



BY-LAW NO.1

(Revised 12 DECEMBER 2018)

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INTRODUCTION

A By-law relating generally to the conduct of the affairs of the Club (see 1.2 (*Definitions*))

WHEREAS the Britannia Yacht Club was incorporated by Letters Patent dated the 18th day of December, 1895 which Letters Patent were amended by Supplementary Letters Patent dated the 17th day of April, 1929, and subsequently amended by Letters Patent dated the 9th day of August, 1950;

AND WHEREAS the Club wishes to revise its By-law respecting the conduct of the affairs of the Club;

BE IT ENACTED as a By-law of the Britannia Yacht Club as follows:

1 - INTERPRETATION

1.1 (**Plural and grammatical forms**) In this By-law and all other By-laws, Resolutions, Regulations, Policy and Procedures of the Britannia Yacht Club, unless the context requires otherwise:

- (a) words in the singular include the plural, and words in the plural include the singular, and
- (b) if a word is defined, other parts of speech and grammatical forms of the same word have corresponding meanings.

1.2 (**Meanings**) All terms defined in The Corporations Act have the same meanings in this By-law and all other By-laws, Resolutions, Policy and Procedures.

1.3 (**Definitions**) In this By-law and all other By-laws, Resolutions, Regulations, Policy and Procedures of the Britannia Yacht Club, unless the context requires otherwise, the following applies:

“Associate Member” means a member who is eighteen years of age or older for casual, tennis, social and crewing activities

“Board” means the Board of Directors of the Britannia Yacht Club;

“BYC” and **“Club”** mean the Britannia Yacht Club;

“Couple” means two members, both of whom are:

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

- (a) classified as Senior members;
- (b) living at the same address; and
- (c) married or common-law partners.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

“Common-law-partner” means a person who is cohabiting with a member in a conjugal relationship, having so cohabited for a period of a least one year.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

“Documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

“Family Junior Member” means a member who is:

- (a) 10 years of age or older but less than 18 years of age; and

(b) a dependant of a member.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

“Family Student” means a member who is:

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

(a) eighteen (18) years of age or over;

(b) in full-time attendance at high school, college or university (Student ID required); and

(b) a dependant of a member.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

“Flag Officer” means the Commodore, Vice-Commodore, Rear Commodore, and the Fleet Captain.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

“Honorary Life Member” means a member to whom the Freedom of the Club has been presented for important contributions to the Club.

“Honorary Member” means a member who has been granted a non-voting Honorary membership by the Board.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

“Junior Member” means a member who is 10 years of age or older but less than 18 years of age.

“Letters Patent” means the Letters Patent and any Supplementary Letters Patent;

“Member in Good Standing” means a member who has paid the applicable fees and other assessments and outstanding debts, and has conformed with the By-law and Regulations of the Club.

“Non-voting Member” means a member who does not meet the conditions of "voting member".

“Non-resident Member” means a member whose primary address is more than 160 kms away from the Club.

“Officer” means the Commodore, Vice-Commodore, Rear Commodore, Fleet Captain, Honorary Secretary, and the Honorary Treasurer.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

“Regulations” are rules prescribed by the Board not inconsistent with this By-law relating to the management and operation of the Club.

“Senior 65 Member” means a member who has:

(a) attained the age of sixty-five and who has twenty (20) years of continuous membership in the Club immediately prior to attaining that age. In the case of a couple, the age of the elder of the two members shall apply; or

(b) has fifty (50) years of continuous membership in the Club.

“Senior Member” means a member who is eighteen (18) years of age and over.

"Spouse of Honorary Life Member" means a member who is the spouse or common-law partner of an Honorary Life Member.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

"Staff" means a person employed by BYC on a full or part-time basis.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

"Student" means a member who is eighteen (18) years of age or older, and is in full-time attendance at high school, college or university (Student ID required).

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 1)

"The Corporations Act" means The Corporations Act, R.S.O. 1980, Chapter 95, as amended and any statute enacted in substitution there for from time to time;

"Voting Member" means a member in good standing who has paid the requisite initiation fees set forth in the regulations;

2 - HEAD OFFICE

The head office of Britannia Yacht Club shall be in the City of Ottawa at such address as may be designated from time to time by the Board of Directors.

3 - SEAL

The seal impressed on the margin of this by-law shall be the corporate seal of the Club.

4 - OBJECTIVES

The objectives of the Club are:

- (a) to promote yachting in all its aspects including racing, cruising, seamanship and respect for the environment;
- (b) to promote other sports and social activities in the interest of the Club members generally;
- (c) to promote sportsmanship, friendship and co-operation among the members;
- (d) to encourage the members to contribute, in every way, to their Club;
- (e) to support and serve the local community specifically and the National Capital Region generally in a manner befitting a good citizen;
- (f) to purchase or otherwise acquire and to sell, lease and mortgage real property; and
- (g) such other complementary purposes not inconsistent with these objects.

5 - COLOURS

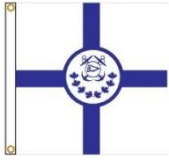
The colours of the BYC shall be royal blue and white.

6 - BURGEE, BADGE, AND FLAG OFFICERS' FLAGS

6.1 (**Burgee**) The burgee of the BYC shall have a royal blue border and shall show a royal blue "B" centred on a white background.

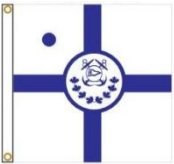
6.2 (**Badge**) The badge shall be in the colours of the BYC and shall consist of an encircled Club pennant on a background of crossed anchors, the lower half thereof being bordered by maple leaves.

6.3 **(Commodore)** The Commodore's flag shall be a white square showing a blue cross at right angles to the hoist, the centre thereof showing the badge of the Club.



(Approved: AGM 14 Dec 2011: Item 118.10 Motion 2)

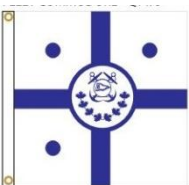
6.4 **(Vice Commodore)** The Vice Commodore's flag shall be the same as that of the Commodore with the addition thereto of a blue disc in the centre of the upper left-hand canton thereof.



6.5 **(Rear Commodore)** The Rear Commodore's flag shall be the same as that of the Commodore with the addition thereto of a blue disc in each centre of the upper and lower left-hand cantons thereof.



6.6 **(Fleet Captain)** The Fleet Captain's flag shall be the same as that of the Commodore with the addition thereto of a blue disc in the centre of each of the upper and lower left-hand cantons and a blue disc in the centre of the upper right-hand canton.



6.7 **(Past Commodore)** The Past Commodore's flag shall be a white swallow-tail flag showing a blue cross at right angles to the hoist, the centre thereof showing the badge of the Club.



(Approved: AGM 14 Dec 2011: Item 118.10 Motion 2)

7 - MEMBERSHIP

7.1 **(Membership Year)** The membership year of the Club shall coincide with the financial year (see Section 21 – *Financial Year*). If, during the membership year, a member qualifies for and chooses to

be registered in a different class of membership, he or she shall sign an application form to be furnished by the Honorary Secretary for the purpose and tender the appropriate fees.

7.2 (Membership Fees, Initiation Fees, Mooring Fees and Other Assessments) Membership fees, initiation fees, mooring fees and other assessments as defined in the Regulations shall be as determined by the Board from time to time. Such fees and other assessments:

- (a) **(due date)** are payable within thirty (30) days of the date of the invoice; or
- (b) **(amortization)** may be amortized over a specific payment schedule approved by the Honorary Treasurer; and
- (c) **(delinquent)** not paid within the time period stated above shall be:
 - (i) considered delinquent; and
 - (ii) subject to an interest charge prescribed from time to time by resolution of the Board.

7.2.1 (Denial of Privileges) The Board may, by majority vote thereof, deny all privileges of membership when payment of a member's account has not been made within sixty (60) days from the date of invoice, and order the Honorary Treasurer to post the names of all persons with such delinquent accounts upon the official notice board of the Club, provided that the Honorary Treasurer shall attempt to notify such persons of their delinquent accounts prior to posting the names of such persons.

7.3 Classes of Members

7.3.1 (Classes) There shall be two classes of membership:

- (a) voting; and
- (b) non-voting.

7.3.2 (Voting Members) Voting membership grants specific membership privileges, which include voting rights, mooring and boat associated privileges and other privileges as the Board may decide from time to time. Classes of voting member are listed below, which classes may be divided by regulation into categories for the purposes of assessing membership fees, initiation fees, mooring fees and other assessments:

- (a) **(Honorary Life)** A member who has been awarded an honorary life membership in accordance with the conditions outlined in Regulation 2.9.1

(Approved: AGM 12 Dec 2018 Item 125.13)

- (b) Senior; and
- (c) Senior 65. It shall be the responsibility of the member to notify the Club and provide evidence of having attained age 65 on or before the first day of January of the year in which he or she qualifies.

7.3.3 (Non-voting Members) Classes of non-voting member are listed below:

- (a) **(Honorary)** the Board may grant an Honorary membership;
- (b) **(Non-resident)** Non-resident members may not use the Club for any extended period during the year. Applicants must have, immediately prior to application, been a voting member of BYC or currently be a member of any yacht club recognized by the Board, and who applies for membership in the manner prescribed. All applications for non-resident membership must be approved by the Board.

(c) Junior; and

(d) Associate.

7.4 (Application for Membership) Every candidate for membership in the Club shall complete and sign a BYC membership application form to be furnished by the Club and submit payment of the requisite fees.

7.4.1 (Objection) In order to be valid any objection to a membership application, must be received, in writing, by a member of the Board. The Commodore shall appoint a Committee of Enquiry that shall make such enquiries as it may deem necessary in the circumstances and report to the next meeting of the Board.

7.5 (Resignation from Membership) If a voting member having paid full required initiation fees tenders a resignation in writing, that member may rejoin the Club at any time within five years without paying a further initiation fee. Beyond this time period payment of the difference between the original initiation fee paid and the current initiation fee is required.

7.6 (Termination of Membership)

7.6.1 (Automatic Termination) A membership in the Club is not transferable. It automatically terminates when the member:

(a) resigns as a member of the Club;

(b) dies; or

(c) is removed by the adoption of the resolution passed by a vote in favour of such resolution by a 75% majority of members of the Board following an enquiry conducted by the board at which the member is entitled to be present and represented.

7.6.2 (Member not in Good Standing) The Board may terminate the membership of a member not in good standing by a majority vote.

7.6.3 (Liability) Notwithstanding the termination of membership, a former member remains liable for any assessment levied under authority of Section 7.2 prior to termination of his or her membership.

7.7 (Suspension of Membership) During the membership year the Board may suspend membership of any member who has breached any of the terms of the By-law or Regulations of the Club.

7.8 (Number of Members) The Board may, each year, establish a maximum number of memberships for the first full membership year following provided that the maximum number of memberships established by the Board does not result in the involuntary termination of memberships.

7.9 (Proprietary Rights of Members) Only voting members in good standing who have fully paid the membership initiation fee as of the Record Date, shall have proprietary rights in the assets of the Club.

7.10 (Assignment of Wet and Dry Moorings) Only members in the following membership categories shall be assigned wet or dry moorings in accordance with procedures prescribed by resolution of the Board:

(a) Honorary Life;

(b) Senior 65;

(c) Senior;

- (d) Student; and
- (e) Junior.

7.11 **(Liability of Members)** Members shall not, as such, be held answerable or responsible for any:

- (a) act, default, obligation or liability of the Club; or
- (b) engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Club.

8 - OFFICERS

8.1 **(Commodore)** The Commodore is the Chief Executive Officer of the Britannia Yacht Club.

8.1.1 **(Duties)** The Commodore shall:

- (a) when present, preside as Chair at all meetings of the Board and the members;
- (b) sign all documents requiring the Commodore's signature;
- (c) have the powers and duties from time to time prescribed by the Board or incident to the office of Commodore; and
- (d) be an ex officio member of all committees of the Board.

8.1.2 **(Delegation)** The Commodore may delegate an Officer of the Board to act in the office of the Commodore when the Commodore is absent.

8.2 **(Vice-Commodore)** The Vice-Commodore:

- (a) shall perform the other duties prescribed from time to time by the Board or incident to the office of the Vice-Commodore; and
- (b) may exercise all the powers and duties of the Commodore when the Commodore is absent,

8.3 **(Rear Commodore)** The Rear Commodore:

- (a) shall perform the other duties prescribed from time to time by the Board or incident to the office of the Rear Commodore; and
- (b) may exercise all the powers and duties of the Commodore and Vice-Commodore when the Commodore and Vice-Commodore are absent.

8.4 **(Acting Commodore)** In the event that the Commodore, Vice Commodore and Rear Commodore are absent, the Board may nominate one of its members to preside as Acting Commodore, and while so acting, the Acting Commodore shall have all the powers and duties of the Commodore.

8.5 **(Fleet Captain)** The Fleet Captain shall be responsible for conducting the senior sailing programmes of the Club.

8.6 **(Honorary Secretary)** The Honorary Secretary shall:

- (a) perform or cause to be performed all secretarial functions for the Board;
- (b) keep or cause to be kept at the Head Office of the Club copies of Letters Patent, By-law, Resolutions, Regulations, Minutes of Meetings, a Register of Officers, a Register of Directors, and a Register of Members;
- (c) give all notices required to be given to the Officers, Directors, members, and others;

- (d) be the custodian of the corporate seal of the Club and all books, papers, records, correspondence and documents;
- (e) ensure that all necessary books and records of the Club required by the By-laws of the Club or any applicable statute are regularly and properly kept; and
- (f) perform the other duties from time to time prescribed by the Board or incident to the Office of Honorary Secretary.

8.7 (Honorary Treasurer) The Honorary Treasurer:

- (a) shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Club in proper books of account;
- (b) shall deposit or cause to be deposited all monies or other valuable effects in the name and to the credit of the Club in such banks, trust companies or other financial depositories from time to time designated by the Board;
- (c) shall disburse or cause to be disbursed the funds of the Club under the direction of the Board, taking proper vouchers thereof;
- (d) shall render to the Board whenever required an account of all his or her transactions as Honorary Treasurer and of the financial position of the Club;
- (e) or delegate shall deposit or cause to be deposited with the Club's bankers all monies of the Club;
- (f) shall operate the Club's accounts with its bankers;
- (g) shall perform the other duties from time to time prescribed by the Board or incident to the office of the Honorary Treasurer; and
- (h) may authorize any officer of the banker to do any act or thing on behalf of the Club to facilitate the operation of the Club's accounts.

9 - OFFICERS AND DIRECTORS

9.1 **(Composition of Board)** The affairs of the Club shall be governed by a Board of Directors consisting of thirteen (13) Officers and Directors elected by the members and the immediate Past Commodore. The Board shall endeavour to see that members are informed of activities of the Club as deemed appropriate by the Board.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 3)

9.2 **(Eligibility)** A candidate for Officer or Director shall:

- (a) be at least eighteen (18) years of age;
- (b) be a voting member in good standing of the Club;
- (c) be neither mentally incompetent nor an undischarged bankrupt; and
- (d) not be an employee of the Club.

9.3 **(Nomination for Election of Officers and Directors)**

9.3.1 **(Nominating Committee)** The board shall appoint a Nominating Committee (see Section 12 - *Nominating Committee*),

9.3.2 **(Nomination by members)** Any five (5) voting members may nominate officers and directors by delivering to the Honorary Secretary in writing the name or names of the nominees together with the consents referenced in Section 9.3.3 (*Consent to be nominated*) at least thirty (30) days prior to the

meeting at which the Officers and Directors are to be elected by the members. The membership shall be advised immediately of such nominations.

9.3.3 **(Consent to be nominated)** No member shall be considered candidates for officer or director until they consent in writing to their nomination.

9.4 **(Term of Office)** Officers and Directors shall be elected to serve from the annual general meeting in which they are elected until the next annual general meeting at which meeting they are eligible for re-election provided that the Commodore shall not serve as Commodore in excess of two (2) consecutive terms. The immediate Past Commodore of the Club is deemed to be elected for the term of office of their successor.

9.5 **(Vacancies)** Subject to paragraph 9.2 (*Eligibility*) of this By-law and subject to posting a request for nominations for fourteen days, so long as a quorum of Officers and Directors remains in office, any vacancy occurring in the Board shall be filled for its unexpired term by having those Officers and Directors remaining in office appoint a qualified individual from among the members of the Club.

9.5.1 **(No quorum)** If no quorum of Officers and Directors remains in office, the Officers and Directors shall forthwith call a general meeting of the members to fill the vacancies on the Board.

9.5.2 **(Consent to act)** Persons appointed as Officers or Directors are not an Officer or Director unless and until they have consented to act as Officer or Director in writing. The consent shall be delivered to the Honorary Secretary or the Commodore within ten (10) days of the date of the resolution to appoint such person failing which the resolution of appointment shall be null and void.

9.6 **(Conflict of Interest)** - Every Officer and Director is in a fiduciary relationship with the Club and is under an obligation to act in the utmost good faith towards the Club in their dealings with it or on its behalf. No Officers or Directors shall place themselves in a position where there is a conflict of interest between their duties as an Officer or Director and their other interests.

9.6.1 **(Declaration)** Every Officer or Director who has a conflict of interest shall declare their interest fully at a meeting of the Officers and Directors in the manner required by the Corporations Act and shall refrain from discussion and voting in respect of the matter on which they have declared a conflict.

9.6.2 **(Record of Declaration)** Every declaration of interest and the nature thereof shall be recorded in the minutes of the meeting

9.7 **(Removal of Officers and Directors)** Any Officer or Director may, for repeated negligence or dereliction of duty in respect of their office, be removed from that office by a vote by secret ballot of two-thirds of the Board present at a regular meeting.

9.8 **(Non-Remuneration of Officers and Directors)** No Officer or Director shall receive remuneration from the Club for acting as such. An Officer or Director may be reimbursed for reasonable expenses incurred while discharging their duties as an Officer or Director of the Club.

9.9 **(Indemnification of Officers and Directors)** Every Officer and Director of the Club and their heirs, executors and administrators and estate respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against:

(a) all costs, charges and expenses whatsoever that an Officer or Director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for in respect of any act, deed, matter or thing whatsoever, made done or permitted by them in or about the execution of the duties of his or her office; and

(b) all other costs and charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.

9.10 **(Protection of Officers)** No Officers or Directors of the Club shall be liable for the acts, receipts, neglects or defaults of any other Officer or Director or employee or for any damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club or for or on behalf of the Club or for the insufficiency of any security in or upon which any of the money of the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any other loss or damage whatever which may happen in execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and wilful act, neglect or default

10 - OFFICERS' AND DIRECTORS' MEETINGS

10.1 **(Quorum)** A quorum for the transaction of business at any meeting of the Board shall be a majority of the Board members regardless of vacancies.

10.2 **(Number of Meetings)** The Board shall hold at least twelve (12) meetings in each calendar year. Meetings of the Board shall be called at:

- (a) at any time by the Commodore; or
- (b) at the request of the majority of Officers and Directors, regardless of vacancies.

10.3 **(Board Meetings)** Meetings of the Board shall not be open to the members of the Club unless the Board by resolution decides that any board meeting or part thereof shall be open. Unless the Board by resolution determines otherwise, no one other than an Officer or Director shall have the right to participate in discussion at any Board meeting.

10.4 **(Notice to Officers and Directors)** Notice of Board meetings shall be delivered to each Officer and Director by telephone, transmitted by electronic communication or by notice at the previous meeting of the Board

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 3)

10.5 **(Regular Meetings)** The Board may designate one or more days in any month or months of the year as the date or dates on which regular meetings of the Board will be held.

10.6 **(Voting)** Unless otherwise required by this By-law, questions arising at any meeting of the Board shall be decided by the majority of the Officers and Directors present and voting, subject to the following:

- (a) a quorum is present;
- (b) there shall be no proxy voting;
- (c) in the case of an equality of votes, the chairman, in addition to his or her original vote, has a casting vote;
- (d) at all meetings of the Board, every question shall be decided by a show of hands, unless a poll on the question is required by the chairman or requested by any Officer or Director;
- (e) polls shall be conducted by secret ballot;
- (f) a declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution; and
- (g) no one other than an Officer or Director shall vote on any question proposed for consideration at any Board Meeting.

10.7 **(Minutes)** The minutes of any Board meeting shall be:

- (a) available in no more than 50 days for review by all Board members; and
- (b) submitted to the Board for its approval at the next Board Meeting.

11 - MEMBERS' MEETINGS

11.1 **(Annual Elections Meeting)** The annual elections meeting of the Club shall be held prior to the 31st day of December at a time, date, and place as determined by the Board, for the purpose of electing Officers and Directors.

11.2 **(Annual General Meeting)** The annual general meeting of the Club shall be held annually prior to the 31st day of December at a time, date and place as determined by the Board for the purpose of:

- (a) hearing and receiving the reports and statements required by The Corporations Act to be read at and laid before the Club at an annual meeting;
- (b) appointing the auditors for the Club and fixing or authorizing the Board to fix their remuneration;
- (c) transacting any other business properly brought before the meeting; and
- (d) approval of any changes to the By-law or Regulations.

11.3 **(General Meeting)** The Board may at any time call a meeting of members for the transaction of any business, the general nature of which must be specified in the notice calling the meeting. A meeting of members may be held at any place at which an annual meeting of members may be held. The Commodore shall call a meeting whenever requested in writing to do so by thirty-eight (38) members with voting rights for the transaction of any business specified in such requisition. Such meeting shall be held within thirty (30) days of such requisition.

11.4 **(Agenda)** Only business on the agenda or related thereto shall be transacted at any general meeting of the Club unless a notice of the motion therefore shall have been delivered to the Honorary Secretary at least twenty (20) days prior to such general meeting.

11.5 **(Record Date)** The Board shall by resolution establish in advance a time and date, at least twenty (20) days in advance of any meeting of the members, as the Record Date for the determination of those members entitled to notice of and to vote at the members' meeting. Only voting members are entitled to notice of or to vote at the meeting for which the Record Date has been established.

11.6 **(Notice)** Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least fifteen (15) days before the date of the meeting to each voting member as of the Record Date by sending the notice by prepaid mail to the last address of the member as shown in the Club's records or, with the prior consent of the member, transmitted by electronic communication (e-mail) to the e-mail address shown in the Club's records.

11.7 **(Quorum)** 10 percent (rounded up) of voting members of the Club as of the Record Date present in person constitutes a quorum for the transaction of business at any meeting of members. No business shall be transacted at any members' meeting unless the requisite quorum is present at the commencement of such business. If, following proper commencement of any such meeting the number of voting members in good standing present at the meeting fall below (10 percent (rounded up)), business may nevertheless continue to be transacted at the meeting for so long as the chairman of the meeting deems it appropriate to do so.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 4)

11.7.1 **(Quorum not present)** If, within one-half hour after the time appointed for the meeting, a quorum is not present, the meeting, if it is an annual meeting, shall stand adjourned as set out in Section 11.12 (*Adjournments*) of this By-law; in all other cases, the meeting shall be dissolved.

11.8 **(Voting)** Each voting member as of the Record Date shall be entitled to one vote on each question put to the members at any meeting of the members. Unless otherwise required by the provisions of this By-law, all questions proposed for consideration at a meeting of the members shall be determined by the majority of the votes cast by the members present, in person, and voting. In the case of an equality of votes, the chairman presiding at the meeting has a second or casting vote. One or more Scrutineers may be appointed by a resolution or by the chairman with the consent of the meeting.

11.8.1 The chairman shall take such measures deemed appropriate to ensure that only those members entitled to vote cast votes.

11.9 **(Show of Hands)** At all meetings of members, every question shall be decided by a show of hands unless a poll is ordered by the Chair or, requested upon a motion by any member to be immediately decided by a show of hands without debate. Upon show of hands, every voting member present in person shall have one vote and there shall be no proxy voting. Whenever a vote by a show of hands has been taken upon a question, unless a poll is requested, a declaration by the chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Club is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

11.10 **(Polls)** Polls shall be conducted by secret ballot.

11.10.1 **(Poll Results)** The results of a poll shall be deemed to be the resolution of the meeting in which the poll was requested.

11.11 **(Chairman)** In the absence of the Commodore, the Vice Commodore and the Rear Commodore, the voting members present at any meeting shall choose another Director as chairman and, if no Director is present or if all the Directors present decline to act as chairman, the voting members present shall choose one of their number to act as chairman. At a meeting of members the Commodore or other chairman of the meeting may appoint any voting member to chair the meeting for the purpose of the election of Officers and/or Directors.

11.12 **(Adjournments)** Except as set out in Section 11.6 (*Notice*) of this By-law, any meeting of the Club may be adjourned at any time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. Unless the chairman otherwise directs, no notice is required of any adjourned meeting.

12 - COMMITTEES

12.1 **(General)** There shall be a Nominating Committee, and Planning Committee, and such other committees as the Board may from time to time by By-law or resolution establish, having such powers and duties as the Board may determine. Except as otherwise provided in this By-law:

- (a) the chairman of each committee shall be appointed annually by the Board;
- (b) members of a committee may, but need not, be Officers or Directors;
- (c) members of a committee shall be appointed by the chairman of the committee and approved by the Board;
- (d) each committee shall keep records, shall report to the Board at regular intervals and at any time upon request and shall be responsible to the Board; and
- (e) each committee shall have the power to appoint one (1) or more sub-committees.

12.1.1 Each committee established by the Board shall consider, report and make recommendations to the Board on any matter referred to the committee by the Board.

12.1.2 The duties of each committee shall include all the responsibilities assigned to it by By-law.

12.1.3 The Board may at any time by resolution assign additional responsibilities to a committee.

12.1.4 Committees of the various Officers or Directors shall report to the Board through the Officer or Director as designated by the Board. These committees shall be for the Officer's or Director's portfolio and any approvals required from the Board shall be reported by the Officer or Director.

12.2 (Nominating Committee)

12.2.1 **(Composition)** The Nominating Committee shall consist of five (5) or more voting members appointed in accordance with Section 12.1 (*General*). The chairman shall be appointed by the Board at most six (6) months after the election of Officers and Directors.

12.2.2 **(Committee Procedure)** The Nominating Committee shall:

- (a) fully explain to potential candidates their duties and responsibilities as an Officer or Director;
- (b) obtain from each candidate the consent required under Section 9.3.3 (*Consent to be nominated*); and
- (c) present its slate of nominees for Officers and Directors in writing to the Honorary Secretary, indicating the suggested portfolio for each Officer and Director where not otherwise apparent from the nature of the office.

12.2.3 **(Honorary Secretary's Responsibility)** The Honorary Secretary shall post the slate of nominees at least sixty (60) days prior to the meeting at which the Officers and Directors are to be elected by the members.

12.2.4 **(Action prior to Annual Meeting)** Prior to the annual meeting, the Nominating Committee and the Honorary Secretary shall prepare or have prepared a brief biographical sketch of each candidate outlining the qualifications of each candidate, nominated by the Committee, which shall be delivered to the membership with the notice of the annual general meeting.

12.3 (Planning Committee)

12.3.1 **(Composition)** The Planning Committee shall consist of a chairman, the Commodore, and seven other members, nominated by the chairman and approved by the Board in accordance with Section 12.1 (*General*).

12.3.2 **(Reporting)** Subject to informing the Board, as required by Section 12.3.7 (*Meeting with Board*), the Planning Committee shall report directly to the membership.

12.3.3 **(Eligibility)** To be eligible for nomination to the committee, persons shall have been a voting member of the Club in each of the preceding five years. Members of the committee shall be appointed for a term not exceeding four years, provided that should a position on the committee become vacant prior to the expiry of such four year term, the position may be filled by nomination of the chairman and approval of the Board of an eligible person to be a member of the committee for the balance only of such term. All committee members shall be eligible for re-appointment at any time.

12.3.4 **(Term)** The terms of members of the committee shall be arranged so that, in rotation, the terms of two members shall expire during each calendar year.

12.3.5 **(Quorum)** Five members of the committee shall constitute a quorum.

12.3.6 **(Responsibility)** The Planning Committee shall be responsible for:

- (a) preparing, maintaining and revising an overall long term plan consistent with the interest of the Club membership, for the maintenance and development of the physical premises and activities of the Club for presentation to, and approval by the Board and Club membership, after obtaining approval of such presentation(s) from the Board;

- (b) establishing and maintaining a comprehensive listing of all Britannia Yacht Club capital assets that includes their useful life and estimated cost for replacement or repair; and provide a yearly projection of total expenditures for proposed projects;
- (c) proposing a yearly projection of projects required over the next five-year period for consideration by the Board and presentation to Club membership;
- (d) recommending to the Club membership, the approval or otherwise of all proposed capital items and major maintenance projects; and,
- (e) recommending to the Board appropriate procedures for the financing of capital and major maintenance projects, along with the allocation of extra-ordinary revenues for major Club purchases of land, buildings and other assets;
- (f) meeting at least twice each year; in addition to the two joint meetings with the Board; and
- (g) submitting a report to the annual general meeting.

12.3.7 **(Meetings with Board)** The Planning Committee shall meet with the Board at a "joint meeting" at least twice per year at the call of the Commodore. The first joint meeting shall take place within forty (40) calendar days after the new Board has been elected and the second joint meeting shall take place no later than six months after the first joint meeting to review the following:

- (a) **(first meeting)** at the first joint meeting, the committee shall brief the new Board on:
 - (i) the rationale for and details of the current long term plan approved by the Club membership;
 - (ii) the rationale for and details of the current five-year plan approved by the Club membership;
 - (iii) the membership of the Planning Committee; and
 - (iv) the planning activities to be undertaken by the committee, (both short and long term), during the year;
- (b) **(second meeting)** at the second joint meeting, the committee shall:
 - (i) brief the Board on any recommended amendments to be made to the long term plan;
 - (ii) brief the Board on any recommended amendments to be made to the five year plan;
 - (iii) provide budgetary details for all capital and major maintenance projects recommended by the committee and occurring during the next fiscal year;
 - (iv) recommend to the Board any planning matters that should be approved by the Club membership at the Annual General Meeting; and
 - (v) provide a detailed budget of proposed committee operating expenses for the forthcoming fiscal year for approval by the Board

12.3.8 **(No commitment of funds)** Except in cases of emergency endangering the physical property of the Club, no funds shall be committed for plans, major maintenance, major capital acquisitions or capital projects without a recommendation in respect of same by the Planning Committee and the approval of such expenditures by the Club membership.

12.3.9 **(Power of the Board)** The provision at Section 12.3.8 (*No commitment of funds*) is not intended to limit the power of the Board to undertake and direct the execution of any required minor maintenance or repair of existing facilities.

13 - CYCLICAL RENEWAL FUND

13.1 (**Funding**) The Cyclical Renewal Fund will consist of annual allocations for current projects and monies set aside for future projects to be retained “in trust” until required. BYC revenues from any source may be added to this trust. The monies set aside for future Fund use shall only be used for approved projects except in cases of emergency endangering the physical property of the Club subject to the following:

(a) (**minimum allocation**) the minimum allocation to the Cyclical Renewal Fund is 5% of the previous fiscal year’s total harbour and membership fees;

(b) (**“Major” Cyclical Renewal Fund Projects**) Major Cyclical Renewal Fund Projects shall be defined as any project of financial commitment for lands, equipment, buildings or similar assets valued at more than \$10,000.00; and

(c) (**leases**) any lease over \$10,000 for capital items shall be examined for its cost-effectiveness and for its consistency with the intent of the long-term plan.

14 – BOARD CAPITAL FUND ACCOUNTS

14.1 (**Board Authority**) The Board has the authority to establish capital fund accounts for the:

(a) ongoing repair and replacement of existing assets of the Club as required; and

(b) acquisition of new assets.

15 - CAPITAL AND/OR MAJOR MAINTENANCE PROJECTS

15.1 (**Procedure**) The Board shall propose a list of capital and/or major maintenance projects to the Annual General Meeting following these preliminary steps:

(a) the call for capital project proposals before June each year;

(b) the preliminary review of these project proposals by the Board before August and referral to the Planning Committee for assessment, costing, etc., before September 15th; and

(c) the final review of all project proposals by the Board for recommendation to the Annual General Meeting.

15.2 (**Allocation of Funds**) The board will propose the allocation of funds each year to projects consistent with the approved long-term plan, especially for the renewal of capital assets through major repair, maintenance and/or replacement projects. “Approval” includes endorsement at an Annual or Special General Meeting.

16 - MANAGER(S)

16.1 Management personnel of the Club shall be appointed by the Board and shall remain in office at the pleasure of the Board or until they resign there from. The manager(s) shall be responsible:

(a) to the Board for the proper conduct of the business of the Club according to policy set out from time to time by the Board;

(b) for the organization of the work of the Club; and

(c) for the supervision and direction and discharge of all designated personnel in accordance with the personnel practices established from time to time by the Board.

17 - HISTORICAL DOCUMENTS

Documents of an historical nature may remain in the custody of the Club Historian at the Head

Office of the Club, or at such other place as may be designated from time to time by the Board.

18 - EXECUTION OF DOCUMENTS

Contracts, documents, or any instruments in writing requiring the signature of the Club, other than banking documents, shall be signed by any two Officers, one of whom must be the Commodore or the Honorary Secretary, and when so signed shall be binding upon the Club without further authorization or formality. The Board may from time to time appoint an Officer, Director or the General Manager on behalf of the Club to sign specific contracts, documents, or instruments in writing. When required, the corporate seal of the Club shall be affixed to the executed previously mentioned documents.

(Approved: AGM 14 Dec 2011: Item 118.10 Motion 6)

19 - BANKING

Cheques, promissory notes, drafts, acceptances, bills of exchange, receipts, and orders for the payment of monies of the Club shall be made, signed, drawn, accepted, endorsed, negotiated, or transferred for the Club by the Commodore or delegate and the Honorary Treasurer or delegate. Provided only that the Honorary Treasurer may establish a segregated bank account or accounts for the operation of the Club's bar and restaurant and related facilities, and may designate a signing officer or signing officers therefore.

20 - BORROWING

20.1 Subject to the limitations set out in the Letters Patent of the Club and this By-law and provided that the borrowing power shall be limited to ten percent of the previous year's audited membership and harbour fee revenue, the Board may:

- (a) borrow money on the credit of the Club;
- (b) issue, sell or pledge securities of the Club: or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club including books debts, rights, powers and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Club.

21 - FINANCIAL YEAR

The financial year of the Club shall terminate on such date as the Board may, from time to time, by resolution determine.

22 - NOTICE

22.1 **(Computation of Time)** In computing the date when any notice must be given under any provision of the by-law requiring a specified number of days' notice by any meeting or other event, the date of giving notice is included.

22.2 **(Omissions and Errors)** The accidental omission to give notice does not invalidate any resolution passed or any proceedings taken at the meeting. Any Officer, Director, member or auditor of the Club may at any time waive notice of any meeting and may ratify and confirm any or all proceedings taken thereat.

23 - AUDITORS

23.1 **(Appointment)** The external auditor shall be appointed in the manner set out in article 11.2(b).

23.2 **(Reporting)** The external auditor shall report to the members on the financial statement to be laid before the Club at the annual general meeting and on those other matters required by The

Corporations Act.

23.3 **(Qualifications)** No person shall be appointed as external auditor of the Club who is an Officer, Director, or employee of the Club or who is a spouse, partner, employer or employee of any such Officer, Director, or employee.

24 - RULES OF PROCEDURE

Robert's Rules of Order may be applied at all meetings of the members, the Board, the Nominating Committee and any other committees established by the Board.

25 - WAIVER OF LIABILITY

Notwithstanding any offer or provision of services by the Club, whether for a fee or gratuitously, all members, on application and acceptance of membership in the Club or on annual renewal of membership acknowledge that the Club is not liable to members for any loss or damage suffered by such members to their property arising whether through acts of negligence of Officers, other members or employees in the launching, hauling, storing or moving of their boats or equipment, in the conduct of racing or other activities of the Club, or in the occupation and control of the Club's property by virtue of any relationship of bailor or bailee, and all members acknowledge and accept that any such liability shall be borne by them.

26 - BY-LAWS AND AMENDMENTS

26.1 **(Corporations Act)** By-laws of the Club may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in and subject to the provisions of the Corporations Act.

26.2 **(Amendment)** This By-law may be amended by a resolution of the Officers and Directors confirmed by a two-thirds (2/3) of the voting members present at a general meeting.

26.3 **(Notice)** Notice of any proposed amendment or repeal of this By-law shall be given to each voting member in accordance with the procedures set out in Section 11.5 (*Record Date*) of this By-law, at least fifteen (15) days prior to the meeting at which the amendment or repeal is to be considered

26.4 **(Repeal of prior By-laws)** All prior By-laws, resolutions and other enactments of the Club inconsistent with this By-law are hereby repealed except any By-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow. However the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-law, resolution or other enactment.

27 - REGULATIONS

27.1 **(Board Authority)** The Board may prescribe such rules and regulations not inconsistent with this By-law relating to the management and operation of the Club as it deems expedient.

27.2 **(Changes to Regulations)** Should the Board have cause during the year to make changes to the Regulations, the membership must be notified by the posting of such change on the official notice board. Such changes shall include the future effective date.

27.3 **(Member Responsibility)** Voting members must at the general meeting or the annual general meeting outlined in Section 11.2(e) confirm, reject, amend or otherwise deal with any regulation prescribed by the directors and submit it to the meeting for confirmation, but no act done under any such rule or regulation is prejudicially affected by any such rejection, amendment or other dealing.

27.4 **(Effect of Rejection)** Regulations prescribed under Section 1.3 (*Definitions*) that are rejected by a general meeting shall not be reactivated before they are passed at a subsequent general meeting.

CONFIRMED by a two-thirds (2/3) majority of the voting members present at the Annual General Meeting of the Club held on the 14th day of December 2011

Commodore

Honorary Secretary