

## **Description of CanBoat / NautiSavoir Bylaw Proposed Changes**

The Board of Directors of CanBoat / NautiSavoir has approved a new Bylaw governing the oversight and operations of CanBoat / NautiSavoir.

**The significant changes affecting Members that result from adoption of the new Bylaw are simply summarized as follows:**

- **Members that fail to renew their membership by the end of their membership expiry date cease to become members (See Section 11). There will no longer be a 30-day grace period. Members will continue to receive reminders to renew at 90, 60, and 30 days in advance of their expiry date, and will receive notice on the day their renewal is due to expire also.**
- **The Board shall have the capability of setting membership requirements (see Section 7), instead of having the Members vote on changes to membership requirements in a Members meeting.**
- **Dues shall no longer be subject to Member approval (see old Bylaw Section 3.01). It will be easier to change dues as needed by the Board alone, including possibly reducing dues, if such a change does not require a vote by the Members at a Members meeting.**
- **A Members meeting will no longer continue if quorum is lost during the meeting (see Section 18)**

### **How was the New Bylaw Developed?**

The Governance Committee of the Board developed and recommended the new Bylaw for adoption by the Board, after having the new Bylaw also subject to legal review by True North Law, a firm specializing in Not-for-Profit law in Canada.

All board directors were provided with the new Bylaw, and a table comparing matching sections between the old Bylaw and new Bylaw, to show if there were significant changes made, and the reason for making each change. That same table appears below.

A resolution of the Board, to supersede the old Bylaw with the new Bylaw in its entirety, was then adopted on October 30<sup>th</sup>, 2025. The new Bylaw then took effect immediately. All internal policies and regulations subordinate to the Bylaws remain in effect to the extent they are still in accord with the Act and the new Bylaw, though the intent is to continue with a review and rewrite as needed of those internal policies. Approving changes to the Bylaws are an essential step to enabling the complete review of all of CanBoat / NautiSavoir's policies.

A periodic review and amendment of corporate governing documents is a recognized best practice. With respect to CanBoat / NautiSavoir, a new Bylaw was developed with these objectives in mind:

- To modernize the governance of CanBoat / NautiSavoir to make it more adaptable and resilient to external factors, and more capable of being managed by a smaller number of volunteers.
- To remove references to legacy governance structures and titles.
- To facilitate ongoing efforts to restructure the organization at the National level, and rewrite internal policies and procedures.
- To better separate oversight and strategic planning at the Board level from day-to-day operations managed by an Operations Team, as is now common practice in most not-for-profit corporations.
- To obtain a legal review of the Bylaw, to assure it includes recommended clauses and still complies with the Canada Not-for-profit Act and other federal Acts and Regulations.

### **Confirmation of the New Bylaw by the Members**

The Members must be presented with the new Bylaw, and the Members must ratify it at the 2025 Annual Meeting of Members held on November 29<sup>th</sup>, 2025, by voting upon a special resolution, requiring 2/3rds of votes cast by Members in favour of the new Bylaw to pass. The resolution reads as follows:

WHEREAS the Corporation intends to adopt a new general operating by-law reflective of its own governance practices as well as the applicable requirements of the Canada Not-for-profit Corporations Act, a copy of which has been earlier circulated to the Directors ("Bylaw 2025");

AND WHEREAS the Board of Directors has, by resolution, earlier approved Bylaw 2025, subject to the confirmation by the Members of the Corporation;

ON A MOTION DULY MADE, seconded and carried;

BE IT RESOLVED BY SPECIAL RESOLUTION (TWO-THIRDS VOTE) THAT:

1. This earlier approval of Bylaw 2025 by the Board of Directors is ratified, approved and confirmed;
2. In the event that minor amendments are required to be made to the provisions contained within Bylaw 2025, then subject to first obtaining any necessary advice from legal counsel for the Corporation, any two directors and officers of the Corporation are authorized to make such minor amendments as may be necessary to Bylaw 2025; and
3. Any two directors and officers of the Corporation are authorized to sign the said Bylaw 2025 on behalf of the Corporation and to submit the same to such governmental authorities as may be necessary.

Should the special resolution fail, the new Bylaw is no longer in effect, and the old Bylaw that was in effect before the Board approval on October 30<sup>th</sup> (specifically, the Bylaw originally dated April 13, 2013, and most recently amended October 20, 2022) is then in effect once again.

### **The Board recommends that the Membership vote IN FAVOUR of the special resolution to adopt the new Bylaw.**

The specific differences between the old Bylaw and the new Bylaw are presented section by section in detail in the table below, with the corresponding section numbering in each Bylaw and a rationale for each difference described in detail.

With respect to the table of changes beginning on the next page, the following apply:

- “Act” refers to the Canada Not for Profit Corporations Act, S.C. 2009, c. 23;
- References in brackets like “[NFP x]” refer to section x of the Act;
- References in brackets like “[Reg y]” refer to section y of the federal Regulations under the Act;
- “bylaw builder” refers to the bylaw builder at this ISEDC website: <https://ised-isde.canada.ca/site/corporations-canada/en/not-profit-corporations/law-builder-not-profit-corporations>. This bylaw builder allows a new or existing not-for-profit corporation to draft and customize a set of bylaws that will comply with the Act;
- “...recommended by legal counsel” is used to indicate new text that was recommended by the lawyer Anna Naud of True North Law, a lawyer specializing in Not-for-Profit law in Canada. The additional recommended text typically goes beyond what the bylaw builder offers, in order that the Bylaw is tailored to the organization and its circumstances, and it may repeat key sections of the Act for ease of interpretation of the Bylaw without having to go through the Act.
- Additional wording appears at the end of Sections 7, 8, and 10 of the new Bylaw: *“Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws...”* These additions repeat what appears in the Act relating to “Fundamental Changes”. A two-thirds vote (special resolution) in favour of a change is a requirement under the Act to amend these Sections of the Bylaw. Amendments to other sections of the new Bylaw would only need a simple majority vote from the Members for their approval.
- “*nothing comparable*” is indicated in the table below when the Bylaw in question has no section in it that is comparable to a section found in the other Bylaw.
  - It is not intended to indicate a deficiency due to the section’s absence.
  - A section omitted in the new Bylaw is probably not being added for one of these reasons:
    - because it is not required: the Act has a similar section already, or
    - its inclusion in the Bylaw versus in a subordinate CanBoat / NautiSavoir policy instead, is unnecessary. If included in the Bylaw, it would require a vote by Members to ratify any change, and thus needed changes may be unnecessarily delayed.
  - A section missing from the old Bylaw is typically added to the new Bylaw for one of two reasons:
    - it is a requirement of the Act to include it in the Bylaw, or
    - it repeats what is already stated in the Act, as an aid to interpreting the Bylaw without having to refer to the much larger Act.

| New Bylaw |                                          | Old Bylaw<br>(October, 2022) |                          | Comments or Rationale for Change                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
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| Section   | Title                                    | Section                      | Title                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|           | Table of Contents                        |                              | Table of Contents        | Section titles are being significantly changed, renumbered, and re-ordered. The order proposed for the new Bylaw matches the order of sections that would be found in a bylaw generated by the bylaw builder, but with some optional and unneeded sections removed and the remaining sections renumbered accordingly.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|           | <i>not required</i>                      |                              | Bylaw Amendments Summary | References to sections in the Amendment Summary of the old Bylaw are of no relevance to section numbering in the new Bylaw. Until the new Bylaw is adopted and then subsequently amended, no amendment summary is needed.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 1         | Definitions                              | 1.01                         | Definitions              | <ul style="list-style-type: none"> <li>Most definitions are carried over from the old Bylaw to the new Bylaw without change.</li> <li>Additional definitions, also defined within the Act, appear for ease of interpretation without having to refer to the Act.</li> <li>The definition of “Officers” in the old Bylaw refers to some named legacy positions internal to CanBoat / NautiSavoir that are being discontinued or renamed, or that are no longer officers of the corporation in the sense that “officers” is used in the Act; therefore, the definition of “officers” is being omitted from the new Bylaw. The Act [NFP 2(1)] already provides a definition of “Officer” that will be the one that applies to the new Bylaw.</li> <li>A definition for “policies and procedures” is added at the recommendation of legal counsel, to make clear that such policies and procedures shall be “...automatically binding on the Corporation, the Members, the Directors, and the Officers.” See new bylaw definition g) in this Section.</li> <li>References to “Regulations” as they appear in the old Bylaw to refer to regulations approved for internal CanBoat / NautiSavoir use at present, are being discontinued. There will still be the equivalent of the existing CanBoat / NautiSavoir Regulations re-cast as administrative Policies and Procedures at a future date.</li> </ul> |
| 2         | Interpretation                           | 1.02                         | Interpretation           | No significant change between the old Bylaw and the new Bylaw, except for the addition of a statement, recommended by legal counsel, to establish Robert’s Rules for use if a procedural matter is not already addressed in the Bylaw, or other policies and procedures.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 3         | Execution of documents and spokespersons | 1.04                         | Execution of documents   | <ul style="list-style-type: none"> <li>Without changing the requirement for two authorized persons to execute any financial-related business, a new Signing Authority Policy will specify the policy and procedures in greater detail. This will allow a nimble response to changes in how</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

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|    |                                              |            |                                                   | <p>financial institutions conduct business primarily online.</p> <ul style="list-style-type: none"> <li>As recommended by legal counsel, a statement is added to establish who is authorized to speak on behalf of CanBoat / NautiSavoir.</li> </ul>                                                                                                                                                                                                                                                                                                         |
| 4  | Financial year end                           | 1.05       | Financial year end                                | Removal of the reference to any conditional CRA approval, (which typically is not required any longer, since CRA is only informed of a change to the Bylaw).                                                                                                                                                                                                                                                                                                                                                                                                 |
| 5  | Banking arrangements                         | 1.06       | Banking arrangements                              | Former titles of legacy positions are being changed or discontinued. The power to designate, direct, or authorize banking arrangements shall be vested in the Board, instead of the defunct Executive Committee.                                                                                                                                                                                                                                                                                                                                             |
| 6  | Annual Financial Statements                  | 1.07       | Annual financial statements                       | The requirement to send the Annual Financial Statement to all members is to be removed, as a cost-saving measure. It is sufficient under the Act [NFP 175(2)] to inform members that the Annual Financial Statements are available from the National Office, and any member can obtain a copy free of charge at the National Office, or by pre-paid mail.                                                                                                                                                                                                    |
| 7  | Membership conditions                        | 2.01, 2.02 | Classes of Members, Qualifications for Membership | The new bylaw merges the two sections from the old bylaw into this section of the new bylaw, but without including the age requirement found in the old bylaw. This change makes it much easier for the Board to set or alter membership requirements in a policy (see Section 7(c) ) instead of having it stated in the Bylaw.                                                                                                                                                                                                                              |
| 8  | Notice of a meeting of members               | 4.01       | Notice of Meeting of Members                      | No significant change.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 9  | Members calling a special meeting of members |            | <i>nothing comparable</i>                         | This section is added as recommended by legal counsel as it is a requirement of the Act [NFP 167 and Reg 72(1)] that 5% of the members may requisition a meeting.                                                                                                                                                                                                                                                                                                                                                                                            |
| 10 | Absentee voting at meeting of members        | 4.03       | Electronic Voting                                 | Absentee Electronic voting in this context refers to a vote conducted outside of an actual formal meeting. It does not apply to a meeting of members conducted entirely online that includes live voting at that meeting.                                                                                                                                                                                                                                                                                                                                    |
| 11 | Termination of membership                    | 3.03       | Termination of membership                         | Section 3.03 (a) of the old Bylaw will in effect be amended by removing the 30-day grace period after a member's renewal date. A member's membership will thus terminate automatically if not paid by the end of the member's Renewal Date. Section 11(c) of the new Bylaw will have that effect. All other conditions of membership are unchanged.                                                                                                                                                                                                          |
| 12 | Discipline of a member                       | 3.04, 3.05 | Right to Re-apply, Discipline of a Member         | A variation of the old Bylaw process for the discipline of a Member appears in the new Bylaw. The Discipline Committee is struck as required to investigate and only recommend actions to be decided upon by the Board. Past reference to the Discipline Committee having "... the <i>authority</i> to deal with any Member...." seen in the old Bylaw section 3.05, should not be adopted in the new policy. The Discipline committee should only investigate and recommend actions for the Board to act on, as only the Board can admit or remove members. |

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| 13 | Proposals nominating directors at annual meetings of members |                | <i>nothing comparable</i>         | This section restates the default rule in the Act [NFP 163(5)].                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 14 | Cost of publishing proposals for annual meetings of members  |                | <i>nothing comparable</i>         | This section restates the default rule in the Act [NFP 163(4)]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 15 | Place of meeting of members                                  |                | <i>nothing comparable</i>         | This section restates the default rule in the Act [NFP 159 (1) and (2)]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 16 | Persons entitled to be present at meeting of members         | 4.02           | Persons Entitled to be Present    | No significant change.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 17 | Chair and secretary of meetings of members                   | 4.04           | Chair of the Meeting              | If neither the Chair or Vice-Chair are present, the members present shall choose an acting Chair of the Meeting from amongst one of the Members present. There is no longer a requirement that the chair be selected from amongst the defunct Executive Committee members.                                                                                                                                                                                                                                                                                                                                                      |
| 18 | Quorum at meetings of members                                | 4.05           | Quorum                            | <ul style="list-style-type: none"> <li>This change will allow members meetings to be held to vote on matters, even if the membership were to diminish below 100 members.</li> <li>However, unlike in the old Bylaw, if quorum is present at the start of a meeting and subsequently lost, there can be no further business conducted at the meeting under the new bylaw. This recommendation by legal counsel avoids a situation where decisions can be made at a meeting after a mass walkout by its participants.</li> </ul>                                                                                                  |
| 19 | Voting at meeting of members and meeting minutes             | 4.06           | Votes to Govern                   | As recommended by legal counsel, the chair at a meeting of Members should only have a single vote, to remove the perception that the chair is a different class of member of the association that gets an extra vote. The additional statement concerning ordinary and special resolutions make it clear that the votes in favour must exceed one-half or two-thirds of votes cast respectively for the resolutions to pass.                                                                                                                                                                                                    |
| 20 | Participation by electronic means at meeting of members      |                | <i>nothing comparable</i>         | This is essentially a restatement of the relevant section in the Act [NFP 159(4)]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 21 | Meeting of members held entirely by electronic means         |                | <i>nothing comparable</i>         | This is essentially a restatement of the relevant section in the Act [NFP 159(5)]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 22 | Number and qualifications of directors                       | 5.02, 5.03 (1) | Qualifications, Election and Term | <ul style="list-style-type: none"> <li>The Act [NFP 126(1)] already sets out conditions that are disqualifiers for being a director.</li> <li>Desirable or necessary qualifications can be set and changed in the Director's Terms of Reference, recently approved by the Board at its meeting of October 30<sup>th</sup>, 2025</li> <li>There may be an advantage to allow a non-member to become a director, by having the Board resolve to make an exception.</li> </ul> <p>The change to the maximum and minimum number of directors shall be dealt with as a separate resolution to amend the Articles of Continuance.</p> |

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| 23 | Term of office of directors                                                          | 5.03 (2)<br>5.03 (3) | Election and Term                        | <p>No significant change except:</p> <ul style="list-style-type: none"> <li>Removal of 5.03 (3) (c) referring to the exception that applies to the immediate Past Chief Commander (PCC). The PCC position as a voting Board member is technically not allowed under the NFP Act unless the PCC is appointed by the Board (and that appointment must be renewed annually).</li> <li>The hiatus period after two terms (with potential one year extension) shall be raised from two years to three years in the proposed Bylaw.</li> </ul>                                                                                                                                                                            |
| 24 | Calling of meetings of board of directors                                            | 6.01                 | Calling of Meetings                      | The number of directors required to call a meeting of the Board changes from five directors (of which three are officers) in the old Bylaw to only two directors in the new Bylaw. This is reasonable because of the anticipated reduction in the number of directors.                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 25 | Notice of meeting of board of directors                                              | 6.02                 | Notice of Meeting                        | No significant change.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 26 | Regular meetings of the board of directors                                           | 6.03                 | Regular Meetings                         | No significant change.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 27 | Chair and Secretary of, Voting at, and Minutes of meetings of the board of directors | 6.04,<br>6.06        | Chair of the Meeting,<br>Votes to Govern | <ul style="list-style-type: none"> <li>The statement “No person may act for an absent director at a meeting of directors,” found in the current Bylaw section 6.06, need not appear in the new Bylaw. It is already a requirement set out in the Act [NFP 126(3)].</li> <li>Any director can be selected by the Board to act as meeting chair in the absence of the Chair and the Vice Chair. There is no longer a requirement that the chair be selected from amongst the defunct Executive Committee members.</li> <li>A provision is added to assure that the meeting will have a recording secretary.</li> <li>Minutes may be accessed only by directors unless the Board grants approval otherwise.</li> </ul> |
| 28 | Vacation of office, including Removal of a director                                  | 5.04,<br>5.05        | Vacancies, Filling Vacancies             | <ul style="list-style-type: none"> <li>The same conditions that would automatically cause a vacancy in the old Bylaw will cause a vacancy in the new Bylaw.</li> <li>The Board can also vote to recommend removal for cause of a director. The Members, voting on an ordinary resolution to remove the director, can act upon the recommendation of the Board at a special meeting called for that purpose.</li> <li>The available means to fill a vacancy are unchanged between the old Bylaw and the new Bylaw</li> </ul>                                                                                                                                                                                         |
| 29 | Committees of the board of directors                                                 | 7.02                 | Other Committees                         | The statement “Any committee member may be removed by resolution of the board of directors” is to be added to the new Bylaw (as found in the bylaw builder draft bylaw Section 33).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 30 | Appointment of Officers                                                              | 8.01                 | Description of Officers                  | The appointment of officers is more generally stated in the new Bylaw, without including mention of specific officers and their duties. This allows for greater flexibility in establishing and changing officer and other lead roles and responsibilities in a policy that does not                                                                                                                                                                                                                                                                                                                                                                                                                                |

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|    |                                                           |              |                                                         | have to be voted upon by the members at large because it appears in the Bylaw.                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 31 | Officers of the corporation                               |              |                                                         | The list of officers proposed includes essential officer roles only. It is not intended to be comprehensive. It is sufficient that the Board can appoint additional officers, and establish their titles, roles, and duties in policy as required, for effective management of the corporation.                                                                                                                                                                                                                                              |
| 32 | Officer vacancies                                         | 8.02         | Vacancy in Office                                       | No significant change.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 33 | Method of giving notice                                   | 9.01         | Method of Giving Notices                                | No significant change.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 34 | Invalidity of any provisions of this by-law               |              | <i>nothing comparable</i>                               | This is a prudent addition to the new Bylaw, to prevent the entire Bylaw being invalidated by any part of it being rendered invalid at some point by a future amendment to the Act or its Regulations.                                                                                                                                                                                                                                                                                                                                       |
| 35 | Omissions and errors                                      | 9.02         | Omissions and Errors                                    | No significant change.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 36 | Mediation and arbitration                                 | 10.01, 10.02 | Mediation and arbitration, Dispute Resolution Mechanism | No significant change.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 37 | By-laws and effective date                                | 11.01        | Effective Date                                          | The new bylaw should clearly specify how a change to the bylaw can be implemented. The old bylaw is unclear on this.                                                                                                                                                                                                                                                                                                                                                                                                                         |
|    |                                                           |              |                                                         | <i>THE FOLLOWING ENTRIES EXPLAIN WHY SECTIONS IN THE OLD BYLAW DO NOT APPEAR IN THE NEW BYLAW.</i>                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|    | <i>nothing comparable, optionally replace with policy</i> | 1.03         | Corporate Seal and Flag                                 | It is not a requirement to refer to a corporate seal or to the flag of the corporation in the bylaw. If necessary, these can be moved into a policy.                                                                                                                                                                                                                                                                                                                                                                                         |
|    | <i>nothing comparable, replace with policy</i>            | 3.01         | Dues                                                    | The Act is silent on membership dues. The inclusion of a dues clause when using the bylaw builder is optional, so it is not a requirement that it be set in the bylaw. Setting dues is a matter that should not require anything more than Board approval to change a policy to be written on member dues. This would allow for a nimble response should a change in dues be advisable. The new policy can establish the same set of rules as are found in the current bylaw section 3.02, in terms of providing notice of the Renewal Date. |
|    |                                                           | 3.02         | Payment of Dues                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|    | <i>nothing comparable, not needed</i>                     | 5.01         | Duties                                                  | This section in the old bylaw is not necessary in the new bylaw. The Act [NFP 124] already refers to the directors' duty to manage or supervise management of the corporation in non-specific terms. A fuller description of duties is included in the Director's Terms of Reference.                                                                                                                                                                                                                                                        |
|    | <i>nothing comparable, not needed</i>                     | 5.06         | Remuneration of Directors                               | The Act [NFP 143] allows the directors to "fix the reasonable remuneration and expenses for any services that are performed." The text in old bylaw section 5.06 can be omitted from the new bylaw.                                                                                                                                                                                                                                                                                                                                          |
|    | <i>nothing comparable, not needed</i>                     | 6.05         | Quorum [Board meetings]                                 | The Bylaw builder provides no section related to quorum for a meeting of the Board. The default under the Act [NFP 136(2)] is as follows: "Subject to the articles or by-laws, a majority of the number of directors or                                                                                                                                                                                                                                                                                                                      |

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|  |                                                          |      |                     | <p><i>minimum number of directors required by the Articles, constitutes a quorum at any meeting of directors, and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.”</i></p> <p>A set minimum number of directors for quorum, set at twelve in section 6.05 of the old bylaw, is not advised. It does not appear in the new bylaw. The Act’s default requirement described above is sufficient.</p> |
|  | <p><i>nothing comparable<br/>replace with policy</i></p> | 7.01 | Executive Committee | <p>This section in the old by-law is no longer required, as the functions of this committee are essentially re-allocated to the Operations Team, which will operate under new policies.</p>                                                                                                                                                                                                                                                                     |