

CONSTITUTION OF THE KITSILANO YACHT CLUB

(the “Society”)

The name of the Society is Kitsilano Yacht Club.

The purposes of the Society are:

- a) The development and encouragement of yachting;
- b) The development of seamanship through yachting and knowledge of navigation; and
- c) The cultivation of an appreciation of the cruising advantages of the waters of British Columbia.

BYLAWS OF THE KITSILANO YACHT CLUB

(the “Club”)

(Revised October, 2016, and effective November, 28, 2016 in accordance with the *Societies Act* (British Columbia) (the “Act”))

1. MEMBERSHIP

- 1.1 Application: Any person wishing to become a member, or change his/her class of membership in the Club must apply for membership in one of the classes listed below on an application form approved by the Executive Committee.

The completed application form is to be forwarded to the Commodore or other Flag officer designated by the Commodore at least seven (7) days before the Executive Committee meeting at which it will be considered. A three-quarter (3/4) majority of the Executive Committee Members present is required for approval, and any member of the Executive Committee may call for a secret ballot.

1.2 Classes of Membership

- 1.2.1 Senior membership is for persons aged 19 years or older as of March 1st of the year of application, and is divided up into the following classes:

- 1.2.1.1 Active membership is for persons who own, co-own, operate, or store a boat at the Club. Boats include, but are not limited to, sailboats, canoes, kayaks, rowboats, sailboards, and other wind or human powered water craft. Such persons shall, in the opinion of the Executive Committee, be sufficiently interested in and dedicated to boating and the activities of the Club. An Active Member is entitled to all privileges of the Club, and may hold office as an elected or appointed member of the Executive Committee.

- 1.2.1.2 Dual membership is for two spouses, one or both of whom own, co-own, operate, or store a boat at the Club. Boats include, but are not limited to, sailboats, canoes, kayaks, rowboats, sailboards, and other wind or human powered water craft. Such persons shall, in the opinion of the Executive Committee, be sufficiently interested in and dedicated to boating and the activities of the Club. Dual Members are entitled to all privileges of the Club and may hold office as an elected or appointed member of the Executive Committee, but only one of the spouses may be elected to the Executive Committee at a given time. The other spouse, however, may be appointed to the Executive Committee.

- 1.2.1.3 Associate membership is for persons who sail regularly and participate in Club sponsored events, but who do not own, or co-own a boat which is stored at the Club. An Associate Member is entitled to all the privileges of the Club and may hold office as an Honorary Officer of the Executive Committee. To become a member of a fleet Co-Op at the Club, a person must be an Associate Member or an Associate Family Member of the Club.

- 1.2.1.4 Life membership shall be granted, upon application, to any person 55 years or older, who has been an Active or Dual Member for a total of twenty-five (25) consecutive years. A Life Member shall be exempt from membership fees and assessments and have all the rights and privileges of an Active Member.

- 1.2.1.5 Honorary membership for the current year may be granted by the Executive Committee, to any person who, in the opinion of the Executive Committee deserves special recognition by the Club. An Honorary Member shall have the privileges of the Club except voting, but may not serve on the Executive Committee. The privileges shall not extend to the member's spouse or children.
- 1.2.1.6 Honorary Life membership may be bestowed upon an Active Member by passage of a special resolution at a General Meeting. Candidates may be nominated by the Executive Committee in recognition of outstanding services to the Club. An Honorary Life Member shall have all the privileges of a Life Member.
- 1.2.1.7 Honorary Life Commodore may be bestowed upon an Active Member by the passage of a special resolution at a General Meeting. Candidates may be nominated by the Executive Committee in recognition of outstanding continuous service to the Club. There shall only be one Honorary Life Commodore at a time, who shall have all the privileges of a Life Member.
- 1.2.1.8 Privileged Associate membership applies to senior members who do not actively participate in the sailing activities of the Club, or the activities of its affiliated club(s), but who are interested in and dedicated to the objects and activities of the Club. Privileges Associate Members shall have all the rights of the Club concerning the use of the buildings and grounds. Privileged Associate Members are not entitled to vote.
- 1.2.1.9 Student membership applies to any member who are 19-23 years old, inclusive, as of March 1st of the year of application or membership, and who are enrolled full-time in an accredited college or university. Student Members are entitled to privileges as established by the Executive Committee.
- 1.2.1.10 Non-Resident membership applies to any member who, for the current year, will ordinarily be living outside the Greater Vancouver area and will not ordinarily be participating in Club sponsored events or using Club facilities. Non-Resident Members are entitled to privileges as established by the Executive Committee. Non-Resident Members are not entitled to vote.
- 1.2.1.11 Affiliate membership applies to any member who is an Active Member (or equivalent) of a recognized sailing Club in the Greater Vancouver Area, or who is a member of a recognized sailing club outside the Vancouver Area and is a temporary resident of the Greater Vancouver area for not more than one year, and wishes to participate regularly in Club events. An Affiliate Member has all the privileges of the Club except the right to vote and serve on the Executive Committee.
- 1.2.1.12 Junior membership is for young persons who are 10 to 18 years old, inclusive, as of March 1st of the year of application or membership. The children of Active, Associate, or Dual Members automatically become Junior Members of the Club upon application, without payment of any fees or assessments. Any other young person wishing to participate in the junior activities of the Club may apply for junior membership.
- 1.2.1.13 Associate Family membership is for two spouses who sail regularly and participate in Club sponsored events, but who do not own, or co- own a boat which is stored at the Club. An Associate Family member is entitled to all of the privileges of the Club and may hold office as an Honorary Officer of the Executive Committee. To become a member of a fleet Co-Op at the Club, a person must be an Associate Member or an Associate Family Member of the Club.

- 1.2.1.14 Sail Training Instructor membership is a temporary club membership which may be granted to those people who are currently employed either directly by the club for sail training purposes, or who are employees of a third party who has been retained by the club to provide watercraft lessons for the benefit of club members. Persons applying for Sail Training Instructor membership must obtain the assent of a simple majority of the club's Flag Officers (3/5), which may be given by the Flag Officers at any time. A person's Sail Training Instructor membership ceases immediately when their contract of employment terminates. A person with Sail Training Instructor membership has the privileges of club membership, except that they may not vote at General Meetings, or serve on the Executive Committee.
- 1.2.1.15 Sail Training Student membership is a temporary club membership, which is automatically granted to those people taking a course of watercraft lessons at KYC, if those people are not already members of KYC. The duration of this membership exists only during the period that the person undertakes their courses at KYC. A person with Sail Training Student membership has the privileges of club membership, except that they may not vote at General Meetings, or serve on the Executive Committee. At the expiry of their course of instruction, a Sail Training Student may make ordinary application to become a member of the club, pursuant to any other extant class of membership.
- 1.3 Register of Members: Upon approval of application, all members shall be entered in the Register of Members.
- 1.4 On approval of a membership application by the Executive Committee, the member shall be notified, given a copy of the Constitution, Bylaws and rules and regulations, and requested to pay the appropriate fees and assessments by a designated member of the Executive Committee. Fees and Assessments shall become due upon notification and shall be paid to the Honourary Treasurer within one month. Failure to make such payment shall render the approval null and void unless the Executive Committee is satisfied that an extension of time to pay should be granted upon whatever terms and conditions that it considers to be appropriate.
- 1.5 Resignations: Any member wishing to resign shall notify the Honourary Secretary in writing. All fees and assessments must be paid in full. Any member who resigns forfeits all right or claim in or to Club property or funds. Any such member who has not paid all outstanding fees and assessments shall not be admitted to the Club or its social events. Upon application to the Executive Committee, any such member may be readmitted by majority vote, if the Executive Committee is satisfied that it is not contrary to the best interests of the Club. Upon readmission, the Executive Committee may impose any terms for payment of fees and assessments that it considers to be appropriate.
- 1.6 Discipline and Expulsion: A member ceases to be in good standing, and may be disciplined, suspended, or expelled by the Executive Committee, if any of the member's fees and assessments are not paid in full accordance with Bylaws 6.1 to 6.3. A member who infringes any other Bylaw or rule of the Club, or is guilty of conduct which, in the opinion of the Executive Committee, is unbecoming a member of the Club, including but not limited to conduct contrary to the purposes and aims of the Club, is liable to discipline, suspension from any or all privileges of the Club for such period or periods determined by the Executive Committee, or expulsion. The Executive Committee shall have the right to terminate a membership and expel the person from the Club for reasonable cause, which may include but is not limited to any of the foregoing causes for discipline. Expulsion shall require a vote of at least three quarters (3/4) of the members of the

Executive Committee who are present, including by technology-facilitated attendance if permitted by the policies of the Executive Committee from time to time, at a properly convened meeting of the Executive Committee, provided that such member shall be notified and given an opportunity to make representations, pursuant to the Act. An expelled member may, upon application, be readmitted to membership by a three quarters (3/4) majority vote of the members of the Executive Committee.

2. OFFICERS

The Club shall have two ranks of officers, Flag and Honourary, listed below in order of seniority. Only Active or Dual members may serve as Flag Officers.

2.1 Flag Officers

2.1.1 The Commodore shall preside at all Club meetings, command the squadron, enforce the Bylaws and supervise the affairs of the Club. S/he may assign additional duties to officers as required.

2.1.2 The Vice Commodore shall officiate in the absence of the Commodore and assist him/her in his/her duties. S/he shall also be responsible for the sail training program.

2.1.3 The Rear Commodore shall be responsible for the Clubhouse, grounds, pier and crane and shall have the Club Caretaker under his/her jurisdiction.

2.1.4 The Fleet Captain shall be responsible for all races and regattas.

2.1.5 The Staff Captain shall be responsible for all Club entertainment, The Hailer, and the Yearbook.

2.2 Honourary Officers

2.2.1 The Honourary Secretary shall keep records of all proceedings of the Club, and maintain a Register of Members with date of admission to the Club, along with a Register of Yachts belonging to the Club and to Club Members. The Honourary Secretary shall supervise the duties of the Permanent Secretary. Each Member shall promptly notify the Honourary Secretary, in writing, of a change of address.

2.2.2 The Honourary Treasurer shall see that all monies are collected and deposited in a bank approved by the Executive Committee and that all cheques drawn by the Club are signed as approved by the Permanent Secretary, signed by the Honourary Treasurer and countersigned by one of the Flag Officers. The Honourary Treasurer shall supervise the financial duties of the Permanent Secretary. In the absence of the Honourary Treasurer, cheques approved by the Permanent Secretary may be signed by two Flag Officers.

2.2.3 The Honourary Power Bosun shall be responsible for the maintenance and repair of all Club power boats and accessories.

2.2.4 The Honourary Hydrographer shall be responsible for all racing equipment (i.e.: marks, flags, and tackle).

2.2.5 The Honourary Sailing Bosun shall be responsible for the maintenance and repair of all Club sailing boats and accessories.

2.3 Permanent Secretary: The Executive Committee may appoint and establish remuneration for a Permanent Secretary. S/he shall be responsible for the duties set out in Bylaws 2.2.1 and 2.2.2,

plus any other duties as assigned by the Executive Committee. If no Permanent Secretary is appointed, the duties will fall to the Honourary Secretary and Honourary Treasurers. Any or all of the duties of Permanent Secretary may be assigned to the General Manager by the Executive Committee.

- 2.4 General Manager: The Executive Committee may appoint and establish remuneration for a General Manager of the Club, who shall be responsible for the day to day operations of the Club. The duties, terms, and hours of employment are to be determined by the Executive Committee. The General Manager may be terminated at any time by majority vote of the Executive Committee.
- 2.5 Directors: The Executive Committee may appoint up to four (4) Active or Associate Members as Directors by a majority vote. If the Executive Committee does not have two (2) members from the past year's Committee, then two of the Directors thus appointed shall be from the past year's Executive Committee.
- 2.6 Financial Directors: The Club shall have three Financial Directors. One financial director shall be elected at each Annual General Meeting for a term of three (3) years. Any Active or Dual Member in good standing may be elected. A Financial Director may not concurrently hold office as an Officer of the Club.

3. NOMINATION AND ELECTION OF OFFICERS

- 3.1 At least one month prior to the Annual General Meeting, the Executive Committee shall appoint a Nominating Committee of three (3) Active Members, one of whom shall be appointed Chairperson. This Committee will nominate a slate of Officers to stand for election to the Executive Committee at the Annual General Meeting. By September 15th, the captain of each Club Fleet shall provide the Nominating Committee Chairman with the name of one or more fleet members willing to stand for election.
- 3.2 Nominations for Officers and Financial Director shall be in writing, and signed by the Proposer and Secunder, The Nominee shall also sign, thereby indicating his/her willingness to stand for election. Nominations shall be posted in a conspicuous place at the Clubhouse at least two (2) weeks prior to the date set for the Annual General Meeting.
- 3.3 At the Annual General Meeting, the Commodore or Presiding Flag Officer shall appoint two (2) scrutineers. After a secret ballot has been held for the new officers by the members present and entitled to vote, the scrutineers shall immediately make their return to the Commodore or Presiding Flag Officer, who shall declare the members elected as officers to their respective positions. If no more than one person is nominated for any particular office, the above provisions will not apply and election may be acclaimed by general resolution.
- 3.4 Members so elected shall hold office for twelve (12) months or until their successors are appointed in accordance with these Bylaws.
- 3.5 Removal of Officers or Directors: An Officer or Director or Financial Director may be removed from office by special resolution at a General or Special General Meeting, and another Officer, Director or Financial Director may be elected or, by ordinary resolution, appointed to serve during the balance of the term.

4. EXECUTIVE COMMITTEE AND ITS POWERS

- 4.1 The Club shall be governed by an Executive Committee consisting of the Officers described in sections 2.1 to 2.2.5, the Directors appointed under section 2.5, and the Financial Directors appointed under section 2.6.
- 4.2 Executive Committee meetings shall be held at the call of the Commodore or any two members of the Executive Committee. The order of business shall be:
1. Minutes of the last Executive Meeting
 2. Matters arising out of the Minutes
 3. Reports of the officers
 4. New Business
- 4.3 A quorum of the Executive Committee shall be six (6) members.
- 4.4 Unless otherwise specified in these Bylaws, all matters decided by the Executive Committee shall be by majority vote. In the case of a tie, the Commodore shall have an additional vote.
- 4.5 The Executive committee is the governing body of the Club, and has all the powers of the Club except for revision, allocation or addition to these Bylaws and annual election or termination of Officers. Without limiting the generality of the foregoing, it may exercise all the powers as fully and completely as the Club in General Meeting, subject to the provisions of the Society Act, R.S.B.C. 1979, c. 390, and may:
1. Organize and incorporate bodies corporate.
 2. Regulate, invest, control and disburse all funds belonging to the Club in accordance with the provisions of the Society Act.
 3. Exercise the borrowing powers of the Club, and delegate the exercise of such powers to any of the Club's Directors or Officers as it sees fit.
 4. Suspend or expel members in accordance with Bylaw 1.6 and 6.3
 5. Determine, increase or regulate fees, dues, rentals and assessments in accordance with Bylaw 6.1 to 6.4.
- 4.6 A majority of the Financial Directors must give prior approval to the Executive Committee for the regulation, investment, control and disbursement of any Club funds in excess of \$10,000.00. A majority of the Financial Directors must give approval to the annual budget of revenues and expenditures of the Club.
- 4.7 Should the Financial Directors withhold approval pursuant to Bylaw 4.6, a Special General Meeting shall be called within thirty (30) days to ratify the decision. If the Financial Directors' withholding of approval does not receive the support of a majority of members eligible to vote at such meeting, the Executive Committee will be empowered to proceed as if approval had been given by the Financial Directors.
- 4.8 The Executive Committee may appoint standing or special committees.
- 4.9 Every Flag Officer is a member of all committees.

- 4.10 The Executive Committee may fill any vacancy which occurs in the Executive Committee apart from a vacancy caused by removal of an Officer or Director.

5. REMUNERATION OF OFFICERS AND DIRECTORS

- 5.1 No member of the Executive Committee nor any Director or Financial Director of the Club shall receive any remuneration for the duties of his/her office.

6. FEES, DUES, RENTALS AND ASSESSMENTS

- 6.1 The Executive Committee shall determine all fees, dues, rentals and assessments. These must be paid to the Honorary Treasurer or other designated officer by the date specified in the annual billing notice, which shall be March 1st of every calendar year.
- 6.2 In the event that the Club is unable to meet its financial obligations from available funds, the Executive Committee may propose an additional assessment of the members. No such assessment will be made without the approval of the members, by special resolution, at a General Meeting.
- 6.3 The name of every member failing to pay his/her fees, dues, rentals or assessments shall be posted as members Not in Good Standing on the 20th day following the due date and a late fee of 5% of the balance owing will be assessed to the member. Any member so posted shall not be permitted to incur any further liability until his/her debt has been paid. If the fees, dues, rentals or assessments are not paid in full for a further 10 days, (i.e. 30 days past due) the Executive Committee may expel that member and will require all Club assets returned and all member-owned assets removed immediately from premises at the members expense, unless a satisfactory reason is provided in writing to the Executive Committee.
- 6.4 If a member leaves his/her boat or other property on the Club premises for forty (40) days after the member's name is posted pursuant to Bylaw 6.3, the Club shall have the right to seize and dispose of the member's boat or other property pursuant to the Warehouse Lien Act, RSBC 1996, c. 480, as amended. The Club may auction the boat or other property and obtain fair market value to pay off the indebtedness incurred, plus accrued interest and the cost of asset disposal. Excess funds shall be handled in accordance with the Warehouse Lien Act. The Club must attempt to notify the owner of the impending seizure and auction before taking action under this section. Notice may be satisfied either by registered mail to the member's last known address at least thirty (30) days before seizure, or not less than 21 days before seizure if the notice is personally delivered by hand to the member's last known address. It is the member's duty to advise the Club of any address changes to ensure timely and accurate invoicing, and communications carried out by the Club.
- 6.5 Club facilities may only be rented in accordance with policies to be established and amended from time to time, by the Executive Committee.

7. MEETINGS

- 7.1 An Annual General Meeting shall be held at 8:00pm on the third Thursday of October each year in the Clubhouse at 2401 Point Grey Road, Vancouver. Notice shall be sent to each member entitled to vote at least twenty-one (21) days prior to the date of the meeting, including an

explanation of the nomination procedures as set out in section 3.2 of the Bylaws. The order of business shall be:

1. Minutes of the last Annual General Meeting
2. Business arising from the minutes
3. Reports of the Officers
4. Reports of the Committees
5. Amendments to the Bylaws
6. Miscellaneous business
7. Election of officers

7.2 General Meetings shall be called by the Honourary Secretary at the request of the Executive Committee. At least one such meeting shall be called between April 1 and the date of the following Annual General Meeting. The order of business shall be:

1. Minutes of the last General Meeting
2. Business arising from the minutes
3. Minutes of any Special General Meeting held since the last General Meeting
4. Business arising from those Minutes
5. Reports of the Officers
6. Reports of the Committees
7. New Business

7.3 Special General Meetings shall be called by the Honourary Secretary at the request of the Executive Committee or upon receiving a request signed by ten percent (10%) or more members of the Club. Each Senior Member must be sent a notice no less than fourteen (14) days in advance, stating the object of the meeting. If called by the Executive Committee, the Commodore, or other Flag Officer designated by him/her, shall act as Chairperson and determine the order of business. If called at the request of the members of the Club, the order of business shall be:

1. Appointment of a Chairperson
2. Appointment of a Recording Secretary
3. Reading of the Notice constituting the meeting
4. Matters arising from the Notice

7.4 Members entitled to vote at a General Meeting may do so either in person or by proxy, in a form approved by the Executive Committee, and delegated to a voting member in attendance. There is no limit to the number of proxies that may be delegated to any voting member in attendance.

7.4.1 At any General or Special General Meeting, twenty (20) members entitled to vote, either in person or by proxy, shall constitute a quorum.

- 7.5 A special resolution is a resolution passed by at least two-thirds (2/3) of the votes cast at a properly convened meeting of any body of the Club, whether a general meeting of the membership, a meeting of a part of the membership, a meeting of the Executive Committee or a part thereof, and including votes cast in person, by proxy, or by any other means considered valid by the Club, and including a resolution consented to in writing by all of the members of such body of the Club.
- 7.6 An ordinary resolution is a resolution passed at a General or Special General Meeting by a simple majority of the votes of the members cast in person or by proxy.

8. FISCAL YEAR AND AUDITORS

- 8.1 The fiscal year shall be from the first day of October to the thirtieth day of September.
- 8.2 An Auditor or firm of Auditors may be appointed by the members at the Annual General Meeting to audit the books and accounts of the Club, and report to the members annually, or at more frequent intervals if requested by the Executive Committee.

9. CUSTODY AND USE OF SEAL, RECORDS AND TROPHIES

- 9.1 The Honourary Secretary shall have custody of the Club Seal which shall be affixed to any document by the Commodore and Honourary Secretary, and in the absence of the Commodore, by any Flag Officer and the Honourary Secretary.
- 9.2 The Honourary Secretary shall also have custody of the books and records of the Club, which may be inspected by any member at any reasonable time in the Office at the Clubhouse.
- 9.3 Any perpetual or challenge trophy won by a member while representing the Club, which is not the absolute property of the member, shall remain in the custody and control of the Club, and be kept on the Club premises unless otherwise approved by the Executive Committee or governed by a Deed of Gift creating such trophy.

10. EMPLOYEES

- 10.1 Subject to Bylaw 1.2.1.14, no employee shall be a member of the Club. The Executive Committee may extend certain privileges to the employee, but no employee shall be entitled to vote or hold office.

11. GUESTS

- 11.1 The Executive Committee may allow any member of a recognized yacht club outside the Greater Vancouver Area to be granted guest privileges for up to one month. If such a guest owns a yacht, s/he may take part in any Club race, but cannot compete for Club cups.
- 11.2 Members may bring a guest into the Club providing that the Guest's name is written in the Visitor's Register. No guest may come more than twelve (12) times in any year.
- 11.3 The Executive Committee may allow guests over the Club floats, but only when accompanied by a member.

- 11.4 Any member introducing a guest is accountable for the conduct of the guest and is liable for any damage caused by the guest to Club property.
- 11.5 Any person whose membership application was not approved by the Executive Committee pursuant to Bylaw 1.1, or who has been suspended or expelled pursuant to Bylaw 1.6 and has not been reinstated or readmitted, shall not be entitled to guest privileges.

12. AMENDMENTS

- 12.1 The Bylaws of the Club may be altered or amended by a special resolution of the members. Any member wishing to propose any alteration or amendment to the Bylaws shall forward a copy of the proposed alteration or amendment, in writing, to the Honourary Secretary at least fourteen (14) days prior to the Annual General Meeting or any Special General Meeting. The proposed special resolution shall be posted by the Honourary Secretary in some conspicuous place in the Clubhouse for at least fourteen (14) days preceding such meeting.

13. WINDING UP OR DISSOLUTION

- 13.1 In the event of the winding up or the dissolution of the Club, all the funds and assets of the Club, remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Club, including remuneration (if any) of a liquidator, and after payment to employees of the Club of any arrears of salaries or wages, and after the payment of any debts of the Club, shall be give, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the members of the Club at the time of the winding up or dissolution of the Club, and if effect cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Club to be registered charities pursuant to the provisions of the Income Tax act which have purposes similar to those of the Club.
- 13.2 The winding up clause, para. 13.1 cannot be altered by the Club except required by changes in the Income Tax Act of Canada or the Societies Act of British Columbia, or as otherwise required under the laws of the Province of British Columbia.

14. SMOKING

- 14.1 Smoking is prohibited anywhere in or on Club premises.

15. LOCATION

- 15.1 The operations of the Club are to be chiefly carried on at Kitsilano, English Bay, at the City of Vancouver, and throughout the coastal waters of British Columbia and the State of Washington (U.S.A.), and the Club may compete in yachting and power boat competitions at any place in the world.