-law. If the membership fee for a member is not paid within 90 days of the fiscal year end, then that membership will lapse

and the member will no longer be a member-in-good-standing of the OWS.

Events orchestrated by the OWS-TC shall carry an admission fee. The Board will set the fees as required.

41. Any member, Director, or Officer may withdraw from the OWS-TC by delivering to the OWS-TC a written resignation and lodging a copy of the same with the Secretary of the OWS-TC.
42. Any Member may be required to resign by a resolution of the Toronto Chapter Board of Directors. That Member will receive a pro-rated refund of his/her membership fee.
43. Members are required to sign a waiver, prior to attending events, accepting all liability for their actions and those of their guests.

#### **Meetings of Members**

44. One annual general meeting of the members shall be held at a place in Ontario, determined by the Toronto Chapter Board of Directors, on such day as the Directors may determine that is not more than 60 days before the fiscal year end and not more than 90 days after.
45. At least fourteen (14) days prior, written notice shall be given to each member-in-good-standing of any annual general meeting. Each member present shall have the right to exercise one vote for the election of the Toronto Chapter Board of Directors for the upcoming year and he or she may vote by proxy. A non member can execute a proxy vote for a member-in-good-standing if an appropriate appointment in writing from the member is provided to the Secretary prior to any vote.
46. A quorum for any annual meeting is a minimum of fifteen (15) Members.
47. No error or omission in giving notice of any annual general meeting or any adjourned meeting of the Toronto Chapter Board of the OWS 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. For the purpose of sending notice to any Director, Officer or member for the meeting or otherwise, the address of the Director, Officer or member shall be his or her last address recorded on the books of the OWS-TC.

#### **Voting of Members**

48. At all meetings of members of the OWS-TC, any decision on every question shall be determined by a simple majority of votes unless otherwise specifically provided by statute or by these By-laws.

#### **Amendment of By-laws**

49. The By-laws of the OWS-TC may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Toronto Chapter Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the said By-law, provided that the enactment, repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the members has been obtained.

#### **Financial Year**

50. The financial year of the OWS-TC shall end on the 31st day of March in each year until changed by a resolution of the Board.

#### **Auditors**

51. The Toronto Chapter Board of Directors shall, if necessary, ensure that a certified accountant prepares an annual review engagement statement.

#### **Books and Records**

52. The 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**

53. The Toronto Chapter Board of Directors may prescribe such rules, regulations and policies consistent with these By-laws relating to the management and operation of the OWS Toronto Chapter.

**Interpretation**

54. In these By-laws and in all other By-laws of the OWS-TC 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 Toronto Chapter Board of Directors this \_\_day of \_\_\_\_\_2008

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
SECRETARY