

By-Laws of the Kingston Yacht Club

(Hereinafter referred to as “KYC”, the “Club” or the “Corporation”)

EXCERPTS FROM THE LETTERS PATENT: GRANTED APRIL 7, 1916

1. The name of the Corporation is Kingston Yacht Club.
2. The objects of the Corporation are to encourage the building and sailing of yachts, skiffs and canoes, motor boating, rowing, canoeing and all aquatic and other sports among amateurs.
3. The Corporation shall be a Corporation without share capital.
4. The interest of a member of the Corporation shall not be transferable, and shall lapse and cease to exist when such member shall cease to be a member of the Corporation by death, by resignation or otherwise, in accordance with the By-Law.
5. The Corporation shall be carried-on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in promoting its objects.

ARTICLE NO.1: MEMBERSHIP

- (i) The membership of the Kingston Yacht Club shall consist of those persons who may be admitted to the membership classifications and categories as hereinafter provided.

MEMBERSHIP - CLASSIFICATIONS AND CATEGORIES

- (ii) There shall be two classifications of membership: Full Memberships (voting) and Associate Memberships (non-voting).
 - a. **Full Membership Categories** shall include: Single, Family, Life and Corporate Memberships; and, where permitted, their affiliated Nominee and Dependant Memberships.

- b. **Associate Membership Categories** shall include: Associate, Non-Resident, Junior, Temporary and Honorary Memberships; and their affiliated Nominee Memberships, where permitted.

Full Membership Categories [Voting Memberships] -

- (iii) **Single Membership:** A Single Membership shall consist of an individual and his or her dependants (adult and child, who may or may not be co-habiting) who have been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid. A Single Member may exercise one (1) vote at General Meetings of the members.
- (iv) **Family Membership:** A Family Membership shall consist of a Family Member and his or her named Full Nominee Member who are a co-habiting couple and their named dependants (adult and child, who may or may not be co-habiting) who have been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid. A Family Member and his or her named Full Nominee may each exercise one (1) vote at General Meetings of the members.
- (v) **Life Membership:** A Life Member is one who has been elected to the rank by a unanimous vote at a General Meeting of the members. The names of members to be nominated for Life Membership shall be recommended by a unanimous resolution of the assembly of Past-Commodores and proposed by a unanimous vote of the Board of Directors. Notice of such proposals shall be given with the notice calling the meeting.
 - a. To be elected, a Life Member will:
 - i. Be a member in good standing; and,
 - ii. Have a history of prolonged, active and distinguished involvement in the Club.
 - b. A Life Member shall hold the rank during his or her lifetime or until his or her resignation from the Club.
 - c. There shall be a maximum of ten (10) living Life Members, however, there may be fewer.
 - d. A Life Member shall have all rights and privileges of Family Membership.
 - e. Life Members are not liable for the payment of membership fees.
 - f. In the event that the Nominee of a Life Member is predeceased by the Life Member, the rights and privileges of a Single Membership shall be

extended to the Nominee Member during his or her lifetime and, as a courtesy, this special membership shall attract no annual membership fee.

- (vi) **Full Membership Nominee:** A Full Membership Nominee is an individual who, being part of a co-habiting couple with a Family or Life Member, has been nominated by that Member to be affiliated with his or her membership and has been elected to the rank by the Board of Directors without further membership fee. Upon election to the rank, that person shall become a Full Nominee Member and shall enjoy the right to vote at any meeting of the members.
- (vii) **Full Membership Dependant:** A Full Membership Dependant is an individual who, being the dependant of a Single, Family or Life Member, or that member's Nominee, has been nominated by that Member or Nominee to be affiliated with his or her membership. Upon election to the rank by the Board of Directors, such a person shall become a Full Member's Dependant Member affiliated with that membership without further membership fee. A Dependant Member may not vote at any meeting of the members.
[Note: Article No.20 (ii) – Interpretation presents the definition of the term “dependant” used in these By-Laws.]
- (viii) **Corporate Membership:** A Member Corporation is an eligible business corporation, registered partnership or not-for-profit organization which has been elected to the rank by the Board of Directors and for which the membership fee for this category has been paid. A Member Corporation may nominate from among its directors, employees and partners, as many as four Corporate Members who, if elected, will become members without further payment of fees.
- a. A Corporate Member is an individual affiliated with and nominated by a Member Corporation who has been elected to the rank by the Board of Directors.
 - b. Any two (2) named Corporate Members from the Member Corporation may each act in the interests of the Corporation by exercising one (1) vote at General Meetings of the members.
 - c. A Corporate Member may nominate Associate Members from among its directors, officers, employees and partners.

Associate Membership Categories [Non-voting Memberships] -

- (ix) **Associate Membership:** An Associate Member is an individual who has been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid.
- (x) **Non-Resident Membership:** A Non-Resident Member is an Associate Member who resides more than 80 kilometers from KYC, does not moor or otherwise maintain a boat within 80 kilometers of KYC, other than in winter storage, and makes infrequent use of the Club's facilities, who has been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid.
- a. A member having accumulated membership points and who departs from the City of Kingston and who transfers to a Non-Resident Membership, will retain any accumulated membership points.
 - b. Such accumulated membership points will be available to the Member upon subsequent transfer to one of the 'resident' Membership categories.
 - c. Students attending educational institutions in and around Kingston shall not be eligible to be Non-Resident Members.
 - d. A Non-Resident membership is extended as a courtesy and shall be subject to periodic review.
- (xi) **Junior Membership:** A Junior Member is an Associate Member who has not reached the age of majority in Canada as of March 1st of the current membership year who has been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid.
- (xii) **Temporary Membership:** A Temporary Member is an Associate Member whose residency in Kingston is short term who has been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid. Temporary Membership is available on a monthly basis.
- (xiii) **Honorary Membership:** An Honorary Member is a member of the Kingston Community, not ordinarily a member of the Kingston Yacht Club, who has been elected to the rank by the Board of Directors for a period of time not to exceed one year. Honorary Members may be re-elected by the Board of Directors.
- (xiv) **Associate Membership Nominee:** An Associate Membership Nominee is an individual who, being part of a co-habiting couple with an Associate Member,

has been nominated by that Member to be affiliated with his or her membership and has been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid. Upon election to the rank, that person shall become an Associate Nominee Member.

- (xv) Debts incurred at the Club by any Nominee or affiliated Member shall be the responsibility of the nominating member and shall be assigned to the nominating member's account.

Recognition of a Member of Long Standing -

- (xvi) **Member of Long Standing:** Any Full or Associate Member who has accumulated 250 membership points may petition the Board of Directors for acknowledgement as a member of long standing by having the appellation "Senior" affixed to his or her rank of membership. The term 'Senior Member', in itself, shall not specify a category of membership; neither shall it provide for ancillary rights and privileges of membership.

MEMBERSHIP - RIGHTS AND PRIVILEGES

[Note: Appendix No.1 presents a table summarizing the proposed changes to Memberships' Rights and Privileges.]

- (xvii) The rights and privileges of each classification and category of membership shall include, but may not be limited to the following:
- a. **Rights and Privileges of all Memberships in the Kingston Yacht Club** include, but are not limited to:
- i. Access to Clubhouse and Club Property;
 - ii. Participation in Club Races and Social Activities;
 - iii. Credit Privileges, upon submission and acceptance of a credit agreement;
 - iv. Access to instructional sailing programs, as may be provided by the Club, upon payment of the appropriate fee.
 - v. Upon attaining 250 membership points, the right to petition the Board of Directors to have the appellation "Senior" affixed to his or her rank of membership
- b. **Rights and Privileges of Full Membership in the Kingston Yacht Club**, with the exception of Corporate Membership, include, but are not limited to:
- i. The right to exercise one (1) vote at any meeting of the members;
 - ii. The right to stand for office;
 - iii. The right to nominate candidates for office;

- iv. The right to nominate candidates for membership;
 - v. For a Family or Life Member, the right to nominate one (1) Full Member Nominee (voting) and their dependants to be affiliated with his or her membership;
 - vi. For a Single Member, the right to nominate his or her dependants to be affiliated with his or her membership;
 - vii. The right to accumulate for every year of continuous Full Membership, ten (10) Membership Points to be utilized in the allocation of facilities and services such as wet moorings and boatsheds;
 - viii. The right to use one wet mooring, subject to the Club Mooring Regulations and upon payment of an annual fee;
 - ix. The right to use one boatshed, subject to the Club Boatshed Policy and upon payment of an annual fee;
 - x. The right to access the KYC Community Club Program, subject to having demonstrated a satisfactory level of sailing competency as determined by the Club and upon payment of an annual fee;
 - xi. The additional rights and privileges of Associate Membership, with the exception of the right to nominate additional Nominee Members and the right to accumulate five (5) [additional] membership points for every year of continuous membership.
- c. **Rights and Privileges of a Full Member Nominee** include, but are not limited to the following:
- i. The right to exercise one (1) vote at any meeting of the members;
 - ii. The rights and privileges of Full Membership, with the exception of the right to accumulate Membership Points and the right to use a wet mooring or boatshed.
- d. **Rights and Privileges of an affiliated Full Member's Dependant Member** include, but are not limited to: the rights and privileges of an Associate Membership, with the exception of: the right to nominate additional Membership Nominees; and, the right to accumulate five (5) membership points for every year of continuous membership.
- e. **Rights and Privileges of Corporate Membership** include, but are not limited to:
- i. For any two (2) named Corporate Members, the right for each to exercise one (1) vote at any meeting of the members;
 - ii. The right to stand for office;
 - iii. The right to nominate candidates for office;
 - iv. The right to nominate candidates for membership;
 - v. Additional Rights and Privileges as may be negotiated with the Board of Directors.

- f. **Rights and Privileges of Associate Membership in the Kingston Yacht Club** include, but are not limited to:
- i. The right to nominate one (1) Associate Member Nominee (non-voting) to be affiliated with his or her membership
 - ii. The right to accumulate for every year of continuous Associate Membership, five (5) membership points, which upon transfer to a Full Membership, may be utilized in the allocation of additional facilities and services such as wet moorings and boatsheds;
 - iii. The right to use one dry mooring, subject to the KYC Mooring Regulations, upon payment of an annual fee;
 - iv. The right to winter storage of a boat at KYC, subject to the KYC Mooring Regulations, upon payment of an annual fee;
 - v. Membership in the Canadian Yachting Association.
- g. **Rights and Privileges of an Associate Member Nominee** include, but are not limited to: the right to exercise all rights and privileges of an Associate Membership, excepting the right to accumulate Membership Points.
- (xviii) **Aggregation and Disaggregation of Membership Points:**
- a. In the event of the amalgamation of two heretofore separate memberships into one membership with an affiliated Nominee Member, all membership points previously accumulated by both memberships will be aggregated and ascribed to that membership.
 - b. In the event of the dissolution of a membership with an affiliated Nominee Member and both members choose to retain a membership in the Kingston Yacht Club, unless otherwise agreed upon in writing and filed with the KYC Office, the membership points having accrued to their previous membership will be divided equally between them.
- (xix) In the event that a Nominee Member is pre-deceased by his or her nominator, he or she shall have the option of subscribing to a Full or Associate Membership and to then retain all membership points accumulated by the deceased nominator. Upon subscribing to a Full Membership category, the Nominee Member shall have the option of retaining the wet and / or dry mooring and / or boatshed previously held by the nominator at the time of death.

ARTICLE NO. 2: ELECTION OF MEMBERS

- (i) Except as hereinafter provided, every candidate for membership shall be nominated on a form provided by the Club, by two Full Members in good standing. The nomination form shall state the candidate's personal information as required including address or place of residence, and if applicable, the name of the named Nominee Member and dependants. The application form shall be left with the Office Manager and shall be accompanied by a deposit in the amount of the entrance fee, if any, and the annual fee.
- (ii) Nominations for membership shall be placed before the first meeting of the Board of Directors to be held after its receipt. Candidates shall be declared elected if not more than one vote in five is cast against them, and their names and the names of their Nominee Members and dependants shall be immediately entered into the Club's rosters. Candidates shall be notified as soon as possible of the results of their application.
- (iii) Any member may make application in writing to the Board of Directors to be admitted to another category of membership which shall be considered in accordance with the provisions for the election of new members. The member shall deposit with such application, the balance of the membership fee which would be payable upon election to the applicant's new category of membership. If a refund is due, that refund will be credited to member's account upon the being elected to the new category.
- (iv) A candidate for membership nominated in accordance with Article No.2 (i), may enjoy limited access to Club property and be welcomed to attend Club activities pending the decision of the Board of Directors.
- (v) Notwithstanding the foregoing, the election of Life members shall be as described in the article entitled: "Life Membership".

ARTICLE NO. 3: MEMBERSHIP, MOORING AND YARD FEES

- (i) The Directors shall, at each Annual General Meeting, present for the confirmation of the members, By-Laws, which they have passed, to establish the fees to be charged to the members for entrance, if any, for annual membership, and for the use of wet and dry moorings, boatsheds and yard services which are to be brought into effect on the first day of March, next following.
- (ii) Those voting members who are in good standing and personally present at the Annual General Meeting may confirm, amend, reject or otherwise deal with the

said By-Laws and thereafter no By-Law to amend the said fees, including any By-Law to impose an additional assessment on the members, shall come into effect until it has been confirmed at a General Meeting of the members.

- (iii) The annual membership fee shall be due on the first day of March of each year, which date shall mark the beginning of the membership year, or shall be due upon later election as a member.

ARTICLE NO. 4: SCHEDULE OF FEES

The Schedule of Fees for goods, services and programs (such as, but not limited to: KYC Regalia, Learn-to-Sail Programs, Catering, Bar Service and Transient Mooring) shall be as may be proposed from time to time by the Director responsible and ratified by the Board of Directors.

ARTICLE NO. 5: TERMINATION AND SUSPENSION OF MEMBERSHIP

- (i) The Board of Directors may pass a motion to remove a person from membership for failing to meet any qualification prescribed by these By-Laws.
- (ii) A member shall resign by notification in writing directed to the Board of Directors
- (iii) The membership of any member who continues to be in default on the 15th day of April shall terminate on that date without further notice.
- (iv) A member who resigns or becomes disqualified after the 15th day of April in any year shall be liable to pay the annual fee for the current year. However, the termination or suspension of membership by resignation, disqualification or otherwise shall not excuse the person whose membership is suspended or terminated from the payment of any fees, accounts or other monies owing to the Club.
- (v) The Board of Directors, by affirmative vote of at least three-quarters of those present at a meeting, may issue a written warning, suspend or expel from the Membership, any member whose conduct, whether on the Club's premises or elsewhere, is considered by the Board to be improper, unbecoming or likely to endanger the welfare, interest or character of the Club, or who willfully violates or neglects the observance of any rule or regulation prescribed by these By-Laws or by the Board of Directors or by any Committee of the Board. Members shall not be suspended for more than fifteen (15) days or expelled for any such

offence without first being notified of the charges against them and being given the opportunity to be heard by the Board at a meeting called for that purpose. Such notification shall be deemed sufficient if mailed by registered letter at least fifteen (15) days prior to such meeting.

- (vi) The names and amounts owing of any members who are more than sixty-five (65) days in arrears in respect of any other payment due by them to the Club may be posted in the Club and such members shall be deemed not to be in good standing and shall not be entitled to exercise any of their rights or privileges while such arrears continue. If the amount owing is not paid within thirty-five (35) days of the statement on which it first appears, an interest charge may be levied at a rate determined from time to time by the Board of Directors.

ARTICLE NO. 6: GUESTS OF MEMBERS

- (i) Any member shall have the privilege of introducing as a guest, a friend residing not less than 40 kilometers from the City of Kingston, for a period of not exceeding two weeks. The person so admitted shall be a privileged member of the Club for the specified time and their name shall be entered in the guest book and the said member shall also enter their name and the date thereof. No such guest shall be so admitted more than once in any year. A guest card may be issued to each guest so introduced.
- (ii) No other guest may be introduced at the Club more than four times during any membership year.
- (iii) Notwithstanding the foregoing, the Directors may by resolution extend the privileges of the Club to visitors who are members of other clubs, and such persons shall enter their names in the guest book.
- (iv) No person who has been expelled from the Club for any cause whatsoever or who is currently posted for arrears may be introduced to the Club as a guest.

ARTICLE NO. 7: BOARD OF DIRECTORS

- (i) The government and management of the Club shall be vested in a Board of Directors consisting of twelve (12) members in good standing and entitled to vote and shall include the following:
 - The Commodore {acting as President}
 - The Vice-Commodore {acting as Vice-President}
 - The Rear-Commodore {acting as Secretary}
 - The Director of Finance {acting as Treasurer}

Seven (7) Directors-at-Large
The Junior Past-Commodore {*ex officio* - voting}

- (ii) In the event that any one person is elected to more than a single position, sufficient additional members shall be elected as Directors-at-Large to bring the membership of the Board to twelve.
- (iii) Directors shall serve without remuneration for acting as such. In performing the duties of their elected office, Directors shall, at all times, act in the interests of the Club, without financial compensation or material gain.
- (iv) Directors and their heirs, executors and administrators and estate and effects shall be indemnified and saved harmless out of the funds of the Club from and against all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office and from and against all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such other costs, charges and expenses as are occasioned by their own willful neglect or default.

ARTICLE NO. 8: OFFICERS OF THE CLUB

- (i) The Commodore, Vice-Commodore, Rear-Commodore and Director of Finance, as elected at the Annual General Meeting, shall be the Officers of the Club; any two of whom, together, shall have the authority to purchase goods and services or otherwise enter into contracts, undertakings, obligations and liabilities suitable for the purposes of the Club.
- (ii) The Board of Directors may appoint a person as a Signing Officer, specify his or her duties and delegate to him or her powers to manage the business and affairs of the Club.

ARTICLE NO. 9: ELECTION OF DIRECTORS

- (i) With the exception of the Junior Past-Commodore who sits, *ex officio*, by virtue of his or her position, Directors shall be elected at each Annual General Meeting for a term of one year, but each Director shall hold office until a successor is elected, if an election is delayed. Directors are eligible for re-election if otherwise qualified.

- (ii) At the Annual General Meeting the Commodore or other person chairing the meeting shall appoint one person to preside over the elections, and a minimum of three other persons to act as scrutineers. Such persons shall be chosen from those entitled to vote at the Meeting, but shall not be Officers or Directors of the Club, and shall not be nominated or nominate any other person for any position during the elections.
- (iii) Directors shall be elected in the order listed in the article entitled: "Board of Directors" and each individual position shall be elected by a separate election.
- (iv) No nominations for any position shall be received until the result of the preceding election is declared.
- (v) Nominations may be made by any person entitled to vote, but no person shall be nominated unless they are personally present and assent thereto, or have, by letter addressed to the Board of Directors, previously indicated their willingness to stand for election.
- (vi) If only one candidate is nominated for any position, the presiding officer shall declare the candidate to be elected. A vote, if required, shall be by secret ballot. Upon receiving the report of the scrutineers, the presiding officer shall declare the nominee who has received the highest number of votes, to be elected.
- (vii) So long as there is a quorum of Directors in office, any vacancy in the Board may be filled by the Directors electing a qualified member to serve the balance of the term.
- (viii) The members may, by resolution passed by at least two-thirds of the votes cast at a General Meeting, of which notice specifying the intention to pass such resolutions has been given, remove any Director before the expiration of their term of office, and may, by a simple majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

ARTICLE NO. 10: POWER OF THE BOARD OF DIRECTORS

- (i) The Board of Directors shall be responsible for the government and management of the Club and of its affairs, finances and property and shall have the power:
 - a. To enact new By-laws and to vary or rescind any section of these By-Laws, subject to the limitations prescribed by the articles entitled: "Membership, Mooring and Yard Fees" and "Amendments of the By-Laws", contained herein.

- b. To appoint such officials and standing committees as it may deem advisable, and to prescribe their duties. The action of such officers and committees shall be at all times subject to the Board's revision and control.
 - c. To fill vacancies that may occur in any office and to appoint or dismiss, at pleasure, any officer or servant of the Club.
 - d. To make rules and regulations for the proper management and control of the Club's affairs, and to authorize such rules and regulations as may be made by any of its committees and to enforce due observance of the By-Laws and any of such rules and regulations and to enforce and prescribe penalties.
 - e. To make and execute contracts on behalf of and in the name of the Club or to authorize its officers or committees to do so.
- (ii) The Directors may by resolution, borrow money on the credit of the Club, or charge, mortgage, hypothecate or pledge all or any of the Club's real or personal property to secure any money borrowed or other debt, obligation or liability of the Club.
 - (iii) The Board of Directors shall cause all monies of the Club to be deposited in the Club's bank account in the amount received by the Club. The bank of the Club shall be the bank so designated, from time to time, by the Board of Directors.
 - (iv) No contract shall be entered into and no liability or obligation incurred on behalf of the Club by any person, member or committee except such as may be made, incurred, authorized or confirmed by the Board of Directors. No payment of any amount or obligation by or on behalf of the Club shall be made except on the authority of the Board of Directors.
 - (v) Notwithstanding the foregoing, the Board of Directors shall not enter into any agreement for the acquisition or conveyance of any interest in land, except for:
 - a. The granting of a right-of-way over the Club land or the acquisition of a right-of-way over adjoining land; or,
 - b. The granting or acquisition of any other interest which is for a period of not longer than three years, unless the terms of the agreement have been first approved by a simple majority vote at a General Meeting of the members.
 - (vi) All bonds, debentures, deeds, mortgages and other securities, instruments, or documents requiring the signature of the Club shall be signed by any two (2)

Signing Officers of the Club and the Corporate Seal of the Club may be attached as occasion may require.

- (vii) All bills of exchange, promissory notes, cheques and orders for the payment of money on behalf of the Club shall be signed by any two (2) Signing Officers of the Club.
- (viii) All contracts for employment at the Club shall be signed by any two (2) Signing Officers of the Club and the reporting Director.
- (ix) All agreements, letters of understanding or other such undertakings to make safe a Corporate Membership, shall be signed by the Commodore and any one (1) other Signing Officer of the Club.

ARTICLE NO. 11: DUTIES OF THE OFFICERS AND DIRECTORS

- (i) **Duties of the Commodore:** The Commodore shall be the **President of the Corporation** and the Chair of the KYC Board of Directors, and shall exercise the following duties and powers:
 - a. **As Senior Flag Officer**, the Commodore shall, when present, preside at all meetings of the Officers, meetings of the Board of Directors and at all General Meetings of the members.
 - b. The Commodore shall be responsible for the management of the business and affairs of the Corporation.
 - c. It shall be the duty of the Commodore to decide all questions arising under the By-Laws, subject to appeal. Such appeal shall be sustained by two-thirds of the Members or Officers and Directors present.
 - d. The Commodore shall be an *ex officio* member of all committees.
- (ii) **Duties of the Vice-Commodore:** The Vice-Commodore shall be the **Vice-President of the Corporation** and shall exercise the following duties, and powers:
 - a. It shall be the duty of the Vice-Commodore to assist the Commodore in the performance of his or her duties, and to perform the duties and exercise the powers of the Commodore during the absence or inability to act of the Commodore. If the Vice-Commodore performs any such duty or exercises any such power, the absence or inability of the Commodore shall be presumed with respect thereto.
 - b. The Vice-Commodore shall undertake such other duties as may be agreed

upon, from time to time

- c. The Vice-Commodore shall be an *ex officio* member of all committees.

(iii) **Duties of the Rear-Commodore:** The Rear-Commodore shall be the **Secretary of the Corporation** and shall exercise the following duties and powers:

- a. It shall be the duty of the Rear-Commodore to assist the Commodore in the performance of his or her duties, and to perform the duties and exercise the powers of the Commodore during the absence or inability to act of both the Commodore and Vice-Commodore. If the Rear-Commodore performs any such duty or exercises any such power, the absence or inability of both the Commodore and Vice-Commodore shall be presumed with respect thereto.

b. **As Secretary of the Corporation,** the Rear-Commodore shall:

- i. Keep, or cause to be kept, a record of all members of the Club;
- ii. Be the custodian of the mechanical device used for affixing the corporate seal of the Kingston Yacht Club, and to affix same to any document as instructed by the Board of Directors;
- iii. Give, or cause to be given, all notices required to be given to Members, Directors, Auditors and Members of Committees of the Board of Directors;
- iv. Attend meetings of the KYC Board of Directors and General Meetings of the members and shall enter or cause to be entered in books kept for that purpose, the minutes of all proceedings at such meetings.

- c. The Rear-Commodore shall undertake such other duties as may be agreed upon, from time to time.

d. The Rear-Commodore shall be an *ex officio* member of all committees.

(iv) **Duties of the Director of Finance:** The Director of Finance shall be the **Treasurer of the Corporation**, shall sit as Chair of the Finance Committee and shall exercise the following duties and powers:

a. **As Treasurer of the Corporation,** the Director of Finance shall:

- i. Keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the KYC Board of Directors, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation.
- ii. Render an account of the financial position of the Corporation to the

Board of Directors at each meeting of the KYC Board of Directors, or whenever otherwise required by the Board of Directors.

iii. Prepare an annual budget for the operation of the Club

- b. The Director of Finance shall collect, or cause to be collected, all fees, dues, subscriptions and monies due to the Club and deposit the same to the credit of the Club with its banker, as heretofore provided.

c. The Director of Finance shall undertake such other duties as may be agreed upon, from time to time.

d. The Director of Finance shall be an *ex officio* member of all committees.

(v) **Additional Duties of Officers of the Club:** In addition to those prescribed by this Article, Officers of the Club shall perform such duties and exercise such powers of management of the business and affairs of the Club as may be agreed upon and prescribed by the KYC Board of Directors, from time to time.

(vi) **Duties of a Director-at-Large:** The duties of a Director-at-Large shall be to undertake such duties as may be agreed-upon, from time to time.

(vii) **Duties of the Junior Past-Commodore:** The Junior Past-Commodore shall sit *ex officio* and shall enjoy the privilege to vote at meetings of the Board of Directors. The Junior Past-Commodore shall act as an advisor to the Board and shall undertake such other duties as may be agreed upon, from time to time.

ARTICLE NO. 12: MEETINGS OF THE BOARD OF DIRECTORS

(i) Meetings of the Board of Directors may be called at any time by the Commodore, or in the absence of the Commodore, by the Vice-Commodore or by any two Directors. Half the Board of Directors shall constitute a quorum.

(ii) Notice of meetings shall either be given at a previous meeting and included in the minutes of same or mailed (which may include 'e-mail') to each Director not less than five (5) days prior to the meeting, or be delivered to each Director not less than forty-eight (48) hours prior to the meeting. Meetings may be held at any time without such notice if all Directors who are present consent thereto and if those absent have consented to the meeting being held in their absence or have waived notice thereof. No accidental error or omission in the giving of the required notice for a meeting shall invalidate any of the proceedings at such meeting.

(iii) Unless otherwise required by the By-Laws or applicable law, questions shall be

decided by a simple majority of votes, and the Commodore or other Director chairing the meeting shall have a second or casting vote if there is an equality of votes in favour of and opposed to any matter.

- (iv) The Commodore shall chair any meeting of the Board of Directors. In the Commodore's absence, the next Director on the list of Directors in the article entitled: "Board of Directors" and who is present shall chair the meeting.

ARTICLE NO. 13: ANNUAL GENERAL MEETING

- (i) The Annual General Meeting of the Club shall be held at the KYC Clubhouse, or at such other place in the City of Kingston as the Directors may decide, on the last Thursday of November in each year, and written notice of the time, place and matters of business shall be sent by ordinary mail to each member entitled to vote at least 10 days in advance thereof. Any accidental error or omission regarding the notice of such a meeting shall not affect the validity of the proceedings at the said meeting.
- (ii) The **Order of Business** shall be as follows:
 1. Approval of the minutes of the last Annual General Meeting and those of any Special General Meetings held since the last Annual General Meeting;
 2. Reports of the Auditor and of the Finance Committee;
 3. Reports of other Committees;
 4. Report of the Commodore;
 5. Amendments to By-Laws;
 6. Election of Directors and Life Members;
 7. Ratification of the actions of the Past-year's Directors;
 8. Miscellaneous Business;
 9. Conclusion of the meeting.

ARTICLE NO. 14: SPECIAL GENERAL MEETING

- (i) A Special General Meeting may be called by the Board of Directors upon its own resolution, or shall be called by them upon the requisition of twenty-five or more members entitled to vote at such meetings. The requisition shall be filed with the Board of Directors and shall state the general nature of the business to be presented at the meeting.
- (ii) Written notice of the time, place and general nature of the business of the meeting shall be sent by ordinary mail to each member entitled to vote at least ten (10) days in advance thereof. Any accidental error or omission regarding

the notice of such a meeting shall not affect the validity of the proceedings at the said meeting.

- (iii) At a Special General Meeting, the **Order of Business** shall be as follows:
 1. Reading of the minutes of the last Annual General Meeting and those of any Special General Meeting held since the last Annual General Meeting, if requested by resolution of the members;
 2. Reading of the notice pertaining to the reason or reasons for calling the meeting;
 3. Discussion and action on the matters for which the meeting was called;
 4. Conclusion of the meeting.

ARTICLE NO. 15: PROCEDURE AT GENERAL MEETINGS

- (i) Each Single Member, Family Member, Life Member, named Full Nominee Member and named Corporate Member who is in good standing and personally present shall be entitled to one (1) vote on each matter or item of business arising at a General Meeting of the members.
- (ii) No member may authorize another person to vote in his or her place at any meeting of the members.

[Note: It is intended that 'proxy voting' by members will never be permitted.]
- (iii) The Commodore shall be the presiding officer of the meeting. In the absence of the Commodore, the next director on the list contained in the article entitled: "Board of Directors" and who is present, shall act as presiding officer.
- (iv) Except as otherwise required by the By-Laws or applicable law, all questions shall be determined by a simple majority of the votes cast and the presiding officer of the meeting shall have a second, or casting vote in case of an equality of votes.
- (v) Any member entitled to vote may request that a ballot be held for the determination of any question, in which case the presiding officer shall appoint a minimum of three scrutineers to distribute and collect the ballots and report as to the results thereof. If no ballot is demanded, the presiding officer's declaration as to the result of a show of hands shall be sufficient.
- (vi) The presiding officer may recess the meeting or, with the consent of the meeting, adjourn it from time to time.

- (vii) Three members entitled to vote and personally present shall be a quorum for the choice of a presiding officer and the adjournment of a General Meeting. For all other purposes the quorum for a General Meeting shall be at least one-fifth of the members entitled to vote.

ARTICLE NO. 16: FISCAL YEAR

The fiscal year of the Club shall commence on the first day of October in each year and terminate on the thirtieth day of the following September.

ARTICLE NO. 17: AUDITOR

- (i) The Auditor of the Club shall be elected by the members at the Annual General Meeting and shall hold office until the next Annual General Meeting or until a successor is appointed, unless the Auditor is previously removed by resolution passed by at least two-thirds of the votes at a General Meeting of the members called for that purpose. The remuneration of the Auditor shall be fixed by the Directors.
- (ii) The Auditor shall examine all of the financial documents and affairs of the Club, and, at the Annual General Meeting, shall make such report thereon as is required by an applicable By-Law or as requested by the Directors. In addition, the Auditor shall prepare such accounts as the Directors are required by law to place before the Annual General Meeting, and shall perform such other tasks as are required by the Directors.

ARTICLE NO. 18: KYC COLOURS, SIGNAL, FLAGS AND DEVICE

- (i) **The Colours of the Club** shall be navy blue and white.
- (ii) **The distinguishing Signal of the Club** shall be a triangle flag with a cross of navy blue on a white ground in the manner of a Saint George's Cross and with sans serif letters "KYC" thereon in gold; its hoist to be two-thirds of its fly and the cross to be 1/5th of the height of the flag wide.
- (iii) **The Flags of the Officers of the Club and of the Past Commodores** shall be as follows:
- The Commodore's Flag** shall be a swallow tail pennant, white with navy blue cross as defined for the Club Signal.
 - The Vice-Commodore's Flag** shall be the same as the Commodore's flag,

except that it shall have one navy blue ball in the upper canton of the hoist.

- The Rear-Commodore's Flag** shall be the same as the Vice-Commodore's Flag except that it shall also have one navy blue ball in the lower canton of the hoist.
 - The Past-Commodore's Flag** shall be the same as the Commodore's Flag except that it shall have one gold ball in the upper canton of the hoist. The Past-Commodore's Flag may be displayed by all Past-Commodores.
- (iv) **The Club "Device"** shall consist of a fouled anchor surmounted by the letters KYC, the whole encircled by two blended branches of maple leaves
- (v) All Club symbols, including the KYC Device (the KYC emblem), the KYC Signal (the KYC burgee) and the Commodores' Flags (the Flags' pennants), and intended depictions thereof, shall be the property of the Kingston Yacht Club. All rights to their use are reserved.
- (vi) The use and display of all Club symbols shall be for the benefit of the Kingston Yacht Club and its Members, in accordance with Club policy and only with the permission of the Board of Directors.

ARTICLE NO. 19: THE KYC SEAL

The Club "Seal", a facsimile impression of which is presented in the margin hereof, shall be the common seal of the Club.

ARTICLE NO. 20: INTERPRETATION

- (i) In these By-Laws, the singular shall include the plural and the plural the singular, and the word "person" shall include firms and corporations.
- (ii) In these By-Laws, the term "dependant" shall mean any adult or child for whom the Member is responsible; such as a family member, other than a partner or spouse, who is wholly or partly dependant upon the Member for care, support and attention for the ordinary necessities of life.
[Note: There is no requirement for co-habitation.]
- (iii) In these By-Laws, the term "member in good standing" shall mean that the member:
- Will be current in his or her accounts with no debt outstanding more than thirty-five (35) days after the date of first billing; or,

- b. Will have entered into a credit agreement with the Club whereby his or her accounts are reconciled on a monthly basis.
- (iv) In these By-Laws, the term “personally present” shall mean that the member:
 - a. Will be physically present at a meeting of the members; or,
 - b. Will be in attendance at a meeting of the members through the use of a live two-way communication technology, in a manner that will permit direct interaction with all those physically present at the said meeting.

ARTICLE NO. 21: DISSOLUTION OF THE KINGSTON YACHT CLUB

- (i) If, in the fullness of time, it is the clear decision of the members that the affairs of the Kingston Yacht Club are to be concluded, the ways and means by which this is accomplished must be in keeping with the Letters Patent; to wit:
 - o “The Corporation shall be a Corporation without share capital”;
 - o “The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in promoting its objects”.
- (ii) Notwithstanding the article entitled: “Procedure at General Meetings”, herein, no decision to dissolve the Kingston Yacht Club shall be effective until it is confirmed by at least three-quarters of all voting members, who must be in good standing and personally present, at a General Meeting of the members.

[Note: Remembering that KYC does not recognize proxy votes under any conditions: Article No.15 (ii) – Procedure at General Meetings; this calls for such a momentous decision as to dissolve the Club to be agreed to by least 75% of all ‘voting members in good standing’ – not merely those ‘in good standing and personally present’. To explain: if ‘all voting members in good standing’ number 100, then a minimum of 75 votes must be cast in the affirmative to carry the motion.]
- (iii) Upon dissolution of the Kingston Yacht Club, all Club capital assets shall be placed in the hands of the Club’s solicitors who will be charged with the liquidation and / or the distribution of these assets, as necessary.
- (iv) Proceeds resulting from such dissolution and liquidation shall first be applied to eliminate any indebtedness in accordance with the laws of the land.
- (v) The whole of any proceeds residual from the dissolution of its capital and the repayment of its debt shall be distributed among those not-for-profit

organizations within the City of Kingston which broadly subscribe to the objectives of the Kingston Yacht Club as articulated in the Letters Patent: “to encourage the building and sailing of yachts, skiffs and canoes, motor boating, rowing, canoeing and all aquatic and other sports among amateurs”.

ARTICLE NO.22: SALE OF MAJOR ASSETS OF THE KINGSTON YACHT CLUB

- (i) If it is the clear decision of the members that that any of its major assets (such as, but not limited to: KYC Clubhouse, etc.) are to be sold or their use to be otherwise transformed, the ways and means by which this is accomplished must be in keeping with the Letters Patent; to wit:
 - o “The Corporation shall be carried-on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in promoting its objects”.
- (ii) Notwithstanding the article entitled: “Procedure at General Meetings”, herein, no decision to sell any of its real estate holdings shall be effective until it is confirmed by at least two-thirds of all voting members, who must be in good standing and personally present, at a General Meeting of the members.

[Note: If ‘all voting members in good standing’ number 100, then a minimum of 67 votes must be cast in the affirmative to carry the motion.]
- (iii) Notwithstanding the article entitled: “Procedure at General Meetings”, herein, no decision to redeploy any of its major real estate holdings shall be effective until it is confirmed by a simple majority of all voting members, who must be in good standing and personally present, at a General Meeting of the members.

[Note: If ‘all voting members in good standing’ number 100, then a minimum of 51 votes must be cast in the affirmative to carry the motion.]
- (iv) Unless undertaken as part of the dissolution of the Club, proceeds resulting from any such a sale or redeployment shall be used solely to promote the continued viability of the Kingston Yacht Club and its objectives.”

ARTICLE NO. 23: AMENDMENT OF BY-LAWS

- (i) The Board of Directors may vary or rescind any section of these By-Laws, or enact new By-Laws, in accordance with the article entitled: ‘Power of the Board of Directors’, herein, but any such change, unless in the meantime confirmed at a Special General Meeting, shall be effective only until the next

Annual General Meeting, to which it shall be submitted for confirmation of the members. The members may confirm, reject, amend or otherwise deal with such a change and it shall thereafter have effect only if and as finally approved by the members; but no act done or right acquired prior to the members' rejection, amendment or other dealing is prejudicially affected thereby.

- (ii) Notwithstanding the foregoing, no amendment to limit, rescind or otherwise infringe upon a member's right to vote as described in the articles entitled: "Membership" and "Procedure at General Meetings", herein, shall be effective until confirmed by a simple majority of all voting members, who shall be in good standing and personally present, at a General Meeting of the members.

[Note: If all 'voting members in good standing' number 100, then at least 51 must be in attendance and a minimum of 51 votes must be cast in the affirmative (50%+1) to carry the motion.]

- (iii) Notwithstanding the foregoing, no amendment to limit, rescind or otherwise alter the provisions in the articles entitled "Membership Mooring and Yard Fees" and "Power of the Board of Directors", herein, shall be effective until confirmed by a simple majority of the voting members who are in good standing and personally present at a General Meeting of the members.

[Note: If the number of 'all voting members in good standing' number 100 and at least 20 are in attendance (Quorum = 20%), then a minimum of 50%+1 of the votes cast must be in the affirmative to carry the motion.]

- (iv) Notwithstanding the foregoing, no amendment to limit, rescind or otherwise alter the articles entitled: "Dissolution of the Kingston Yacht Club" or "Sale of Major Assets of the Kingston Yacht Club", herein, shall be effective until it is confirmed by at least three-quarters of the voting members who are in good standing and personally present at a General Meeting of the members and who shall comprise a simple majority of all voting members.

[Note: If 'all voting members in good standing' number 100, then at least 68 must be in attendance and a minimum of 51 votes must be cast in the affirmative to carry the motion (75% of 68 = 51 and 50%+1 of 100 = 51). See also note in Article No.21 (ii).]

- (v) No motion to rescind, amend or render ineffectual existing elements of this article (entitled: "Amendment to the By-Laws"), all or in part, shall be effective until it is confirmed by at least three-quarters of the voting members who are in good standing and personally present at a General Meeting of the members and who shall comprise a simple majority of all voting members.

[Note: See notes in Article No.21 (ii) and in Article No.23 (iv).]

ARTICLE NO. 24: RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Kingston Yacht Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any Special Rules of Order that the Kingston Yacht Club may adopt.

ARTICLE NO. 25: REPEAL OF FORMER BY-LAWS

All By-Laws heretofore enacted and still in force are hereby repealed except that the schedule of fees shall continue to have full force and effect. Current holders of wet and / or dry moorings and / or boatsheds shall not lose their rights to such moorings and / or boatsheds upon the enactment of these By-Laws.

ENACTED this 26th day of November, 2009

WITNESS the Corporate Seal of the Club:



Appendix No.1: KYC By-Laws – Rights and Privileges of Membership, by Class and Category

Membership Class :	Full				Associate					Associate Nominee
	Single	Family: Member & Nominee	Life: Member (& Nominee)	Corporate	Associate (& Nominee)	Junior	Non-Resident	Honorary	Temporary	
Membership Category _____										
Rights & Privileges [✓]										
Right to one (1) vote at General Meetings	✓	✓✓	✓(✓)	✓✓						
Right to Stand for Office	✓	✓✓	✓(✓)	✓✓						
Right to nominate Candidates for Office	✓	✓✓	✓(✓)	✓✓						
Right to nominate Candidates for Membership	✓	✓✓	✓(✓)	✓✓						
Right to nominate affiliated Dependent Members, w/No Additional Fee	✓	✓	✓							
Right to nominate a Nominee Member, w/No Additional Fee		✓	✓							
Right to nominate a Nominee Member, w/Additional Fee					✓		✓	✓		
10 Membership Points / annum	✓	✓	✓							
5 Membership Points / annum					✓	✓	✓	✓		
Exempt from Membership Fees			✓					✓		
Wet Mooring	✓	✓	✓							
Boatshed	✓	✓	✓							
Winter Storage	✓	✓	✓		✓		✓			
Community Club	✓	✓	✓							
Dry Mooring	✓	✓	✓		✓	✓		✓	✓	
Clubhouse & Property	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Racing	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Credit Privileges	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Learn-to-Sail Programs	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Member of Long Standing: 'Senior'	✓	✓	✓	✓	✓	✓	✓	✓		
Membership in the CYA	✓	✓	✓		✓	✓	✓	✓	✓	

Rights & Privileges Associated with the Nominating Category