

Burlington Boating and Sailing Club

By-Laws

Incorporated 1975

AS AMENDED FEBRUARY 20, 2019

By-Law No.1 being a by-law relating generally to the transaction of the business and operations of

Burlington Sailing and Boating Club

Burlington, Ontario, Canada

By-law incorporated 1975

General

1. Objects

The objects of the Club shall be to promote the sport and recreation of boating, including the racing, cruising and pleasure sailing of sailboats and powerboats, and to develop seamanship and friendship among members.

2. Head Office

The Head Office of the Corporation shall be in the City of Burlington, 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. Classes of Membership

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

(a) – Honourary Members, (b) – Senior Members, (c) – Student Members, (d) – Out-of-Town Members, (e) – Junior Members, (f) – Associate (g) Intermediate Members (h) Lifetime Members

4A. Honourary Members

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

4B. Senior Members

There shall be eligible as a Senior Member any person of eighteen years of age and over, who is:

(a) a boat owner; a “boat” being defined for the purposes hereof as any power or wind propelled watercraft; or,

(b) a bonafide crew member: eligibility in this category shall be determined by the Board of Directors, or

(c) A person who has completed two years of Intermediate membership.

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

Under special circumstances (e.g. financial hardship) the Board may reduce the membership fee of a Senior Member in good standing for a term that shall automatically expire on the 31st day of December of the year of appointment. The fee is set at the discretion of the Board. Application for this category shall be made in writing to the Board of Directors for their consideration and approval.

4C. Student Members

There shall be eligible as a Student Member any person who:

(a) is between the ages of 18 and 26 years, inclusively; and

(b) is in full-time attendance at a recognized school or university; and

(c) does not have full-time, year round employment income; and

(d) is a boat owner, or (e) is a bona fide crew member of a Senior or Intermediate Member of the Club. This classification of membership applies to the student member only and has no benefits of privilege or usage of Club facilities for that member or that member’s family. A Student member will be allowed to apply for dry sail space as permitted in compound guidelines.

A person shall cease to be a Student Member upon the 31st day of December of the year in which such person ceases to meet the eligibility herein above referred to.

Subject to this provision, and to the other provisions of the by-laws and of the regulations of the Club, once admitted as a Student Member a person shall be entitled to retain such status from year to year thereafter.

4D. Out-Of-Town Members

There shall be eligible as an Out-of-Town Member, any person of 18 years of age and over who:

(a) either has been a senior member in the Club and upon lapse of the senior membership was not under suspension nor 2 expulsion, or is a bona fide member of another yacht club; and

(c) resides outside a radius of One Hundred Kilometres (100 Km.) from the principal Club premises within the City of Burlington, Ontario, Canada.

A person shall cease to be an Out-of-Town Member upon the 31st day of December of the year in which such person ceases to meet the eligibility requirements hereinafter referred to. Subject to this provision, and to the other provisions of the by-laws and of the regulations of the Club, once admitted as an Out-of-Town Member a person shall be entitled to retain such status from year to year thereafter.

4E. Junior Members

There shall be eligible as a Junior Member, any person who is between the ages of 6 to 17 inclusive, and,

(a) is a trainee in the Junior Sailing Program sponsored by the Club, or

(b) an immediate family member of a Senior or Intermediate Member of the Club. This classification of membership applies to the junior member only and has no benefits of privilege or usage of club facilities for that member or that member’s family.

A Junior Member will be allowed to apply for dry sail space as permitted in compound guidelines. A person shall cease to be a Junior Member upon the 31st day of December of the year in which such person ceases to meet the eligibility requirements hereinafter referred to. Subject to this provision, and to the other provisions of the by-laws and of the regulations of the Club, once admitted as a Junior Member a person shall be entitled to retain such status from year to year thereafter.

4F Associate Members

An Associate Member will have the right to take part in any Club events and receive the newsletter, Underway, but will not have voting or boating rights. The annual membership for this class of membership will be 50% of the Senior Membership fee.

An Associate Member will not have a boat in Lake Ontario.

4G Intermediate Members

An Intermediate Member would have no boat but would participate in programs where the Club provided the boat (i.e. at the moment the Shark but not necessarily limited to that class) and for the first two years would be charged half the senior membership fee, half the initiation fee and half the volunteer hour requirement of a Senior member in addition to any costs or hours specific to the program. In the 3rd year of participation in the program, they will become full senior members paying senior member dues and working senior member volunteer hours, in addition to the fees and hours required by the program.

4H Lifetime Members

A Lifetime Member status will be confirmed on an individual by a balloted 80% majority of those present at a membership meeting called for that purpose. This membership category will have all the rights and privileges of a senior member but will not need to pay yearly membership dues nor participate in the volunteer program.

4I Social Members

A Social Membership may be offered to former Senior Members who no longer own a boat. Individuals who act as crew on a Senior Member's boat may apply for Social Membership. Social Members are encouraged to participate in programs and serve on various Club committees, receive the newsletter, Underway, but will not have voting or boating rights including the right to reciprocal privileges at other yacht clubs. Social Members are not required to serve a set number of volunteer hours. The annual fee for Social Membership shall be set at one quarter of the annual Senior Membership Fee, or at the discretion of the Board of Directors annually.

5. Limitation of Membership

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

6. Application for Membership

An application for membership as a Senior Member, Student Member, Out of Town Member or Junior Member shall be:

- (a) in such form as the Directors may from time to time specify;
- (b) proposed by one Senior Member and seconded by another Senior Member, both of whom shall be in good standing;
- (c) accompanied by the required initiation and/or membership fee; and

- (d) addressed to the Secretary of the Club who, without delay and at least seven days prior to its submission to the Directors, shall either cause the application to be posted on the notice board in the Club premises or in some other way make a reasonable attempt to notify all Senior Members of the names and addresses of the applicants and the names of the proposers and seconders. Such posting or other notification of application shall include the date of the meeting at which the Board of Directors intends to consider the application.

7. Admission by the Board

The Directors at duly constituted meetings of the Board shall consider applications and any submissions by Senior Members concerning such applications. No person shall be barred from membership for any reason that contravenes the Human Rights Code of the Province of Ontario. The acceptance of applications will be decided upon by a majority vote of the Board of Directors in office. The applicant will be promptly informed of the Board's decision.

In the event of a rejection, the applicant shall be promptly notified in writing by the corporation secretary of the reason for this rejection. The applicant shall be given 15 days notice to appeal the board's decision. The notification may be electronic (email) or posted to the address provided by the applicant. The rejected applicant shall be given an opportunity to meet with the board and appeal, either orally or in writing. The substance of any objections made under bylaw section 8 shall be shared with the applicant. The applicant may bring an advocate and any witnesses to this meeting.

If the Board rejects an application, the applicant shall again become eligible to apply for membership after the expiry of one year from the date of such rejection.

8. Submissions of Senior Members

At any meeting at which the Board is considering an application for membership, any Senior Member may submit objections or other recommendations pertinent to the acceptance or rejection of the application. Such submissions may be in writing or in person and, if desired, may be made in private before the Board.

9. Membership not Transferable

Membership in the Club shall not be assignable or transferable, except in the following circumstances:

When a Senior Member either,

(a) takes up residence outside of the regional municipalities of Halton or Hamilton

Wentworth, Ontario, Canada, or

(b) dies. The Senior Membership of that Member may, upon written application to the Board of Directors, be transferred to the member's spouse, son or daughter. The acceptance of such application shall be governed by Section 7 of this By-Law.

Fees, Dues, Assessments and Other Accounts

10. Determination of Fees, Dues, Assessments, Etc.

(a) The initiation, annual and other dues, fees and assessments payable by the members shall be in such amounts as are determined by the Board of Directors from time to time, except that before imposition of any increase in such fees, dues or assessments which is greater than 50% of

such fee, due or assessment established in the previous year, such increase must be approved by the Senior Members at an Annual or General Meeting.

(b) The Board shall also from time to time fix the prices and rates to be charged for 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.

(c) A former Senior Member of the Club who, following the lapse of that senior membership, has in the following membership year acquired and subsequently retained an Out-of-Town membership in the Club on a continuous year to year basis shall not be required to pay an initiation fee upon application and re-acceptance to senior membership.

(d) Upon application and acceptance to senior membership, the initiation fee applicable to a Junior Member or a Senior Member who has retained a junior and/or student membership in the Club on a continuous year-to-year basis shall be the senior membership initiation fee in effect at the beginning of the aforesaid continuous membership.

(e) Upon application and acceptance to senior membership, the initiation fee shall be waived for the spouse of a Senior Member in good standing.

(f) Upon re-application and re-acceptance to senior membership, the initiation fee of a past senior member can be waved by an affirmative vote of at least 80% of the Directors present at a duly constituted meeting of the Board.

(g) Except as described in Section 10 (c), (d), and (e) above, all dues, fees and assessments established by the Board of Directors and payable by any class of member as described in Sections 4A through 4G shall be applicable to all members of that class.

11. Payment

The annual membership renewal fees of Senior and other Members shall be due and payable on January 1st in each year. Other fees, dues and assessments, and other accounts, shall be payable at such time or times as the Board of Directors may determine.

12. 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, the same shall be applied in the first instance toward 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.

13. 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 in good standing, 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 Club in respect of any and all unpaid fees, dues, assessments and other monies due and payable prior to the effective date upon which such person ceases to be a Member or of his/her suspension. During the entire period of his/her suspension, a suspended Member shall remain liable for the payment to the Club of any and all fees, dues and assessments and other monies, which become due and payable during the said period.

14. Payment of Fees and Debts on Reinstatement

Any person who ceases to be a Member for any cause whatever, shall be entitled to re-apply for membership by following the application procedure applicable to new Members, including the payment of the initiation and other fees, as required, provided that, at the time, of such application, such applicant has also fully paid any arrears owing by him/her to the Club.

15. Member's Responsibilities for Spouse, Children and Guests

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

Members' Rights and Privileges

16. Voting Rights

The only Members of the Club who shall be entitled to receive notice of the meetings of the Club, whether annual meetings, special general meetings or other general meetings, and to attend the same and to vote thereat shall be the Senior Members in good standing of the Club. Without prejudice to the enforcement of any other restrictions provided for in this by-law, a Senior Member shall not be entitled to attend any meeting of the Senior Members or to cast a ballot at any advance poll if, at the time of such meeting or poll, he/she is in arrears more than 90 days in the payment of any fees, dues, assessments or other monies due by him/her to the Club.

17. Club Privileges

Senior and Intermediate Members shall be entitled to enjoy all the privileges and facilities of the Club, provided, however, that the Junior Members and Student Members shall be entitled to attend the social activities of the Club by invitation only. The spouse and the dependent children of any Senior or Intermediate Member shall, with the consent of the Member, also be entitled to enjoy all the privileges and facilities of the Club, but subject always to any limitations imposed by the by-laws, rules or regulations of the Club.

18. Guests

Senior and Intermediate Members shall be entitled to sponsor guests. Unless otherwise advised by a Member, the spouse and the dependent children of 18 years of age 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. The board of Directors may from time to time determine the frequency on which any one guest may be sponsored in the course of a calendar year.

19. Members of Other Yacht Clubs

Any Member in good standing of a recognized yacht club, on being introduced by a Senior Member of the Club to the Commodore or, in his/her absence, to the Vice Commodore or on visiting the Club pursuant to an invitation issued by the Board to other recognized yacht clubs, may be admitted by the Commodore, or as the case may be, by the Vice Commodore as a privileged guest of the Club. Any person so admitted, if 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.

Resignations and Disciplinary Measures

20. Resignations

Any Member may at any time by resignation in writing addressed to the Secretary of the Club resign as a Member of the Club. The effective date of such resignation shall be that on which it is delivered by hand to the Secretary personally or two days after the postmark date, if delivered by mail. A Member may also resign verbally, with immediate effect, at any duly constituted meeting of the Members.

21. Suspension for Non Payment of Monies Due

Any Member who fails to pay any fees (other than his/her annual membership renewal fees), dues, assessments or other monies due by him/her to the Club within 60 days of the date of the original statement of account or within seven days of the mailing to him/her of a reminder as to such arrears, shall, on the later of the said two dates, be automatically suspended from membership until his/her indebtedness to the Club is paid in full. Notice of such suspension shall be posted on the Club's bulletin board. The affidavit of the treasurer or of the Secretary shall serve as conclusive evidence of the mailing of such reminder.

22. 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 that purpose, may suspend from membership in the Club for a period not in excess of three months any Member who is found guilty of wilful and persistent breach of the by-laws, rules and/or regulations of the Club or is found guilty of conduct, in the Club, or at 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 sent electronically or mailed when necessary, 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 without delay shall 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.

23. 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/her voting and other rights, if any, or to enjoy any of 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.

24. 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 the dependent children of a member, or any guest, for disorderly conduct or other wilful and persistent breach of the by-laws, rules or regulations of the Club.

25. Expulsion for Non Payment of Annual Fees

Any member who fails to pay his/her annual membership renewal fees by March 31st shall, on March 31st or within seven days of the mailing to him/her of a reminder as to such arrears, whichever is the later date, be automatically expelled from membership and thereupon cease to be a member of the Club. The affidavit of the Treasurer or of the Secretary of the Club shall serve as conclusive evidence of the mailing of such reminder.

26. Expulsion for Non Payment of Other Monies Due

Any member who fails to pay any other fees, dues, assessments or other monies due by him/her to the Club within ninety days of the date of the original statement to him/her of a reminder as to such arrears, shall, on the later to occur of the said two dates, automatically be expelled from membership and thereupon cease to be a member of the Club. The affidavit of the Treasurer or Secretary shall serve as conclusive evidence of the mailing of such reminder.

27. Expulsion for Misconduct

Any member who, having been suspended from membership under the provisions of Section 26 of the bylaw and subsequently reinstated to membership, persists in refusing to conform to the by-laws, rules and/or regulations of the Club and in acting in a manner prejudicial to the character, reputation and interests of the Club, whether in the Club or on any other place, shall be subject to expulsion from membership. Such expulsion shall require the affirmative vote of at least 80% of the Directors present at a meeting of the Board duly called for that purpose. At least one week's notice of such meeting shall be sent electronically or mailed when necessary, to the member in question at his/her last known address and will be posted on the notice board in the Club premises. At any such meeting of the Board, the said member and/or any Senior Member may submit objections or other recommendations pertinent to the proposed expulsion. Such submissions may be in writing or in person and, if desired, may be made in private before the Board.

Meeting of Senior Members

28. Annual Meetings

The annual meeting of the Senior Members 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 Club and the auditor's report thereon;
- (c) Electing the Directors and Executive Officers;
- (d) Appointing the auditors;
- (e) Transacting such other business as may properly be brought before the meeting.

29. Special General Meetings

A special general meeting of the Senior Members shall be held at such place and at such time during the first three months of each calendar year as the Board may determine, for the purposes of:

- (a) Receiving the Executive Officers' reports on projects and planned activities for the ensuing year;
- (b) Presentation and approval of the operating budget for the current year by a simple majority of eligible members present.
- (c) Presentation and approval of the current year's capital budget by a two-thirds majority of eligible members present.
- (d) Presentation of the Ten Year Capital Forecast showing Capital Reserve balances for each year
- (e) Transacting such other or further business as may be properly brought before the meeting.

30. Other General Meetings Called by the Board or Officers

General meetings of the Senior 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 of any two other Directors;
- For the transaction of any business, the general nature of such shall be specified in the notice calling for the meeting. No other business other than that specified in the notice of meeting shall be transacted at such meeting.

31. General Meetings at Request of Members

The Directors shall, upon requisition signed by not less than the greater of ten or one tenth of the Senior Members in good standing, call a general meeting of the Senior 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 Club. 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 of the requisition.

32. Notice of Meetings

Notice of meetings of Members specifying the place, day, hour and purpose of such meetings shall be sent electronically or mailed when necessary, to all Senior Members in good standing at their last known address as registered in the books of the Club at least ten days before the date of the meeting. The accidental omission to send any notice to any Senior Member 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 pursuant to such notice.

33. Quorum

The lesser of *twenty* or one-quarter of the Senior Members in good standing duly present shall constitute a quorum at any meeting of the Senior members.

34. Chairperson

All meetings of the Senior Members shall be presided by the Commodore and, in his/her absence, by the Vice Commodore. In the absence of both the commodore and the Vice Commodore, the Senior Members present shall choose one of their numbers to be chair of the meeting.

35. Scrutineers

At each meeting of the Senior Members, a scrutineer or scrutineers shall be appointed by the chairman to serve at the meeting.

It shall be the function of such scrutineer or scrutineers to admit and register the Senior Members in good standing prior to the commencement of the 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.

36. Voting

(a) Senior Members in good standing shall be the only voting members of the Club and each such member present in person or by proxy to spouse at any meeting of Senior Members shall be entitled to cast one vote on any motion submitted to the meeting.

(b) Notwithstanding the foregoing, a Senior Member's spouse who is a Director also shall be entitled to attend any meeting of Senior Members and to cast one vote on any motion submitted to the meeting.

(c) At all Meetings of Senior Members, every question shall, unless otherwise required by the law or by the by-laws of the Club, be decided by a majority of the votes cast on the question. In the event of a deadlock, the chair of the meeting shall have a second or casting vote.

(d) At any meeting of the Senior Members, unless a poll is demanded, a declaration by the chair 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 or against the motion.

(e) If a poll is demanded, the chair 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.

37. Adjournments

The chair 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 Senior Members specifying the new business.

Directors

38. Board of Directors

A Board of Directors of not less than five (5) and not more than fifteen (15) Directors or not more than sixteen (16) when the immediate Past Commodore's position is occupied, shall manage the affairs of the Club. The Board of Directors shall have full power and authority to administer the business of the Club and to exercise all such powers and to do all such acts and things as may be lawfully exercised or done by the Club, except such powers, acts and things which by the bylaws or by the law are expressly directed or required to be exercised by the Club at a meeting of Senior Members.

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

39. 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 in good standing of the Club or is the spouse of such Senior Member.

40. "Ex Officio" Directors

The immediate Past Commodore, the Commodore, the Vice Commodore, the Treasurer, the Secretary and, whenever elected, any or all of the other executive Officers listed in Section 57 of the by-law, shall become "ex officio" Directors of the Club.

41. Election of Directors

In addition to the "ex officio" Directors mentioned in Section 45 of this by-law, the Senior Members shall elect such a number of Directors as may be required to constitute a full Board of five to fifteen (or sixteen) Directors. The election of such Directors shall take place by ballot at the Annual General Meeting of the Senior Members.

42. Term of Office

Directors, whether "ex officio" or elected, shall hold office for one year or until election of their successors.

Retiring Directors shall be eligible for re-election, if qualified. The Past Commodore shall qualify for the related "ex officio" Directorship, only for the year immediately following his/her retirement from the position of Commodore.

43. Vacancies

Vacancies in the Board of Directors may be filled for the remainder of its term of office, either by the Senior Members at a general meeting of the Senior Members called for the purpose or, if occurring from any cause except removal from office by the Senior Members, by the remaining Directors, if constituting a quorum; otherwise such vacancies shall be filled at the next annual

meeting of the Senior 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 authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

44. Vacation of Office

The office of a Director of the Club 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 offence;
- (d) If he/she ceases to occupy the office of an Executive Officer whereby he became an “ex officio” Director of the Club; or
- (e) If, by notice in writing to the Secretary, he/she resigns his/her office as Director.

45. 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 called for the purpose, by the vote of at least two-thirds of the members present at such meeting. In any case a Director shall be removed from office as authorized by this Section, 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.

46. Remuneration

The Directors of the Club shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

47. Interests in Contracts

Notwithstanding the foregoing, no Director shall be disqualified from his/her office by contracting with the Club nor shall any contract or arrangement entered into by or on behalf of the Club with any Director or in which any Director is in any way interested be liable to be voided nor shall any Director so contracting or being so interested be liable to account to the Club for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary capacity thereby established.

48. Declaration of Interest

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

Meetings of the Board of Directors

49. 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 meetings when directed or authorized by the said Officers or by the said Directors.

50. 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, date 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.

51. Notice of Meetings

Notice of all Directors' Meetings, other than regular meetings of the Board, shall be delivered personally and/or mailed and/or e-mailed to each Director not less than three days before which the meeting is to be held, at the Director's last known address as recorded in the books of the Club, 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 meeting of the Board held pursuant to such notice or otherwise founded thereon.

52. Quorum

One half of the total number of Directors shall constitute a quorum at all meetings of the Board.

53. 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 shall appoint a chairman of the meeting from among those present.

54. Voting

Unless the by-laws or the law otherwise require, questions arising at any meeting of 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 chairman of the meeting shall have a second or casting vote.

55. Adoption of Resolutions Without Meetings

Any by-law, resolution or decision signed by all the Directors at any time shall be as 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.

56. Validity of Acts of Director or Directors

No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective 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

57. Offices

The Executive and the Flag Officers of the Club shall be:

The Commodore, The Vice Commodore, The Rear Commodore of Boating, The Rear Commodore Infrastructure, The Rear Commodore of Sail Training, The Secretary, The Treasurer, The Immediate Past Commodore.

58. 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 and throughout his/her term of office, a Senior Member in good standing of the Club or is the spouse of such Senior Member.

59. Elections and Term of Office

The Executive Officers of the Club shall be elected annually by ballot at the annual meeting of Senior Members and shall immediately take office for the term of one year or until the election of their successors. The retiring Executive Officers shall be eligible for re-election, if qualified.

60. Nominating Committee

For the purpose of dealing with the nomination of candidates for the election of the eight Executive Officers mentioned in Section 57, the Board of Directors shall each year appoint, on or before August 31st, a Nominating Committee composed of four Senior Members in good standing, the chairman of which shall be designated by the Board.

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 Section 57. With a view to obtaining as wide a slate of candidates as possible, the Nominating Committee, in addition to its own personal and direct endeavours in this regard, shall, on or before September 30th, send to each Senior member in good standing a request in such form as the Board may prescribe, for nomination of candidates for the election of Executive Officers. These nominations by the Senior Members shall be sent electronically or mailed when necessary, back to the Nominating Committee, at the head office of the Club, postmarked not later than October 30th.

Nominations of candidates, whether obtained directly by the Nominating Committee or received by Senior 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 sent electronically or mailed when necessary, to all Senior Members with the notice calling for the Annual Meeting. Nothing in this section shall be deemed to prohibit nominations from the floor at the time of the Annual Meeting.

61. Advance Poll

Not more than seven days prior to the holding of the Annual meeting, on a date at which time and place to be determined by the Board and which shall be specified in the notice calling such meeting, there shall be held an advance poll at which Senior members, who are in good standing and are not in arrears with respect to the payment of any monies owing by them to the Club, shall be entitled to cast their ballot for the election of the Executive Officers named as candidates in the list of nominees sent electronically or mailed when necessary, to them. A member having cast his/her ballot at such advance poll shall not be entitled to vote for the election of Executive Officers at the Annual Meeting, unless he/she has withdrawn such ballot prior to the taking of the vote. Unless withdrawn as aforesaid, such advance ballot shall be considered as having been cast at the Annual Meeting.

62. 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 Club namely:

Section 44 "Vacation of Office", (a), (b), (c) and (d);

Section 45 "Removal From Office";

Section 46 "Remuneration";

Section 47 "Interests in Contracts" and

Section 48 "Declaration of Interest" shall apply "mutatis mutandis" to the Executive Officers of the Club.

63. Vacancies

Vacancies among the Executive Officers may be filled for the remainder of the term, either by the Senior Members at a General Meeting of the Senior members called for the purpose, or if occurring from any cause other than removal from office by the Senior Members, by the Board of Directors, if constituting a quorum; otherwise such vacancies shall be filled at the next Annual Meeting of the Senior members at which the Executive Officers are elected.

Powers and Duties of Executive Officers

64. 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 Club and shall have such further 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 Club shall report to the Commodore. The Commodore shall sign all contracts, documents and instruments requiring his/her signature. The Commodore shall be "ex officio" President of the Corporation.

65. Vice Commodore

The Vice Commodore shall perform the duties and exercise the powers of the Commodore in the absence of ability to act of the latter. The Vice Commodore shall also be responsible for promoting membership in the Club and for membership activities generally, and he/she shall have general charge of publicity for the Club's activities and functions. He/she shall present a report of the promotional and publicity activities and achievements to the Board of Directors, to the Annual General Meeting and to the Special General Meeting of Senior Members. He/she shall

also have such further powers and duties as the Board of Directors or Commodore may assign to him/her from time to time by the Commodore. The Vice Commodore shall be “ex officio” Vice President of the Corporation.

66. Rear Commodore of Boating

The Rear Commodore of Boating shall be responsible to manage and be knowledgeable of all boating related activities including those planned and managed by the Racing Program Manager, the Power Program Manager, the Cruising program manager, the Dry Sail Program Manager and the Shark Sailing Program Manager.

67. Rear Commodore of Infrastructure

The Rear Commodore of Infrastructure shall be responsible to manage and be knowledgeable of the activities planned and managed by the Facilities Program Manager, the Equipment Program Manager and the Clubhouse Program Manager.

68. Rear Commodore of Sail Training

The Rear Commodore of Sail 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 other property of the Club pertaining to 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 General Meeting and to the Special General Meeting of the Senior Members. He/she shall enforce the observance of the Training regulations generally and have such further powers and duties as may be assigned to him/her from time to time by the Commodore or the Board of Directors.

69. Secretary

The Secretary shall have the following duties:

- (a) When present, act as Secretary of all meetings of the Directors and of the Senior 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 Senior or other Members in accordance with the provisions of the by-laws of the Club 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 Club has been appointed for the purpose;
- (e) 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, records and registers as may be required under the provisions of Section 330 of the Corporations Act;
- (f) File with government authorities all required reports and returns except when some other Officer or agent of the Club has been appointed for the purpose;
- (g) Affix the Corporate seal to such documents and instruments, which require the 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.

70. Treasurer

The Treasurer shall have the following duties:

- (a) Keep full and accurate books of account in which shall be recorded all receipts and disbursement of the Club;
- (b) Bill and receive all fees, dues, assessments and other accounts and monies owing and paid to the Club, maintain care and custody of all funds, securities, evidences of indebtedness and other valuable documents of the Club and deposit the same in the name and to the credit of the Club in such bank or banks or other depository as may be designated by the Board of Directors;
- (c) Control the purchasing functions of the Club, and audit and discharge all liabilities of the Club in accordance with applicable or contracted terms of payment;
- (d) Control all assets and inventories of the Club;
- (e) Maintain an up-to-date credit roll of all members of the Club and regularly inform the Board of the identity and extent of debt of any member in arrears with respect to any monies due by him/her to the Club;
- (f) Render to the Board of Directors at the meetings thereof, to the Commodore whenever required by the latter and to the Annual General Meeting and the Special General Meeting of Senior Members, an accounting of his/her transactions as Treasurer and of the financial position of the Club;
- (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 Club, such bond for the faithful performance of his/her duties as the Board of Directors may require, provided 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 Club 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.

71. Deleted

Note:

(This section pertained to the Powers and Duties of the Membership and Publicity Director and was deleted from the by-laws by resolution passed by the Senior Members at the Special General Meeting held March 19, 1981.)

72. Appointment of Other Officers

The Board of Directors may, annually or from time to time as required, appoint and/or remove other Officers such as an Assistant Secretary and/or Assistant Treasurer 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 the Board or from among the Senior Members in good standing of the Club, and shall serve without remuneration but subject to reimbursement for all expenses justifiably incurred in the course of the Club's business.

73. Employees

The Board of Directors may from time to time employ and hire persons as employees 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.

74. Variation of Duties of Officers and Employees

From time to time the Board of Directors may vary, add to or limit the powers, duties or line of responsibility of any Officer, Program Manager or employee whether elected or appointed.

75. Limitation of Liability

No Director or Officer 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 for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any 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 wilful neglect or default, provided that nothing herein shall relieve any Director or Officer of any liability imposed upon him/her by law.

76. Indemnity

Subject to the limitations imposed by the law, every Director and every Officer of the Corporation and every other person who has undertaken 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 all costs, charges and expenses that he/she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of anything done or permitted by him/her in respect of the execution of the duties of his/her office; and

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

Committees

77. Standing Committees

The following committees, which shall be known as Standing Committees, shall be constituted yearly to assist the Directors and Officers in carrying out the affairs of the Club and shall perform the following duties, namely:

(a) 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.

(b) 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 activities of the Power Division of the Club, and promote the power boating activities and interests of the Club.

(c) The Sail Training Committee, the chairman of which shall “ex officio” be the Rear Commodore of Sail Training, shall, under the control and supervision of the latter, plan, organize and conduct all activities of the Junior and Adult Training Divisions of the Club, and promote the training activities and interests of the Club.

(d) The Committee of Past Commodores, the chairman of which normally shall be the immediate Past Commodore but may be selected from its other members by majority vote of the Committee, shall consist of all Past Commodores of the Club who are Members in good standing; shall advise and, if requested by him/her, assist the Commodore in his/her Club duties; shall from time to time when deemed appropriate, advise and remind the Directors and/or the Club Members of the historical and traditional objects and goals of the Club; shall determine, permanently record, and advise the Commodore of the recipients of the “perpetual” Awards, Prizes and Trophies which are awarded annually by the Club to its Members; and shall act as good-will ambassador for the Club and otherwise promote the Club’s reputation.

78. 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 chairmen thereof.

79. Composition of Committees

Except for the Committee of Past Commodores, and unless the Board of Directors specifically determines the identity and the number of persons who shall compose any Committee, the chair thereof shall be free to select the members of his/her Committee from among any qualified persons of his choice.

80. Qualification for Committee Membership

Unless otherwise authorized by resolution of the Board, and except for the Committee of Past Commodores, the Chairs of the Committees shall select the members thereof only from among Senior Members, Junior Members and Student Members in good standing of the Club, or from among the spouses and dependent children aged 18 years and over of any such Members.

The Directors, if they deem it useful or expedient, may appoint, or authorize the selection of Committee members, including (except in the case of the “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 the Committee.

81. Term of Office

Upon becoming “ex officio” chairman of a Standing Committee 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 Annual General Meeting of Senior Members unless, in the case of Committees other than Standing Committees, the Board has prescribed a shorter term of office.

82. Quorums 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 transaction 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 meetings of a Committee shall be decided by a majority of votes and, in the case of a deadlock, the chair shall have the second or casting vote.

83. Authority of the Board over Committees

All projects, 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 an “ex officio” chair thereof, except for members of the Committee of Past Commodores. From time to time the Board may vary, add to or limit the powers and duties of any Committee, except for the advisory duties of the Committee of Past Commodores as detailed in Section 77 (d). No group comprising members of the Club and/or the spouses or dependents of said members shall have any right of authority to constitute and form any Committee, sub-committee, or other association of, or within the Club, by whatever name the same shall 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.

Accountant

84. Appointment and Remuneration

An accountant of the Corporation shall be appointed each year at the Annual General Meeting of the Corporation for the purpose of compiling financial statements from the accounts of the Corporation.

A copy of the financial statement as prepared by the accountant, together with the latter’s report thereon, shall be made available to all Senior Members attending the Annual General Meeting.

The accountant shall not be a Director or Officer of the Corporation. The Board of Directors shall fix the remuneration of the accountant.

84A. Attendance at Meetings

The accountant of the Corporation shall be entitled to attend any meeting of the Senior Members and to receive all notices and other communications relating to any such meeting that any Senior Member is entitled to receive and to be heard at any such meeting that he/she attends on any part of the business of the meeting which concerns him/her as an accountant. Execution of Contracts and Documents.

85. Signing Authority

The Commodore or the Vice Commodore together with the Secretary or the Treasurer may sign contracts and documents requiring the signature of the Corporation and all contracts and documents so signed shall be binding upon the Corporation without any further authorization of formality. The Board of Directors shall have the power from time to time to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts or to sign specific contracts or 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.

86. A Disposal of Assets

(a) A decision to dispose of a fixed asset and/or property of the Club may be made by the Senior Members or by the Board of Directors in accordance with Section 41 or Section 59 respectively.

(b) Following such decision, the Board of Directors shall place an advertisement in "Underway" fully describing the fixed asset and/or property and inviting the submission of offers.

(c) The Board shall assign one of the Directors and request two volunteers from the Senior Members to form a Committee of three, to assess the value of the fixed asset and/or property to be disposed of and to scrutinize the offers received. Such request for volunteers may be made through announcement in "Underway" or directly, at the meeting of the Senior Members at which the decision is made to dispose of the asset and/or property. If fewer than two Senior Members volunteer, the Board will assign additional Directors as required to form a Committee of three.

(d) If the Committee is not satisfied with the offers submitted it may dispose of the fixed asset and/or property through other methods such as advertising in the news media or calling for public tender or employing a broker, but no more than 10% of the assessed value may be spent for advertising and/or brokerage. The Committee may not, however, dispose of the asset and/or property for less than the highest offer submitted.

(e) If two or more offers are received that are deemed by the Committee to be of equal value, a Senior Member in good standing shall be given preference over a non-member. If two such offers are from Senior Members in good standing, the time of mailing and/or receipt of the offers shall be the determining factor.

Financial

87. Fiscal Year

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

88. 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 the Commodore or the Vice Commodore or the Treasurer or Secretary if under \$3000. Over \$3000, two of the three signing officers are required to sign.

89. Control of Income and Other Receipts

All monies 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

90. Constitution

To provide for future capital expenditures of the Club, the Board of Directors shall maintain a Capital Reserve.

91. Funding

The Board of Directors will maintain a ten-year forecast that will be updated and presented to the membership each year. The minimum value of the Capital Reserve at the end of ten years must be maintained at an inflated adjusted cash balance of \$60,000 (2004 year value), unless otherwise determined by the membership. This forecast determines the minimum equal Capital Allowance required as a line item for the Operating Budget.

92. Investment of Fund Monies

At a minimum, the Capital Reserve is replenished each year by the Capital Allowance which is to be included as a line item in the Operating Budget.

93. Reporting

The Treasurer shall report regularly to the Board of Directors on the status of the Capital Reserve. The Ten Year Capital Forecast showing Capital Reserve balances for each year will be presented to the membership at the annual Special General Meeting. The annual financial statements presented to the membership will clearly show changes and status of the fund.

Approval of Disbursements and Expenditures

94. Disbursements from Capital Reserve

The Capital Reserve is only to be used for Capital Expenditures.

95. Other Disbursements

No disbursements or expenditures, other than those that relate to the payment of normal and recurring 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 is less than \$150.00;
- (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 \$150.00 or more, but not in excess of \$300.00;
- (c) The Board of Directors, when the amount involved is in excess of \$300.00;
- (d) The Senior Members, at a General Meeting of the Senior Members duly called for the purpose, when the amount involved is in excess of \$5,000.00.

Members' Covenants

96. Non-Liability of Club and its 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, children and/or guests shall be at the entire risk of the latter. 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, children or guests of the latter, 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, 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 whatever. 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 such 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.

97. 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 by 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.

98. Members' Duty to Report Change of Address

It shall be incumbent upon each member promptly to inform the Secretary of any change of his/her address or telephone number failing which any notice or 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 members' last address as recorded in the books of the Corporation.

By-Laws, Rules and Regulations

99. Enactment and Amendment of By-Laws

The Directors may, from time to time, 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 at a General Meeting of the Senior Members duly called for that purpose.

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

100. 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 Committee of the Club may also, but not 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 from the proper carrying out of their respective activities.

101. 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 hereafter be substituted there for.

102. 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 of Committees. It shall be the duty of each member to inform his/her spouse, children and guests of all relevant by-laws, rules and regulations of the Club and to ensure that the same are properly respected by the latter.

103. Coming into Effect of this By-Law

This Club was conceived on March 2, 1974, formed on April 19, 1974 and incorporated on April 15, 1975 on which this bylaw came into force.

Note. The sections of this by-law were renumbered in November 2003 with the introduction of the Intermediate membership.

The listing of memberships is entirely in Section 4 as of this date, November 30, 2016.

Burlington Boating and Sailing Club

Revisions to By-laws:

By-law 32 - The word “mailed” will be replaced with “sent electronically or mailed when necessary” – revised at the SGM dated May 22nd, 2013

By-law 95d - The amount of “\$3,000.00” will be removed and replaced with the amount “\$5,000.00.” – revised at the SGM dated May 22nd, 2013

By-law 33 – Quorum changed from “The lesser of *thirty* or one-quarter of the Senior Members in good standing,” to “The lesser of *twenty* or one-quarter of the Senior Members in good standing – revised at the SGM dated February 27th, 2013

The word “*mailed*” will be replaced with “*sent electronically or mailed when necessary*”, within the Bylaws in general. In May 22, 2013 Bylaw section 32 was approved to be changed, but the verbiage in other bylaws/sections was left as "mailed". This change would bring all bylaws under the same correspondence verbiage. - revised at the AGM dated November 27th, 2014

By-Law 10 item (d) remove repetitive phrase “on a continuous”- revised at the AGM dated November 27th, 2014

Bylaw 27 correct the phase “under the provisions of section 27” to “under the provisions of section 26”- revised at the AGM dated November 27th, 2014

Bylaw 4. Define Social Membership