

BRONTE HARBOUR YACHT CLUB



BY-LAWS
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By Law No. 1

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BY-LAW NO.1

**being a by-law relating generally to the transaction
of the business and operations of**

**BRONTE HARBOUR YACHT CLUB
hereinafter referred to as the "Club" or the "Corporation"**

GENERAL

1. OBJECTS

The objects of the Club shall be: -

- (a) To promote the sport and recreation of boating, including the racing, cruising and pleasure sailing of sail boats and power boats out of Bronte Harbour on Lake Ontario.
- (b) To develop seamanship, sportsmanship and friendship among the members.
- (c) To provide and maintain a clubhouse and facilities for its members by its members in a self-help manner where possible

2. HEAD OFFICE

The head office of the Corporation shall be in the Town of Oakville, Ontario, at such place therein as the Directors may from time to time determine.

3. SEAL

The Corporate seal of the club shall be in the form appearing in the margin hereof.

MEMBERSHIP

4. DEFINITIONS

- (a) In all by-laws defining membership, the word 'person' shall include the spouse or significant other, of the member, if any.
- (b) A Boat Owner or Boat Co-owner is any person who, in whole or in part, is the owner of a Pleasure Craft as defined under Canadian Maritime Law.

5. CLASSES OF MEMBERS

There shall be eligible for membership the following classes of members:

- (a) Senior Members
- (b) Life Members

- (c) Associate Members
- (d) Out-of-town Members
- (e) Intermediate Members
- (f) Junior Members
- (g) Crewing Members
- (l) Honorary Members

6. SENIOR MEMBERS

A person shall be eligible as a Senior Member providing that they have reached the age of majority and are either:

- (a) A boat owner as defined herein under Section 4 or
- (b) A bona fide crew member. Eligibility in this category shall be determined by the Sailing Committee, in the case of a crew member of a sailing craft, or by the Power Committee in the case of a crew member of a power boat.
- (c) Senior Membership shall include a boat owner's immediate family as defined as a spouse/partner and children up to the age of majority

A boat owner shall be allowed to sponsor crew members

Once admitted as a Senior Member, a person shall, subject to the other provisions of the by-laws and regulations of the Corporation, be entitled to retain such status from year to year thereafter, (subject to the other provisions of the by-laws and regulations of the corporation).

7. LIFE MEMBERS

Life Member status would have been conferred on or before January 1, 1996. Once admitted as a Life Member, a person shall be entitled to retain such status from year to year thereafter. Provided however that Life Members shall be required to pay membership fees equal to 25% of the membership rate for Senior Members, as determined by the Board of Directors from time to time, unless determined to be either a non-boat owning, or a non-resident, Life Member in which case, no membership fee shall be assessed.

A Life Member, except for provisions which specifically refer to Life Members, shall be subject to the by-laws or regulations of the Corporation as if he/she were a Senior Member.

A Life Member's immediate family as defined as a spouse/partner and children up to the age of majority will have the rights of a Senior Member ex-voting.

8. ASSOCIATE MEMBERS

A person shall be eligible as an Associate Member providing that they have reached the age of majority and that he/she either:

- (a) Does not qualify as a Senior Member under the provisions of Section 7; or

- (b) Being a boat owner does not operate or moor his / her craft in Oakville or Bronte Harbour.
- (c) Being a Boat Co-owner, as defined under Section 4 (b), provided that at least one of the Boat Co-owners of the boat is a fully subscribed Senior member as defined herein Section 6

Should an Associate member apply to become a Senior member of the Club, he/she shall be given full credit for any initiation fee previously paid toward the initiation fee for Senior membership.

Once admitted as an Associate Member, a person shall, subject to the other provisions of the by-laws and regulations of the Corporation, be entitled to retain such status from year to year thereafter, but only until such date, whether in the year of admission or in a subsequent year, when he/she becomes a boat owner and/or commences operating his/her boat as outlined in Section (b) above.

An Associate Member's immediate family as defined as a spouse/partner and children up to the age of majority will have the rights of an Associate Member ex-voting.

9 OUT-OF-TOWN MEMBERS

A person shall be eligible as an Out-of-Town Member providing that they satisfy all conditions given below:

- (a) Has been a Senior or Associate Member for a minimum of two years and
- (b) Resides beyond a 100km radius of Bronte Harbour and
- (c) If a boat owner, does not base the craft within a radius of 100 km of Bronte Harbour.

Once admitted as an Out of Town Member, a person shall, subject to the other provisions of the by-laws and regulations of the Corporation, be entitled to retain such status from year to year thereafter.

10. INTERMEDIATE MEMBERS

A person shall be eligible as an Intermediate Member providing that they are of an age between that of majority and 30 years, inclusive, and are either:

- (a) A boat owner; or
- (b) A bona fide crew member.

Should an Intermediate Member apply to become a Senior or an Associate Member of the Club, he/she shall be given a Fifteen (15) percent credit toward the initiation fee for each year of Intermediate membership.

Once admitted as a Intermediate Member, a person shall, subject to the other provisions of the by-laws and regulations of the Corporation, be entitled to retain such status from year to year thereafter.

An Intermediate Member's immediate family as defined as a spouse/partner and children up to the age of majority will have the rights of an Associate Member ex-voting.

11. JUNIOR MEMBERS

A person shall be eligible as a Junior Member, on a year by year basis, providing that they are:

- (a) Between the ages of 11 years and the age of majority inclusive; and
- (b) Either is a trainee in a Junior Sailing program sponsored by the Club or a bona fide crew member aboard the boat of a Senior Member of the Club. Eligibility in this category shall be determined by the Sailing Committee in the case of a crew member of a sailing craft, and by the Power Committee in the case of a crew member of a power boat.

A person shall cease to be a Junior Member upon the first date to occur of:

1. The 31st day of December of the year of admission; or
2. The date, prior to June 30 in the said year, on which such person ceases to meet either of the eligibility requirements hereinbefore referred to.

12. CREWING MEMBERS

A person shall be eligible as a Crewing Member providing that they have reached the age of majority and that he/she:

- (a) Does not qualify as a Senior Member under the provisions of Section 6; or
- (b) Being a boat owner does not operate or moor his / her craft in Oakville or Bronte Harbour

13. HONORARY MEMBERS

Any person who, in the opinion of the Board of Directors, has rendered significant service to the Club, or who is otherwise deserving of honour, may be appointed an Honorary Member of the Club by the Affirmative vote of at least 80% of the Directors present at a meeting of the Board, and without further formality, for a term which shall expire automatically on the 31st day of December of the year of appointment.

14. MEMBERS RETURNING

A Senior Member, Life Member, Associate Member, Intermediate Member in good standing who leaves the Province of Ontario for a minimum of six months (or such shorter time as the Board may consider advisable in individual circumstances) may have, on application to the Board,

payment of the minimum house account waived and their work party requirements reduced. If, in the case of a Senior or Associate Member, his/her Membership has lapsed in that time, he/she may resume the same class of membership upon return without payment of an initiation fee, provided that the member has maintained an Out of Town Membership and pays any special assessments made against members of his/her class during the absence.

15. LIMITATION OF MEMBERSHIP

The Board of Directors may at any time and from time to time, by the vote of at least 80% of the Directors, present at a meeting, determine the maximum number of Members in any class or classes of membership.

16. APPLICATION FOR MEMBERSHIP

An application for membership in each class shall be:

- (a) In such a form as the Directors may from time to time specify and
- (b) Proposed by one Senior Member and seconded by another Senior Member, both of whom shall be in good standing and
- (c) Accompanied by the required Initiation and/or Membership fee and
- (d) Addressed to the Membership Director of the Corporation, who, without delay, shall cause the same to be posted on a notice board for a period of at least fourteen consecutive days prior to its submission to the Directors

17. ADMISSION BY THE BOARD

All current and outstanding applications shall be considered by the Directors at duly constituted meetings of the Board. The acceptance of applications shall require the affirmative vote of at least 80% of the Directors present at such meeting. If an application is rejected, the proposer and seconder will be informed of the reasons, and they may then submit the application for approval by the Senior Members at any validly constituted general meeting of the Members. At such a meeting, the approval of an application shall require the affirmative vote of 80% of the Senior Members present.

18. CONSIDERATION BY MEMBERS

At any time prior to its acceptance by the Board, any Senior Member may, by written request addressed to the Secretary of the Corporation, and received by the latter prior to such acceptance, demand that an application for membership be submitted to the vote of the Senior Members. Upon receipt of such a request, the Secretary shall forthwith notify in writing the proposer and seconder of this fact, and the latter shall then have the right to withdraw the application within seven days of such notice. In default of such a withdrawal, the Board of Directors shall at an opportune time call a general meeting of the Senior Members to consider the application.

At such meeting, the approval of the application shall require the affirmative vote of not less than 80% of the Senior Members present.

If such an application is withdrawn prior to the taking of the said vote, the applicant shall again become eligible for membership after the expiry of three months from the date of such withdrawal. If the application is rejected at the meeting of the Senior Members, the applicant shall again become eligible for membership after the expiry of one year from the date of such rejection.

19. MEMBERSHIP NOT TRANSFERABLE

Membership in the Club shall not be assignable or transferable.

FEES, DUES, ASSESSMENTS AND OTHER ACCOUNTS

20. DETERMINATION OF FEES, DUES, ASSESSMENTS, ETC.

The Initiation, Annual and other Fees, Dues and Assessments payable by members shall be in such amounts as are determined by the Board of Directors from time to time.

The Board shall also from time to time establish the prices and rates to be charged for purchases from the Club bar and restaurant and of other items sold by the Club, for admission to special Club events and for the use and enjoyment of other Club facilities and privileges in respect of which the Directors deem it necessary or expedient to impose a charge.

21. PAYMENT

The annual membership renewal fees for Members shall be due on January 1st of each year and payable no later than February 28th of each year. A member considering resigning his membership in the Corporation, and has not done so prior to January 1st, of any year, in accordance with Section 30 hereof, shall be deemed to have renewed his membership and shall be liable to all annual membership renewal fees for the ensuing year, whether or not he/she tenders his/her resignation after January 1st.

Other Fees, Dues, Assessments and other Accounts shall be payable at such times as the Board of Directors may determine.

22. APPLICATION OF PAYMENTS

In the event that a Member shall make only a part payment towards his/her indebtedness to the Club at any time outstanding, unless otherwise specified by the Member, the same shall be applied in the first Instance towards the payment of his/her annual Membership Fees if any then owing, and thereafter to the discharge of the oldest outstanding of his/her other arrears.

23. FORFEITURE AND CONTINUING LIABILITY

Upon ceasing to be a Member of the Club, whether by reason of resignation or otherwise, or upon being suspended from Membership, a person shall have no claim for the refund of any part of any Fees, Dues or Assessments previously paid and, further, shall remain indebted to the Corporation in respect of any moneys due prior to the effective date upon which such a person ceases to be a Member, or of his/her suspension.

During the period of his/her suspension, a suspended Member shall remain liable for the payment to the Club of any and all Fees, Dues, Assessments and other moneys which become due during the said period.

A Member who has been delinquent in the payment of accounts may, at the discretion of the Board, have a limit placed on the amount that can be charged to the house account. In any event no Member shall be allowed to charge his/her House Account for an amount in excess of \$750 excluding Membership Fees, Dues, assessments and boat storage charges unless special arrangement has been made with the Board of Directors prior to the Member charging in excess of \$750.00.

24. PAYMENT OF FEES AND DEBTS ON REINSTATEMENT

Any person who ceases to be a Member for any cause whatsoever, shall be entitled to re-apply for Membership by following the application procedure applicable to new Members, including the payment of the Initiation Fee and Other Fees as required, provided that, at the time of such application the applicant has also fully paid any arrears previously owed to the Club.

25. MEMBER'S RESPONSIBILITY FOR SPOUSE OR SIGNIFICANT OTHER, DEPENDENT CHILDREN & GUESTS

A Member shall be responsible for, and shall make good, any indebtedness incurred by the Member's spouse or significant other, dependent children and guests, and by the guests of such spouse or significant other and dependent children, unless the Club has previously been advised in writing by the Member that credit privileges are not to be extended to the said persons.

MEMBERS RIGHTS & PRIVILEGES

26. VOTING RIGHTS

The only Members of the Corporation who shall be entitled to receive notice of the Meetings of the Corporation, whether Annual General Meetings, Special General Meetings, or other General Meetings, and to attend the same and vote thereat shall be Senior Members and Life Members. SAVE AND EXCEPT that Associate Members shall be entitled to receive notice of the Meetings duly called for the purpose of electing The Social Director, and the House Director and the Publicity Director. PROVIDED HOWEVER that Associate Members may not vote on any matter at any meeting except for a vote called for the election of the Social Director and the House Director and the membership & Publicity Director.

The Senior Member, Life Member or his/her spouse or significant other, is entitled to exercise the Senior or Life Member's vote on any matter, but there shall be only one vote per family.

The Associate Member or his/her spouse or significant other, is entitled to exercise the Associate Member's vote on the election of The Social Director and/or the House Director and/or the Publicity Director, but there shall be only one vote per family.

A Senior or Life Member may assign his/her vote by proxy to another Senior or Life Member, but at any meeting, no person may exercise more than one proxy vote.

An Associate Member may assign his/her vote on the election of The Social Director and/or the House Director and/or the Publicity Director to another Senior, Life or Associate Member, but at any meeting, no person may exercise more than one proxy vote

Without prejudice to the enforcement of any other restrictions provided for in this by-law, no Member shall be entitled to notice for any meeting or to attend any meeting of the Members or to assign his/her vote to another member if, at the time of such notice of meeting or meeting, as the case may be, he/she is in arrears in the payment of any Fees, Dues, Assessments or other moneys due by him/her to the Corporation.

27. CLUB PRIVILEGES

Members of all classes of Membership shall be entitled to enjoy all the privileges and facilities of the Club, with the following limitations:

- (a) Junior Members of the Club shall be entitled to attend the Social Functions of the Club by invitation only and that any Member not yet of Legal Drinking Age does not have the privilege of charging alcoholic beverages to his/her house account.
- (b) Crewing Members are welcome to enjoy the privileges and facilities of the Club during racing functions and special events by invitation.
- (c) Members, Spouses, or significant others, dependent children and guests shall be subject to such restrictions as may be imposed by the Ontario Liquor Control Act as amended from time to time or by its successor legislation as the case may be.

28. GUESTS

Members of all classes of Membership except Junior Members shall be entitled to sponsor guests.

Unless otherwise advised by a Member, the spouse, or significant other, and the dependent children who are of the age of majority and over of any Member, shall, in the absence of the Member, also be entitled to sponsor guests.

Any person entitled to sponsor guests shall be responsible for the conduct of such guests, and shall act as their escort during the entire duration of their visit to the Club. All sponsored guests shall be registered in the Guest Register by the Sponsor.

A member who has been suspended or posted may not be sponsored as a guest.

The Board of Directors may determine from time to time the frequency on which any one guest may be sponsored in the course of the calendar year.

29. MEMBERS OF OTHER YACHT CLUBS

Any Member In good standing of another reciprocating Yacht Club, on presenting satisfactory identification, may be admitted as a privileged guest of the Club. Any person so admitted, if the owner of a yacht, may be entitled to take part with his/her yacht in any Club race or Club sponsored race or regatta, except that he/she will not be eligible to compete for Club race trophies and flags.

RESIGNATIONS & DISCIPLINARY MEASURES

30. RESIGNATIONS

Any Member may at any time by resignation in writing addressed to the Membership Director, resign as a member of the Club. The effective date of such resignation shall be that specified in the letter, or the date on which it is delivered, whichever is the later. A Member may resign verbally, with immediate effect, at any duly constituted meeting of the Members.

31. SUSPENSION FOR NON-PAYMENT OF MONIES DUE

In case any Member makes default for thirty (30) days in the payment of Fees (other than annual membership Fees, due January 1, payable no later than March 31, in each year), Dues, Assessments or other moneys due by him/her to the Club, the Directors may cause his/her name to be posted on the bulletin board of the Club with a notice to the effect that the said posting is pursuant to the provisions of this by-law, and upon such posting the Member so in arrears shall automatically be suspended from membership in the Club until his/her indebtedness to the Club is paid in full. Thirty (30) days shall mean 30 calendar days from the date of mailing of the Invoice to the Member.

32. SUSPENSION FOR MISCONDUCT

The Board of Directors may, by the affirmative vote of at least 80% of the Directors present at a special meeting of the Board duly called for the purpose, suspend from membership in the Club for a period not in excess of three months any Member who is found guilty of willful and persistent breach of the by-laws, rules and/or regulations of the Corporation or is found guilty of conduct, in the club or any other place, which, in the opinion of the Board, is otherwise injurious to the character, reputation or interests of the Club.

One week's notice of such meeting shall be mailed to the Member in question at his/her last known address, and the said Member shall be entitled to attend such meeting for the purpose of defending his/her case.

A suspension under the provisions of this Section shall take effect immediately upon the decision of the Board and the Member shall without delay be notified thereof in writing. Notice of such suspension shall also be posted on the Club's bulletin board. The decision of the Board shall be final and without appeal.

33. EFFECT OF SUSPENSION

Upon being suspended from membership, and during the entire period of suspension, a Member shall cease to be regarded as a Member in good standing of the Club and shall not be entitled to exercise his voting and other rights, if any, or to enjoy the privileges and facilities of the Club, or to attend any meetings of the Members and/or of the Directors, as the case may be, or to receive notice of such meetings.

34. EJECTION FROM THE PREMISES

The Officer of the Day, if any, or the senior Executive Officer present shall have the power to

eject immediately from the premises or the grounds of the Club, any Member, or the spouse, or significant other, or dependent children of a Member, or any guest, for disorderly conduct or other willfully and persistent breach of the by-laws, rules or regulations of the Club.

35. EXPULSION FOR NON-PAYMENT OF ANNUAL FEES

Any Member who fails to pay his/her Annual Membership Renewal Fees by February 28th or within seven days of the mailing to him/her of a reminder of such arrears, whichever is the later date, shall be automatically expelled from the Membership and thereupon cease to be a member of the Club.

The affidavit of the Treasurer or the Secretary of the Club shall serve as conclusive evidence of the mailing of such reminder.

36. EXPULSION FOR MISCONDUCT

Any Member who, having been suspended from Membership under the provisions of Section 32 of this by-law and subsequently reinstated to membership, persists in refusing to conform to the by-laws, rules and/or regulations of the Corporation or continues acting in a manner prejudicial to the character, reputation and interests of the Club, whether in the Club or in any other place, shall be subject to expulsion from Membership.

Such expulsion shall require the affirmative vote of 80% of the Senior Members present at a General Meeting of Senior Members duly called for the purpose by the Board of Directors or by the Senior Members themselves in accordance with the provisions of Section 40 and/or Section 41 of this by-law.

MEETINGS OF MEMBERS

37. ANNUAL MEETINGS

The Annual Meeting of the Senior Members, Life Members and Associate Members (subject to the voting rights in paragraph 27 and paragraph 45, and the notice provisions, in paragraph 41) shall be held at such place and at such time during the month of November in each calendar year as the Board of Directors may determine, for the purposes of : -

- (a) Receiving the report of the Executive Officers;
- (b) Receiving the Financial Statement of the Corporation and the auditor's report thereon.
- (c) Appointing the auditors;
- (d) Election of officers/directors
- (e) Transacting such other business as may properly be brought before the meeting.

38. SPECIAL GENERAL MEETINGS

A Special General Meeting of the Senior Members, Life Members and Associate Members shall be held at such place and at such time during the first four months of each calendar year as the Board of Directors may determine, for the purposes of:

- (a) Receiving the Executive Officers reports on projects and planned activities for the ensuing year,
- (b) Appointing a nominating committee,
- (c) Transacting such other or further business as may properly be brought before the meeting.

39. OTHER GENERAL MEETINGS CALLED BY THE BOARD OR OFFICERS

General Meetings of the Senior Members and Life Members may be called at any time:

- (a) By resolution of the Board of Directors: or
- (b) By order of the Commodore, or Vice Commodore and any of two other Directors

for the transaction of any business, the general nature of such shall be specified in the Notice calling the meeting.

No business other than that specified in the Notice of Meeting shall be transacted at such meeting.

40. GENERAL MEETINGS AT THE REQUEST OF MEMBERS

The Directors shall, upon requisition signed by not less than one tenth of the Senior Members and Life Members in good standing, call a General Meeting of the Senior Members and Life Members.

Such requisition shall state the general nature of the business to be transacted at the meeting, and shall be deposited into the hands of any Director of the Corporation.

If such meeting is not called and held within twenty-one days of the deposit of the requisition, any of the requisitionists may themselves call such meeting which shall be held within sixty days of the deposit on the requisition.

41. NOTICE OF MEETINGS

Notice of meetings regarding the election of the Social Director or the House Director or the Publicity Director, shall be mailed by prepaid post to all Senior Members, Life Members and Associate Members in good standing at their last known address, as registered in the books of the Corporation, at least Ten (10) days prior to the date of the meeting. Such notice shall include and specify the place, day, hour and general purpose of such meeting so called.

Notice of meetings regarding any matter other than for the election of the Social Director or the House Director or the Publicity Director shall be mailed by prepaid post to all Senior and Life Members in good standing at their last known address, as registered in the books of the

Corporation, at least Ten (10) days prior to the date of the meeting. Such notice shall include and specify the place, day, hour and general purpose of such meeting so called.

Members will receive notices of meetings by email to the last known email address on file unless the Member has expressed in writing to receive notices by regular mail..

The accidental omission to send any Notice to any Member otherwise entitled to receive such a Notice, or the non receipt of any such Notice or any error in any Notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such Notice.

42. QUORUM

- (a) Thirty of the total of the Senior Members, Life Members and Associate Members in good standing shall constitute a quorum at any meeting of the Members called for the election of the Social Director and/or the House Director or the Publicity Director only.
- (b) Thirty of the total of Senior Members and Life Members in good standing shall constitute a quorum at any meeting of the Members called for any other reason than as hereinbefore set out in paragraph 42 (a) above.

43. CHAIRMAN

All meetings of members shall be presided over by the Commodore or, in his/her absence, by the Vice Commodore. In the absence of both the Commodore and the Vice Commodore, the Senior and Life Members present shall choose one of their number to be Chairman of the meeting.

44. SCRUTINEERS

At each meeting of the members, a scrutineer or scrutineers shall be appointed by the Chairman to serve at the meeting.

It shall be the function of each scrutineer or scrutineers to admit and register the Senior Members, Life Members and Associate Members, as the case may be, in good standing, who are not in arrears prior to the commencement of meetings, to distribute ballots if, as and when required, to tabulate the votes cast on a show of hands or by ballot and to perform such other duties as may be required by the Chairman of the Meeting.

45. VOTING

- (a) Associate Members may vote for the election of the Social Director, the House Director and Publicity Director at a meeting duly called for that purpose. Each Associate Member present at such a meeting will be entitled to cast one vote on the election of said Officers. Associate Members may not vote on any other business or matter.
- (b) Except as provided in paragraph 45(a), Senior Members and Life Members in good standing shall be the only voting Members of the Corporation and each such Member present at any meeting of the Members shall be entitled to cast one vote on any motion submitted to the meeting: subject to article 26.

- (c) At all meetings of Members every question shall, unless otherwise required by the Law or by the by-laws of the Corporation, be decided by a majority of the legitimate votes cast on the question. In the case of a deadlock, the question shall fail and the Chairman shall not have a second or casting vote.
- (d) At any meeting of the Members, unless a poll is demanded, a declaration by the chairman that a resolution has been carried or defeated shall be conclusive of the fact without proof of the number or proportion of votes recorded in favour of, or against the motion.
- (e) If a poll is demanded, the chairman shall determine the procedure to be followed. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

46. ADJOURNMENTS

The chairman may, with the consent of any meeting, adjourn it from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless fresh notice is given to all Members so entitled to receive notice specifying the new business.

DIRECTORS

47. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of not less than nine (9) and not more than thirteen (13) Directors. A maximum of Three (3) Associate Members can sit on the Board of Directors at any given time. The Board of Directors shall have full power and authority to administer the business and affairs of the Corporation and to exercise all such powers, and to do all such acts and things which by the by-laws or by the Law are expressly directed, allowed or required to be exercised or done by the Corporation.

Notwithstanding vacancies, the continuing Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

48. QUALIFICATION OF DIRECTORS

No person shall be qualified to act as a Director unless he/she, at the time of his/her election or upon becoming a Director "ex officio" and throughout his/her term of office, is a Senior Member, Life Member or for not more than Three (3) Board Positions, an Associate Member, in good standing of the Club.

49. "EX OFFICIO" DIRECTORS

The immediate Past Commodore and the Executive Officers set out in paragraph 66 of this by-law when elected and as many as are elected in compliance with this by-law, shall become "ex officio" Directors of the Corporation.

50. ELECTION OF DIRECTORS

In the event:

- (a) That the immediate past Commodore be permanently unable to serve as a Director or no longer qualify as a Member in good standing: and/or
- (b) That less than sufficient numbers of the Eleven (11) Executive Officers mentioned in paragraph 66 of this by-law be nominated for election or elected, to make up the minimum number of Directors required in paragraph 48 above;

The Senior Members and the Life Members shall then designate such number of Directors as may be required to constitute a full Board of Directors. The election of such Directors shall take place by ballot at the Annual Meeting of the Members.

51. TERM OF OFFICE

Directors, whether "ex officio" or elected, shall hold office for two years or until the election of their successors.

Retiring Directors shall be eligible for re-election, if qualified.

52. VACANCIES

Vacancies in the Board of Directors may be filled for the remainder of its term of office, either by the Senior and Life Members (or where the vacancy is the House Director or the Social Director or the Publicity Director the vacancy may be filled by an Associate Member) at a General Meeting of the Senior Members and Life Members called for the purpose, or, if occurring from any cause except removal from office by the Senior Members and Life Members, by the remaining Directors, if constituting a quorum; otherwise such vacancies shall be filled at the next Annual Meeting of the Members at which the Executive Officers and/or Directors for the ensuing year are elected.

If the number of Directors is increased, a vacancy or vacancies in the Board to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

53. VACATION FROM OFFICE

The office of a Director of the Corporation shall be vacated and the person holding such office shall cease to be a Director:

- (a) If he/she becomes bankrupt or is declared insolvent.
- (b) If he/she is found to be mentally incompetent or becomes of unsound mind;
- (c) If he/she is convicted of any criminal offense;
- (d) If he/she ceases to occupy the office of an Executive Officer whereby he/she becomes an "ex officio" Director of the Corporation; or
- (e) If, by notice in writing to the Secretary, he/she resigns his/her office as a Director.

54. REMOVAL FROM OFFICE

Any Director may at any time be removed from office, with or without cause, by resolution passed at a General Meeting of the Senior Members and Life Members called for the purpose, by the vote of at least two-thirds of those members present at such a meeting

In case a Director shall be removed from office as authorized by this paragraph, a Director to fill the vacancy so caused may be elected at such meeting, and the person so elected shall hold office as a Director for the remainder of the term of office of the Director so removed.

55. REMUNERATION

The Directors of the Corporation shall serve without remuneration and no Director shall profit from his/her position as such; provided that a Director shall be paid reasonable expenses incurred by the performance of his/her duties.

56. DECLARATION OF INTEREST

It shall be the duty, however, of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement with the Corporation to declare such interest to the Board, and arrangement or proposed contract or arrangement.

MEETINGS OF THE BOARD OF DIRECTORS

57. CALLING OF MEETINGS

Meetings of the Board of Directors shall be held from time to time at such place, on such day and at such time as the Commodore or, in his/her absence, the Vice Commodore, or in the absence of both of these Officers, any two of the other Directors may determine, and the Secretary shall call such meeting when directed or authorized by the said Officers or by the said Directors.

58. REGULAR MEETINGS

The Directors may from time to time by resolution determine to hold regular meetings of the Board and shall by such resolution fix the place, dates and times of such regular meetings. So long as any such resolution is in effect, no prior notice of such regular meetings shall be required.

59. NOTICE OF MEETINGS

Notice of all Director's meetings, other than regular meetings of the Board, shall be emailed to each Director not less than three days before the date on which the meeting is to be held, at the Director's last known email address, as recorded in the books of the Corporation. Save that no notice of a meeting shall be necessary if all the Directors are present, or if those absent waive notice or otherwise signify their consent to the holding of such meeting, whether before or after such meeting.

The accidental omission to send a notice to a Director or the non-receipt by a Director or any error not affecting the substance thereof shall not invalidate any action taken at any meeting of the Board held pursuant to such notice or otherwise founded thereon.

60. QUORUM

Seven (7) Directors duly present shall constitute a quorum at all meetings of the Board.

61. CHAIRMAN OF BOARD MEETINGS

The Commodore shall preside at meetings of the Board and, in his/her absence the Vice Commodore shall take the chair. In the absence of these two Officers, the Directors present shall appoint a chairman of the meeting from among those present.

62. VOTING

Unless the by-laws or the Law otherwise require, questions arising at any meeting of the Directors shall be decided by a majority of votes, each Director being entitled to cast one vote on any such question. In the case of a deadlock, the question shall fail and the chairman shall not have a second or casting vote.

63. ADOPTION OF RESOLUTIONS WITHOUT MEETINGS

Any by-law, resolution or decision signed by all the Directors at any time in Office shall be valid and as effectual as if the same had been adopted, passed or taken at a meeting of the Board duly called, constituted and held.

64. VALIDITY OF ACTS OF DIRECTOR OR BOARD OF DIRECTORS

No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffectual by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or in the qualification, election or appointment of such Director or Directors.

EXECUTIVE OFFICERS

65. OFFICERS

The Executive Officers of the Club shall include: -

- (a) The Commodore,
- (b) The Vice Commodore,
- (c) The Rear Commodore of Sailing,
- (d) The Rear Commodore of Power,
- (e) The Rear Commodore of Training,

Who shall also be known as the Flag Officers; and

- (f) The Secretary,
- (g) The Treasurer,
- (h) The Membership
- (i) The Publicity Director,
- (j) The Social Director,
- (k) The House Director.

66. QUALIFICATIONS OF EXECUTIVE OFFICERS

No person shall be qualified to act as an Executive Officer unless he/she is, at the time of his/her election, a Senior Member, Life Member or Associate Member, in good standing with the Club, and must have been a member for at least 18 months prior to election. PROVIDED, HOWEVER that Associate Members shall only be able to hold the offices of The Social Director, The House Director and/or The Publicity Director.

In addition, each Flag Officer must, at the time of his election, be a senior member and a boat owner, and the Secretary and Treasurer Directors must be Senior Members.

The Commodore must have been a Member for at least three years prior to election, and must have served on the board for at least one year..

In the case of a Member and his/her spouse, or significant other, being both eligible for election as an officer, only one may hold office in any one year.

67. ELECTION AND TERM OF OFFICE

The Executive and Flag officers of the Club shall be elected in alternating years by ballot at the Annual General Meeting duly called for the purpose, and shall take office on the first day of January immediately following their election. They shall serve for two years unless their office is vacated as referenced in Section 53 or Section 54.

The terms of the Offices will be staggered as follows;

The "A" group: (odd years)

- The Commodore,
- The Rear Commodore of Sailing,
- The Rear Commodore of Training,
- The Treasurer,
- The Social Director,

The "B" group: (even years)

- The Vice Commodore,
- The Rear Commodore of Power,
- The Secretary,
- The Membership
- Publicity Director,

The House Director.

Retiring Officers shall be eligible for re-election if qualified as defined in Section 67.

68. NOMINATING COMMITTEE

For the purpose of dealing with the nomination of candidates for the election of the Executive Officers mentioned in paragraph 66 hereinbefore set out, a Nominating Committee consisting of, as a minimum, the Past Commodore as Chair, one (1) Associate Member and three (3) Senior Members will be created from volunteers at the Spring General Meeting. Any Member in good standing may volunteer for this committee.

The duties of such Committee shall be to actively seek out suitable and qualified candidates for election as executive Officers and to ensure that there are a sufficient number of such candidates nominated for the various offices enumerated in the said paragraph 66.

With a view to obtaining as wide a slate of candidates as possible, the Nominating Committee, in addition to its own personal and direct endeavors in this regard, shall, on or before September 30th send to each Senior Member, Life Member and Associate Member in good standing a request in such form as the Board may prescribe, for nominations of candidates for the election of Executive Officers. These nominations by the Senior, Life and Associate Members shall be mailed back to the Nominating Committee, at the head office of the Corporation, postmarked no later than October 30th. Associate Members shall only be entitled to nominate candidates for the position of the Social Director, the House Director and the Publicity Director.

Nominations of candidates, whether obtained directly by the Nominating Committee or received from Senior, Life and/or Associate Members pursuant to the request referred to in the immediately preceding paragraph, must be signed by a proposer and a seconder and accepted in writing by the proposed candidate.

The Nominating Committee shall draw up a list of all nominees and cause the same to be mailed to all Senior, Life and Associate Members with the notice calling the Annual Meetings.

Nothing in this Section shall be deemed to prohibit nominations from the floor at the time of the annual meeting.

69. VACATION OF OFFICE, REMOVAL FROM OFFICE, REMUNERATION, INTEREST IN CONTRACTS AND DECLARATION OF INTEREST

The following Sections of this by-law relating to the Directors of the Corporation namely:

Section 53 (a), (b), (c) and (e) "Vacation of Office";

Section 54 "Removal from Office":

Section 55 "Remuneration":

Section 56 "Interest in Contracts": and,

shall apply "mutatis mutandis" to the Executive Officers of the Corporation.

POWERS AND DUTIES OF EXECUTIVE OFFICERS

70. COMMODORE

The Commodore, as the Chief Executive Officer of the Corporation and Commander of the Club fleet, shall have general charge of the business and affairs of the Corporation and shall have such powers and duties as are incident to his/her office or as may be assigned to him/her from time to time by the Board of Directors. Subject to the final authority of the Board, all Executive Officers of the Corporation shall report to the Commodore.

The Commodore shall sign all contracts, documents and instruments requiring his signature.

The Commodore shall be "ex officio" President of the Corporation.

71. VICE COMMODORE

The Vice Commodore shall perform the duties and exercise the powers of the Commodore in the absence or inability to act of the latter.

The Vice Commodore shall also have such further powers and duties as may be assigned to him/her by the Commodore or by the Board of Directors.

The Vice Commodore shall be "ex officio" Vice President of the Corporation.

72. REAR COMMODORE OF SAILING

The Rear Commodore of Sailing shall have charge of the Sailing Division of the Club and shall be "ex officio" chairman of the Sailing Committee.

He/she shall maintain sailing records and have custody of all trophies and of all other property of the Corporation pertaining to the sailing activities of the Club. He/she shall present a report of the Sailing Committee and of his/her activities and actions to the Board of Directors and to the annual meeting and to the Special General Meeting of the Members.

He/she shall enforce the observance of the sailing regulations generally and shall have such further powers and duties as may be assigned to him/her by the Commodore or by the Board of Directors.

73. REAR COMMODORE OF POWER

The Rear Commodore of Power shall have charge of the Power Division of the Club and shall be "ex officio" chairman of the Power Committee.

He/she shall maintain power boating records and have custody of all trophies and of all other property of the Corporation pertaining to the power boating activities of the Club. He/she shall

present a report of the Boating Committee and of his/her activities and actions to the Board of Directors and to the Annual Meeting and to the Special Meeting of the Senior Members and Life Members.

He/she shall enforce the observance of the power boating regulations generally and shall have such further powers and duties as may be assigned to him/her by the Commodore or by the Board of Directors.

74. REAR COMMODORE OF TRAINING

The Rear Commodore of Training shall have charge of the Junior Training and Adult Training Divisions of the Club and shall be "ex officio" chairman of the Training Committee.

He/she shall maintain records of the activities of the Training Divisions and have custody of all trophies and of all other property of the Corporation pertaining to the activities of the Training Divisions of the Club. He/she shall present a report of the Training Committee and of his/her activities and actions to the Board of Directors and to the Annual Meeting and to the Special Meeting of the Senior Members and Life Members.

He/she shall enforce the observance of the regulations relating to training activities generally and shall have such further powers and duties as may be assigned to him/her by the Commodore or by the Board of Directors.

75. SECRETARY

The Secretary shall have the following duties:

- (a) When present, act as secretary of all meetings of the Directors and of the Members;
- (b) Enter or cause to be entered in books kept for the purpose minutes of all proceedings at such meetings;
- (c) Give or cause to be given all notices required to be given to the Directors and Members in accordance with the provisions of the By-laws of the Corporation or as required by law;
- (d) Maintain custody of the Corporate Seal of the Corporation and of all official books, records, papers, documents and other instruments belonging to the Corporation, except when some other Officer or agent of the Corporation has been appointed for the purpose;
- (e) In conjunction with the Membership and Publicity Director, maintain custody of all accepted membership applications and of resignations, issue all membership cards under the corporate seal, maintain and publish up-to-date membership lists, and keep such other documents as may be required under the provisions of Section 330 of the Corporations Act, as amended;
- (f) File with the government authorities all required reports and returns except when some other Officer or agent of the Corporation has been appointed for the purpose;
- (g) Affix the Corporate Seal to such documents and instruments that require same;

- (h) Perform such other duties as may from time to time be assigned to him/her by the Commodore or by the Board of Directors, or as are incident to his/her office.

76. TREASURER

The Treasurer shall have the following duties:

- (a) Keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation;
- (b) Bill and receive all fees, dues, assessments and other accounts and monies owing and paid to the Corporation, maintain care and custody of all funds, securities, evidence of indebtedness and other valuable documents of the Corporation and deposit the same in the name and to the credit of the Corporation in such bank or banks or other depository as may be designated by the Board of Directors;
- (c) Control the purchasing functions of the Corporation, and audit and discharge all liabilities of the Corporation in accordance with applicable or contracted terms of payment;
- (d) Control all assets and inventories of the Corporation;
- (e) Maintain an up-to-date credit roll of all members of the Club and regularly inform the Board of Directors of the identity and extent of debt of any Member in arrears with respect to any monies due by him/her to the Corporation;
- (f) Render to the Board of Directors at the meetings thereof, to the Commodore whenever required by the latter and to the Annual Meeting and the Special Meeting of the Senior and Life Members, an accounting of his transactions as Treasurer and of the financial positions of the Corporation;
- (g) Keep such records and registers as may be required by Law or by the Board of Directors;
- (h) Give, at the expense of the Corporation, such bond for the faithful performance of his duties as the Board of Directors may require. Provided, however, that no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss for the failure of the Corporation to receive any indemnity thereby provided;
- (i) Perform such other duties as may from time to time be assigned to him/her by the Commodore or by the Board of Directors, or as are incident to his/her office.

77. MEMBERSHIP DIRECTOR

It shall be the function of the Membership Director to promote membership, an initiation program for new members and membership activities generally, and he/she shall have general charge of the Club's Membership process, Work party policy & program, and understanding Member's needs; and he/she shall be "ex officio" chairman of the Membership Committee.

He/she shall present a report of the Membership Committee and of his/her activities and actions to the Board of Directors and to the Annual Meeting of the Members and the Special Meeting of the Senior and Life Members, and shall have such further and other powers and duties as may be assigned to him/her from time to time by the Commodore or the Board of Directors.

78. PUBLICITY DIRECTOR

It shall be the function of the Publicity Director to promote BHYC activities to Membership, and the public in the best interest of the Club, and he/she shall have general charge of communicating a consistent message for the Club's activities and functions; and he/she shall be "ex officio" chairman of the Publicity Committee

He/she shall present a report of the Publicity Committee and of his/hers activities and actions to the Board of Directors and to the Annual Meeting of the Members and the Special Meeting of the Senior Members, and shall have such further and other powers and duties as may be assigned to him/her from time to time by the Commodore or the Board of Directors

79. SOCIAL DIRECTOR

The Social Director shall have the general charge and administration of the entertainment and social activities of the Club and such other powers and duties as may be assigned to him/her from time to time by the Commodore or the Board of Directors.

He/she shall present a report of the Social Committee and of his/her activities and actions to the Board of Directors and to the Annual Meeting of the Members and to the Special Meeting of the Senior and Life Members.

80. HOUSE DIRECTOR

The House Director shall have the general supervision of the Clubhouse premises and the Clubhouse operations and shall be "ex officio" chairman of the House Committee.

He/she shall present a report of the House Committee and of his/her activities and actions to the Board of Directors and to the Annual Meeting of the Members and to the Special Meeting of the Senior and Life Members.

OTHER OFFICERS AND EMPLOYEES

81. APPOINTMENT OF OTHER OFFICERS

The Board of Directors may, annually or from time to time as required, appoint and remove an Assistant Secretary and/or an Assistant Treasurer and/or such other Officers, to hold office for such period of time and with such powers and duties, whether general or specific, as it shall determine.

Such Officers shall be appointed only from among Members in good standing of the Corporation, and shall serve without remuneration but subject to reimbursement for all expenses justifiably incurred in the course of the Corporation's business.

82. EMPLOYEES

The Board of Directors may from time to time employ and hire as employees of the Corporation persons other than Members of the Club under such terms and conditions, with such duties and powers and for such remuneration as it shall determine.

All such employees, in the absence of a contractual agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

Notwithstanding the foregoing, no Member shall be disqualified from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Member or in which any Member is in any way interested be liable to be voided nor shall any Member so contracting or so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement.

83. VARIATION OF DUTIES OF OFFICERS AND EMPLOYEES

From time to time the Board of Directors may vary, add to, or limit the powers and duties of any Officer or Officers, whether elected or appointed, and of employees.

PROTECTION OF DIRECTORS OFFICERS AND OTHERS

84. LIMITATION OF LIABILITY

No Director of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss or damage caused by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her own willful neglect or default, provided that nothing herein shall relieve any Director or Officer of any liability imposed upon him/her by Law.

85. INDEMNITY

Subject to the limitations imposed by the Law, every Director and every Officer of the Corporation and every other person who has undertaken or is about to undertake any liability on behalf of the Corporation shall, from time to time, be indemnified and saved harmless by the Corporation from and against:

- (a) Any liability and any costs, charges and expenses that he/her sustains or incurs in respect of any action, suit or proceeding that is proposed or commence against him/her in respect of the execution of the duties of his/her office; and

- (b) All other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation; except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

COMMITTEES

86. STANDING COMMITTEES

- (a) The following committees which shall be known as Standing Committees, shall be constituted yearly to assist the Directors and Officers in carrying on the affairs of the Corporation and shall perform the following duties, namely:
 - (b) The Sailing Committee, the chairman of which shall 'ex officio' be the Rear Commodore of Sailing, shall, under the control and supervision of the latter, plan, organize and conduct all Club races and regattas, and promote the sailing activities and interests of the Club.
 - (c) The Power Committee, the chairman of which shall 'ex officio' be the Rear Commodore of Power shall under the control and supervision of the latter, plan organize and conduct all the activities of the Power Division of the Club, promote the power boating activities of the Club, and co-ordinate the Officer of the day program.
 - (d) The Training Committee, the chairman of which shall 'ex officio' be the Rear Commodore of Training, shall, under the control and supervision of the latter, plan, organize and conduct all the activities of the Junior and Adult Training Divisions of the Club, and promote the training activities of the Club.
 - (e) The Docks and Grounds Committee, the Chairman of which shall 'ex officio' be the Vice Commodore shall, under the control and supervision of the latter, maintain the docks, grounds and exterior of the Clubhouse.
 - (f) The Publicity Committee, the chairman of which shall 'ex officio' be the Publicity Director, shall, under the control and supervision of the latter, generally act as publicity agent for the Club's activities and functions, and otherwise promote the reputation of the Club.

The Membership Committee, the chairman of which shall 'ex officio' be the Membership Director, shall, under the control and supervision of the latter, maintain an initiation program, seek out new members and furnish them with all information regarding the facilities and operation of the Club.

- (g) The Social Committee, the chairman of which shall 'ex officio' be the Social Director, shall, under the control and supervision of the latter, plan, organize and supervise the social activities of the Club. With a view to maintaining a proper observance of the Club rules and regulations, it shall be the duty of the members of this committee to report immediately any flagrant breach of the same to the Officer of the Day, if any, or any other Officer present at the time of such breach. In the absence of any of the latter at such time, the chairman of the Committee shall file a report of such breach with the Commodore at the next earliest opportunity.
- (h) The House Committee, the chairman of which shall 'ex officio' be the House Director of the Club, shall generally supervise the Clubhouse premises and facilities, including maintenance thereof. This committee will prepare a forecast of maintenance likely to be

required within two years, and will report on the same to the Board of Directors twice yearly, by March 1st and September 30th.

- (i) The Long-Range Planning Committee, the Chairman of which shall 'ex officio' be the Past Commodore, shall, under the control and supervision of the latter, provide advice to the Board on the future of the Club. This Committee will be particularly aware of developments in the Town of Oakville and the surrounding region's that will affect the Club. Under the Chairmanship of the Past Commodore, the members will be, as a minimum, four (4) Senior Members, at least two (2) of whom shall have served on the Board of the Club, and one (1) Associate member. The Committee will report to the Board through the Past Commodore, and also to the Members at the Special General Meeting and the Annual General Meeting.

87. OTHER COMMITTEES

The Board of Directors may from time to time constitute such other committees as it deems necessary or useful and prescribe their membership, powers and duties and appoint the chairman thereof.

88. COMPOSITION OF COMMITTEES

Unless the Board of Directors specifically determines the identity and the number of the persons who shall compose any committee, the chairman shall be free to select the members of his/her committee, which, including him/herself, shall be not less than three in number, from among qualified persons of his choice.

89. QUALIFICATION OF COMMITTEE MEMBERSHIP

Unless otherwise authorized by resolution of the Board, the chairman of the committees shall select the members thereof only from among Members in good standing of the Club, or from among the spouses, significant others and dependent children of the age of majority of any such Members.

The Directors, if they deem it useful or expedient. may appoint, or authorize the section of committee members, including (except in the case of 'ex officio' chairmen) the chairman thereof, from among the Honorary Members or the Out-of-Town Members of the Club or from among non-members who are considered able to make a particularly valuable contribution to the work of a committee.

90. TERM OF OFFICE

Upon becoming 'ex officio' chairman of Standing Committees, or, in the case of other committees, upon being appointed by the Board, the chairmen of the various committees shall proceed promptly to the staffing thereof.

Committees shall remain in office until the next board of directors takes office, unless, in the case of committees other than Standing Committees, the Board has prescribed a shorter term of office.

91. QUORUM AND PROCEDURE AT COMMITTEE MEETINGS

Unless otherwise prescribed by the Board, a majority of the members of each committee shall constitute a quorum thereof for the transactions of business.

The Committees shall meet for the transaction of business, adjourn and otherwise regulate their meetings, as they think fit, unless otherwise specified by the Board.

Questions arising at any meeting of a committee shall be decided by a majority of votes, and in the case of a deadlock, the chairman thereof shall have a second or casting vote.

92. AUTHORITY OF THE BOARD OVER COMMITTEES

All projects, decisions, acts, rules and regulations of the committees shall be reported regularly to the Directors at such time or times as the Board or the Commodore shall specify, and the same shall at all times be subject to revision, alteration or rescission by the Board.

The Board of Directors may, as it shall think fit, at any time and from time to time, remove and replace any member of a committee except the "ex officio" chairman thereof.

From time to time the Board may vary, add to or limit the powers and duties of any committee. No group comprising Members of the Club and/or the spouses or significant others or dependent children of said Members shall have any right or authority to constitute and form any committee, sub-committee or other association of, or within the Club by whatever name the same may be called, or to represent or advertise itself as such or to organize any independent or semi-independent Club activities, without the express consent of the Board of Directors.

AUDITORS

93. APPOINTMENT AND REMUNERATION

An auditor of the Corporation shall be appointed each year at the Annual Meeting of the Corporation for the purpose of auditing and verifying the accounts of the Corporation. A copy of the financial statement as prepared by the auditor, together with the latter's report thereon, shall be made available to all Senior and Life Members attending the Annual Meeting.

The auditor shall not be a Director or Officer of the Corporation.

The remuneration of the auditor shall be fixed by the Board of Directors.

94. ATTENDANCE AT MEETINGS

The auditor of the Corporation shall be entitled to attend any meeting of the Members and to receive all notices and other communications relating to any such meeting that any Member is entitled to receive and to be heard at any such meeting that he attends on any part of the business of the meeting which concerns him as auditor.

EXECUTION OF CONTRACTS AND DOCUMENTS

95. SIGNING AUTHORITY

Contracts and documents requiring the signature of the Corporation may be signed by the Commodore or the Vice Commodore together with the Secretary or the Treasurer and all contracts and documents so signed shall be binding upon the Corporation without any further authorization or formality.

The Board of Directors shall have the power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts and documents generally or to sign specific contracts and documents.

The seal of the Corporation may, when required, be affixed to contracts and documents signed as aforesaid.

The term 'contracts and documents' as used herein shall include deeds, mortgages, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, and generally all paper writing.

FINANCIAL

96. FISCAL YEAR

The fiscal year of the Corporation shall terminate on the 30th day of September in each year.

97. BANKING ARRANGEMENTS

The banking business of the Corporation or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business or other depository as the Board may designate, appoint or authorize from time to time by resolution. All cheques drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two of the following: - the Commodore, the Vice Commodore, the Treasurer and the Secretary.

98. CONTROL OF INCOME AND OTHER RECEIPTS

All moneys received by any officer, employee, committee, sub-committee or association of the Club shall be remitted to the Treasurer of the Corporation at such time, in such manner and with such supporting Information as the Board may from time to time determine.

CAPITAL DEVELOPMENT FUND

99. CONSTITUTION OF CAPITAL DEVELOPMENT FUND

To provide for the future capital development of the Corporation, the Board of Directors shall constitute a special fund to be known as the Capital Development Fund.

100. FUNDING

The said fund shall be funded from the following Club revenue:

- (a) 50% of the receipts from membership initiation fees;
- (b) 5% of the net receipts from Senior Member and Associate Member annual membership fees;
- (c) 5% of the net receipts from sales from the Club bar;
- (d) 5% of the net receipts from locker rental, mooring and marine yard fees;
- (e) 5% of the net receipts from the annual Junior Program course fees;
- (f) 100% of the income resulting from the Investment of the moneys of the Fund.

101. INVESTMENT OF FUND MONIES

The Club revenues allocated to the Fund, as specified in the immediately preceding paragraph, shall, from time to time as and when the Board may direct, be invested in low-risk investments in the form of government bonds, government-backed debt instruments, Crown corporation bonds, Treasury Bill, GICs or commercial paper, which shall be kept separate from the other accounts of the Corporation.

102. USE OF FUND MONIES

The monies at any time comprising the Fund shall be used only for the major capital expansion and/or the replacement of the capital assets of the Corporation. It shall, under no circumstances, be available for the payment of the mere operating and maintenance expenses and costs of the Corporation, or for casual or temporary improvements of Club property.

The Fund shall at no time be pledged as collateral or security for any loan or for the performance of any other commitment of the Corporation, nor shall it be in any other way burdened.

103. TREASURER'S REPORT

The Treasurer shall report regularly to the Board, and to each meeting of the Members as to the current status of the said Fund.

APPROVAL OF DISBURSEMENTS AND EXPENDITURES

104. DISBURSEMENTS FROM CAPITAL DEVELOPMENT FUND

No disbursements or other withdrawals shall be effected from the Capital Development Fund without the express prior approval of the Senior Members and Life Members at a General Meeting of the Senior and Life Members duly called for the purpose.

105. OTHER DISBURSEMENTS

No disbursements or expenditures, other than those which have been budgeted and relate to the payment of normal operating expenses previously authorized by the Directors, and no contract or undertaking committing the Corporation, shall be made or entered into without the prior approval of:

- (a) Any one Director, when the amount involved is less than \$1,000.00,
- (b) The Commodore or, in his/her absence, the Vice Commodore or, in the absence of both of the latter, any two Directors, when the amount involved is \$1000.00 or more, but not in excess of \$2,500.00
- (c) Amounts over \$2,500.00 must be approved by the board and authorized by two signing officers, before any commitment can be made.

MEMBER'S COVENANTS

106. LIEN

A Member, as a condition of membership agrees that, the Corporation shall have, subject to and in accordance with the provisions of The Repair and Storage Liens Act of Ontario as amended from time to time, a lien on the boat and other goods which a Member stores or deposits on Club property for all unpaid dues and fees payable in respect of any such storage or deposit.

107. NON-LIABILITY OF CLUB AND SERVANTS

The use of the Club's premises, services, facilities or privileges and the partaking in the Club's activities and functions by a Member, his/her spouse or significant other, children and/or guests shall be at the entire risk of the Member, his/her spouse or significant other, dependent children and/or guests.

The Corporation, its Officers, Directors, committees, employees and other servants shall incur no liability at law for any physical damages (including injury resulting in death) to the person of any Member and/or of the spouse or significant other, children or guests of the Member, or for loss of or damages to the personal property of any such individuals, which may be suffered while they are on the premises or property of the Club or enjoying or partaking in its services, facilities or privileges, activities or functions or while their personal property is in the custody of (by storage, deposit or otherwise) or in the control of or on the premises or property of the Corporation, for any cause whatsoever.

In the event that a Member, or a person having control or custody of a Member's boat, should request, enlist, accept or receive from the Club, its Officers, its employees or other servants or from other Members any assistance for the purpose of operating, handling, storing, moving, protecting or preserving the boat of the Member, no liability shall be incurred by the Club and/or any person rendering such assistance In respect of any physical or property damages suffered by anyone on such occasion.

108. INDEMNITY

Every Member shall at all times, Indemnify and save harmless the Club, its Directors, Officers, employees and servants and any other person for whom the Corporation might be responsible

at law for and against any claims, demands, losses, costs, charges, actions and other proceedings made, brought or suffered or Imposed upon the Club and/or any of the persons above referred to in respect of any loss, damage or injury (including injury resulting in death) to any person or property directly or indirectly arising out of, resulting from or sustained by reason of the use of the services, facilities and privileges of the Club or of their partaking in its functions and activities or of their presence In or about the premises or property of the Corporation

109. MEMBER'S DUTY TO REPORT CHANGE OF ADDRESS

It shall be Incumbent upon each Member to promptly inform the Secretary of any change of his address or telephone number, failing which any notice or other communication which under the by-laws of the Corporation or under Law must be sent to a Member shall be deemed to have been validly given or furnished if addressed or delivered to the Member's last known address as recorded in the books of the Corporation.

BYLAWS, RULES AND REGULATIONS

110. ENACTMENT AND AMENDMENT OF BY-LAWS

The Directors may, from time to lime, enact by-laws not contrary to the Letters Patent, Supplementary Letters Patent, if any, or the Corporations Act, and from time to time, amend, vary or repeal the same, in whole or in part, by the vote of at least two-thirds of the Directors present at a meeting of the Board. Provided that the enactment, repeal, variation or amendment of any such By-law shall not be enforced or acted upon unless and until it is sanctioned and confirmed by a majority vote at a general meeting of the Senior and Life Members duly called for the purpose.

A copy of the proposed by-law, or, as the case may be, of its repeal, variation or amendment, shall be mailed to each Senior Member, Associate Member, and Life Member in good standing with the notice of the meeting at which the same is to be considered.

111. RULES AND REGULATIONS

The Board of Directors may, as it deems expedient, from time to time prescribe such rules and regulations, not inconsistent with the by-laws of the Corporation, relating to the orderly and efficient management and operation of the Club.

The committees of the Club may also, but subject always to the approval and authority of the Board, adopt such rules and regulations, not inconsistent with the By-laws of the Corporation or the rules and regulations prescribed by the Board, as they may think necessary or useful for the proper carrying out of their respective activities.

112. INTERPRETATION

In all by laws, rules and regulations of the Corporation words importing the singular number shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; the word 'person' shall include firms, companies and corporations; 'Board' shall mean the Board of Directors of the Corporation; the words 'Corporations Act' shall

mean the Corporations Act of the Province of Ontario, as amended from time to time or any Act that may be substituted therefore.

113. MEMBERS BOUND BY BY-LAWS, RULES AND REGULATIONS

All Members shall, by accepting membership, be deemed to have notice of and to agree to be bound by this by-law and all amendments and additions duly made thereto, and by all the rules and regulations made or hereafter to be made by the Corporation or by its duly authorized Officers or Committees.

It shall be the duty of each Member to inform his/her spouse or significant other, dependent children and guests of all relevant by-laws, rules and regulations of the Club and to ensure that the same are properly respected by them.

114. COMING INTO FORCE OF THIS BY-LAW

This By-law shall come into force on the day on which it is duly sanctioned and confirmed by the Members at a General Meeting of the Corporation called for the Purpose.

Enacted at an Annual General meeting of Senior, Life Members and Associate Members held on the 29th day of November 2018.