

## NEWCASTLE YACHT CLUB

By-Law #1

April 20, 2008

A By-law relating generally to the organization and conduct of the affairs of the Newcastle Yacht Club.

**WHEREAS** by Letters Patent, dated the thirteenth day of July in the year one thousand nine hundred and seventy-six, the Newcastle Yacht Club, was incorporated as a Not-For-Profit Organization;

**AND WHEREAS** the objective or purpose of the Newcastle Yacht Club is: a) to establish, maintain, conduct and operate a club for use and convenience of members, their families and guests; b) to promote excellence in the sport of boating; and c) to promote such other sports and social activities as may be desirable in the interest of the members of the Club generally.

**AND WHEREAS** the Burgee of the Newcastle Yacht Club shall be of standard pennant shape and size with a red castle on a white circular background in the centre of the pennant, and bordered on both ends by royal blue.

**BE IT ENACTED** as a by-law of the Newcastle Yacht Club as follows:

### 1. INTRERPRETATION

**1.01** In this by-law and all other by-laws and resolutions of the Newcastle Yacht Club, unless the context requires otherwise:

- a) The singular means the plural;
- b) The masculine shall mean the feminine (or vice versa);
- c) 'Act' means the Ontario Corporations Act, as amended and any statute enacted in substitution therefore from time to time;
- d) 'Board' means the Officers and Directors of the Newcastle Yacht Club;
- e) 'The Club' means the Newcastle Yacht Club as incorporated under the Act;
- f) 'Immediate family' means spouse/partner, and any minor children;
- g) 'Member' means a member as defined in article 4;
- h) 'Director' means Officer and/or Directors-at-large.

### 2. TERRITORIAL JURISDICTION

The Newcastle Yacht Club shall have jurisdiction in the Regional Municipality of Durham and Province of Ontario under the authority of its Letters Patent.

### 3. CORPORATE SEAL

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

#### **4. MEMBERSHIP**

Any individual eighteen years of age or over having a vessel (either sail or power) or having a vested interest in the sport of boating and/or the Newcastle Yacht Club shall be eligible to submit an application for membership in the Club. All memberships are renewable annually.

#### **5. CLASSES OF MEMBERSHIP AND ENTITLEMENTS**

The club shall have four (4) opportunities for membership – Single Membership, Family Membership, Crew Membership, and Honorary Membership. The benefits, privileges, and costs of membership shall be published annually as prescribed in Section 6. Membership opportunities are described as follows:

5.01 **Single Membership** – shall consist of an individual boat owner who participates in the sport of boating, cruising, or racing and has a desire to commit to membership in the club. This class of membership shall be entitled to all the rights and privileges of club membership and full voting privileges (one vote per boat).

5.02 **Family Membership** – shall consist of two (2) adults, one or both owning a boat, and any dependent children under 18. This class of membership shall be entitled to all the rights and privileges of club membership and full voting privileges for each of the two adults (two votes per boat).

5.03 **Crew Membership** – shall consist of an individual who crews for a Single Member or a Family Member for club sponsored races. This class of membership shall be entitled to all the rights and privileges of club membership except it shall **not** have voting privileges.

5.04 **Honorary Membership** – shall be conveyed upon an individual nominated and elected by the members. This class of membership shall be entitled to all the rights and privileges of club membership except it shall **not** have voting privileges.

#### **6. MEMBERHIP FEES AND DUES**

There may be an initiation fee as determined by the Board from time to time.

Annual membership dues shall be reviewed by the Board and presented to the membership at the Fall General Meeting for confirmation.

Annual membership fees shall be established and owing for a 12 month period commencing April 1<sup>st</sup> of a given year through to and including March 31<sup>st</sup> of the following year. Fees are due prior to April 1<sup>st</sup> in order that current members can be contacted for notice of the Spring General Meeting.

Any individual(s) obtaining membership in the Club after October 1 of a year will be entitled to membership privileges for the remainder of that year at 50% of the appropriate membership fee.

Additional fees may be levied as determined by the Board from time to time, and approved by the members at a General Meeting.

## **7. DIRECTORS**

### **7.01 Board of Directors**

The affairs of the Club shall be governed by a Board consisting of not less than 10 and no more than 12 members. The Board shall consist of a) 6 Officers; b) 3-5 Directors, and c) the Past Commodore. The Officers of the club shall be Commodore, Vice-Commodore, Rear Commodore-Sail, Rear Commodore-Power, Secretary, and Treasurer.

The Past Commodore serves as non-voting member of the Board.

### **7.02 Eligibility**

Any person is eligible to be elected and remain as Director of the Club who:

- a) Meets the eligibility requirements for membership in the Club set out in Article 4.
- b) Is otherwise legally competent to conduct business and conduct business under the laws of Canada and its provinces.
- c) Is a member in good standing as set out in Article 5.

### **7.03 Term of Office**

The Directors-at-large shall hold office for a term of three (3) years so long as they remain eligible under the terms of Article **7.02**. Terms of office shall be staggered so that one third of the terms expire each year.

The Officers shall hold office for a term of one (1) year so long as they remain eligible under the terms of Article **7.02**.

### **7.04 Election of Directors**

- a) The election of Directors and Officers shall take place at the Fall General Meeting, or any special General Meeting called for that purpose. Unless otherwise provided and duly noted, newly elected Directors and Officers shall take office at the conclusion of the Fall General Meeting, whereupon, all Directors and Officers then in office shall be entitled to act until their successors are appointed, notwithstanding any default in holding such meeting or electing Directors and Officers thereat.
- b) Directors shall be elected by a majority of the voting members in attendance personally or by authorized proxy at the fall general meeting of the Club.

### **7.05 Quorum**

A quorum of the Board shall consist of greater than fifty percent (50%) of the Directors and Officers of the Club entitled to vote.

## **7.06 Vacancies**

In the event that an officer position becomes vacant during an annual term, the board may elect a replacement(s) from its composition, as required to fill the vacancy so long as the minimum number of board members is maintained.

In the event that a minimum number of Board members cannot be maintained due to a vacancy, the position(s) shall be filled by nomination and election of a member at a special General Meeting called by the Board immediately upon the knowledge of such vacancy. The Board may continue to operate on Club's behalf until such election, provided a quorum exists. Should a quorum of the Board not exist in office, the remaining members of the Board shall forthwith call a General Meeting and elect Directors and Officers by ballot at said meeting.

## **7.07 Meetings**

- a) The Board may be called to meet at any convenient location at any reasonable time on forty-eight hours notice, provided all members were given at least forty-eight hours prior notice to the beginning of said meeting.
- b) Meetings of the Board may be held at any time without formal notice if all Directors and Officers are present, or if those absent signify in writing their consent to such meeting.
- c) A meeting of the Board shall be called, upon a request of any two Directors or Officers.
- d) The Commodore, or in his absence, the Vice-Commodore, shall preside as chairperson at all meetings of the Board. Otherwise, any Officer selected by a majority of the Directors and Officers at a meeting may exercise all the rights and powers of Commodore as Chairperson.
- e) Questions arising at any meeting shall be decided by a majority of votes, and in the case of an equality of votes, the Chairperson shall have the deciding vote.

## **7.08 Removal of a Director**

A Director shall automatically cease to hold office if:

- a) A resolution to that effect is passed by three-quarters of the Board or three-quarters of the members of the Club present at a General Meeting of the Club where due notice of the intent of such removal has been given.
- b) The director otherwise ceases to be eligible as a member under the terms of clause 7.02 of this by-law.
- c) The director fails to attend, or provide notice of his inability to attend, three (3) consecutive meetings of the Board

## **7.09 Conflict of Interest**

Where a director, either on his own behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a director, he:

- a) Shall disclose his interest fully at a meeting of the Directors in the manner prescribed by the Act (or other legislation under which the Club is incorporated);
- b) Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- c) Shall not in any way, whether before, after or during the meeting, influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the director, be deemed to be also the pecuniary interest of the director.

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

## **7.10 Remuneration of Directors**

The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his position.

## **8. POWERS OF THE BOARD**

### **8.01 General and Specific Powers**

The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law regarding charities and, without limiting the generality of the foregoing, shall have the following power in particular:

The Directors shall have the power to conduct the affairs of the Club and to decide questions of policy. The Directors shall make rules and regulations for the governance of the Club and its finances, property, membership, and affairs.

### **8.02 Director's Accountability**

The Board and individual directors represent the membership of the Club and are directly accountable to said membership. They also have a fiduciary duty to those who provide funds to the Club for the sound administration of the Club. In addition, they have a general duty of trust to those served by the Club and to the general public.

Every director of the Club shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interest of the Club, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

No individual director shall have any authority to act on behalf of the Board with respect to agents or employees of the Club except as provided in this by-law or by resolution of the Board. No individual director shall have any authority to act on behalf of this Club with respect to the transaction of the affairs of the Club except as provided in this by-law or by resolution of the Board.

The Board shall ensure that the Club operates on a positive cash flow basis, such that there is never a negative liquid asset balance.

## **9. BOARD MEMBERS AND DUTIES**

### **9.01 General**

The members of the Club shall annually, or as often as may be required, elect as Officers a Commodore, Vice-Commodore, Rear Commodore – Sail, Rear Commodore – Power, Secretary, and Treasurer from among its members.

### **9.02 Commodore**

The Commodore shall, when present, preside at all meetings of the Club and, along with the Board, generally oversee and supervise the governance of the Club including the signing of by-laws, special resolutions and other such documents requiring his signature and such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office. The Commodore shall be elected for a term of one (1) year and shall be eligible for re-election for consecutive terms.

### **9.03 Vice-Commodore**

The Vice-Commodore shall, in the absence of the Commodore, preside over meetings of the Club and of the Board and its Executive Committees and otherwise exercise all of the powers and duties of the Commodore. The Board, in the absence of the Commodore and Vice-Commodore may appoint from among its members, an Acting Chairperson.

The Vice-Commodore shall assist the Commodore in his duties; shall act as social ambassador for the Club; shall organize and co-ordinate the social functions of the Club.

### **9.04 Rear Commodore –Sail**

The Rear Commodore of Sail shall organize sail related activities; shall represent the Club on racing related matters; shall measure and record dimensions of the racing fleet; shall establish appropriate courses and arrange for coordinated race efforts; and shall recommend boats for award to the Commodore.

### **9.05 Rear Commodore – Power**

The Rear Commodore of Power shall organize power related activities; shall recommend boats for awards to the Commodore.

## **9.06 Secretary**

The Secretary shall be responsible for giving notices; keeping the corporate seal; keeping records of all meetings of the members, and the Board; signing of minutes;

The Secretary shall conduct correspondence for the Club; shall maintain a Club membership list; and such other duties as may from time to time be assigned by resolution of the Board.

## **9.07 Treasurer**

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board.

The Treasurer shall, under the direction of the Board, disburse the funds of the Club, taking proper vouchers therefore, shall render to the Board at regular meetings thereof, or whenever required, an account of all such present an account of all such transactions and the financial position of the Club; shall present a financial report to the Club membership at the Fall General Meeting.

## **9.08 Directors-at-Large**

There shall be three to five Directors-at-large of the Club who shall function in partnership with the Officers. Directors-at-large will attend Board meetings and have voting privileges thereat.

The responsibility of the Directors-at-large shall be to ensure the continuity of ideals and long range goals of the Club. They shall ensure all aspects of the Club's affairs are conducted with the best interest of the Club at heart and ensure the Club conducts its business in compliance with all applicable law.

## **10. INDEMNIFICATION**

Every director or officer of the Club and his executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Club, from and against:

a) All costs, charges and expenses whatsoever that the director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution, in good faith, of the duties of his office or in respect of any such liability;

b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default. The Club shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Club.

## **11. NOMINATING COMMITTEE**

### **11.01 Composition**

The Board shall appoint a nominating committee by the 15<sup>th</sup> of August of each year. This Committee shall consist of at least three (3) non Board members with the Past Commodore sitting as the Chair. The

duties of the Committee shall be to make known the upcoming election, and to report to the Board the names of those members nominated to run for office on or before the 30<sup>th</sup> of September.

## **11.02 Nominating Process**

11.02.01 The Nominating Committee shall make known the upcoming election; shall take into consideration candidates who adequately represent the constituency served by the Club and make recommendations with respect to any vacancies on the Board; and to report to the Board the names of those members nominated to run for office on or before the 30<sup>th</sup> of September.

11.02.02 Nominations for all positions on the Board shall be duly made by one member and seconded by another member. Any member may run for office, and any other two members may nominate and second the nomination.

11.02.03 The Nominating Committee, prior to the annual Fall General Meeting of the Club, shall:

- a) Fully explain to potential candidates their duties and responsibilities as directors;
- b) Obtain from each candidate a written consent to the nomination; and,
- c) Recommend a slate of candidates to be elected by the general membership

11.02.04 If, immediately, prior to the election, there are no nominations for any one or more positions on the Board, the Board shall formally nominate a member to stand for election. All such nominations shall be duly read to the members at the General Meeting prior to the election.

## **12. OTHER COMMITTEES**

The Board may, from time to time, by resolution, establish such other ad hoc committees with such duties and powers as it deems to be in the interests of the Club. Except as otherwise established in this by-law, each such committee shall be chaired by a Director, have the committee membership and terms of reference approved by resolution of the Board, shall consider such matters as are referred to it by the Board, shall keep records of its activities and recommendations, and, shall report to the Board at such intervals as required by the Board.

## **13. MEETINGS OF MEMBERS**

### **13.01 General Meetings**

There shall be at least two General Meetings of the Club in each year as follows:

#### **13.01.01 Fall General Meeting**

The Fall General Meeting of the Club shall be held on a day in the month of October or November to be named by the Commodore, at such time and place within the territorial jurisdiction of the Club as determined by the Board for the purpose of:

- a) Considering and approving the minutes of the previous Spring General Meeting and any special general meeting that may have been held since the last Spring General Meeting;
- b) Receiving and considering financial statements from the preceding Spring General Meeting;

- c) Receiving and considering such other reports and statements as are required by the Act (and other legislation);
- d) Electing members to the Board;
- e) Appointing an Auditor, approved by a vote of the members present, for the next fiscal year; in the event no one is willing or able to act as auditor, the Board shall propose a means to have the Clubs accounts audited, and this proposal shall be put forward to the members at the General Meeting for approval; and
- f) Transacting any other business properly brought before the meeting.

### **13.01.02 Spring General Meeting**

The Spring General Meeting of the Club shall be held on a day in the month of April or May, at such time and place within the territorial jurisdiction of the Club as determined by the Board for the purpose of:

- a) Presenting the upcoming summer's planned activities to the members; and
- b) To conduct any other business properly brought before the meeting.

### **13.02 Special General Meeting**

The Secretary shall call a special general meeting of the members at the request of the Board or upon receiving a written request signed by ten percent (10%) of the members and stipulating the purpose of such meeting. Such meeting shall be scheduled within thirty (30) days of receipt of the request at a date, time and place within the territorial jurisdiction of the Club as determined by the Commodore.

### **13.03 Notice and Agenda**

Notice for any meeting of members shall be given at least fifteen (15) days in advance of the date of the meeting and shall include the date, time, place, agenda and general nature of business to be transacted. Only business on the agenda or related thereto shall be transacted at such meeting unless:

- a) A notice of motion to place an item on the agenda shall have been delivered to the Secretary at least ten (10) days prior to such meeting; or
- b) Subject to the Act, the notice provision is waived by a majority vote of those present and entitled to vote at such meeting.

### **13.04 Additional Clauses re: Meetings of Members**

For all purposes a quorum for a General Meeting shall be thirty percent (30%) of the eligible voting membership. No business shall be transacted at any General Meeting unless a quorum is present at the scheduled commencement time of the meeting. If a quorum is not present within one-half (1/2) hour of the scheduled meeting commencement time, the meeting shall be cancelled and a new General Meeting called in no less than 28 days and no more than 35 days.

In the event that a quorum is not present at the subsequent meeting date, that meeting shall be held with those members in attendance for the purposes of business continuity with minutes of the meeting to be ratified at the next scheduled General Meeting.

Matters put to a membership vote shall be decided in favour of the majority by a show of hands, unless the majority of the members present or the Chairperson demands voting by ballot. The Chairperson shall cast the deciding vote in any equality of votes.

Only boating members in good standing shall be permitted to vote at any General Meeting.

#### **14. PROXY VOTING**

It is in the member's best interest to be physically present at any meeting in order to vote. In the event of a member's absence, absentee voting by proxy is allowed. Only upon request, proxy authorization forms will be provided to voting members by the Secretary.

#### **15. MISCONDUCT**

Every member joining the Club undertakes to comply with this By-Law and any rules and regulations of the Club. Any refusal or neglect to do so, or any conduct which in the opinion of the Board is either unworthy of a member or is otherwise injurious to the interests of the Club shall render a member liable to expulsion by the Board, provided that, prior to expulsion of a member, the Board have summoned the member for an explanation of the alleged conduct. If the member fails to appear, or having appeared, fails to adequately explain the alleged conduct, the Board may vote for expulsion of the member. A vote for expulsion of a member shall be by ballot and shall only be carried if not less than three quarters (3/4) of the members of the Board present vote in favour of the expulsion.

#### **16. ADJOURNMENTS**

##### **16.01 Notice**

Any meeting may be adjourned, prior to the completion of the agenda, upon the request of a majority of voting members present.

Further notice of any adjourned meeting of the Board and its committees or the annual meeting of the Club is not necessary if the date, time and place of such adjourned meeting has been announced at the meeting which was adjourned and if this has been properly recorded in the minutes of that meeting.

##### **16.02 Transaction of Business**

Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place.

#### **17. ERRORS OR OMISSIONS IN NOTICE**

An accidental error or omission in giving notice of any meeting required by this by-law or the non-receipt of such notice by any director or by the auditor or any error in any notice not affecting its substance shall not invalidate such meeting or void the proceedings and decisions of that meeting. Any director, member or the auditor of the Club may waive notice of any such meeting and may ratify and approve of any or all proceedings taken at such meeting.

**18. DISSOLUTION OF THE CLUB**

In the event of the dissolution or winding-up of the club, any remaining assets after the payment and satisfaction of the liabilities of the club shall be distributed to one or more charitable organizations operating in Canada.

**19. AMENDMENT OF BY-LAWS**

The By-Law of the Club not embodied in the Letters Patent may be repealed or amended by by-law enactment by unanimous consent of each and every Director of the Club signified in writing and shall hold force and effect until it is sanctioned by an affirmative vote of a least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law. If such by-law enactment is not so sanctioned it shall cease to hold force and effect immediately the resolution proposing such amendment is defeated.