

# CONSTITUTION AND BY-LAWS OF HOLLYBURN SAILING CLUB

## CONSTITUTION

1. The name of the Society is “**HOLLYBURN SAILING CLUB**”.
2. The purposes of the Society are:
  - a) To establish, maintain, conduct and promote among the members of the Club and others an interest in sailing, kayaking, rowing, windsurfing and other non-motor-powered watercraft activities;
  - b) To provide its members with training and instruction in the art and science of navigation and the operation of all manner of sail-boats, kayaks, row-boats, windsurfers and other non-motor-powered watercraft and to provide opportunities for self-development, leadership and sportsmanship in the fields of sailing, kayaking, rowing, windsurfing and other non-motor-powered watercraft activities;
  - c) To encourage the growth of the sports of sailing, kayaking, rowing, windsurfing and other non-motor-powered watercraft activities, and the bringing together of persons who are interested in sailing, kayaking, rowing, windsurfing and other non-motor-powered watercraft activities;
  - d) To encourage the development of the sports of sailing, kayaking, rowing, windsurfing and other non-motor-powered watercraft activities amongst the youth of the community;
  - e) To purchase, hire, acquire, hold, mortgage, manage, lease, rent, sell, or otherwise deal with any real or personal property for the purposes of the Club, particularly lands, buildings, furniture, club and household effects, as well as any and all apparatus, appliances, conveniences and accommodations for the purposes aforesaid;
  - f) To operate sail-boats, kayaks, row-boats, windsurfers and other non-motor-powered watercraft and other facilities owned, acquired or leased by the Club to the mutual benefit and general enjoyment of its members;
  - g) To enter into any arrangement with any authorities, civil, local, or otherwise, which may seem conducive to the attainment of the objects of the Club or any of them, and to apply for and obtain from such authorities all or any such licenses, permits, rights, privileges, and concessions as may be requisite for the purposes of the Club;
  - h) To borrow or raise money by the issue of or on security of bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Society, or by any mortgage charge of all or any part of the property of the Society in accordance with the provisions of the By-Laws and by the authority of an extraordinary resolution of the Society;
  - i) To co-operate with other Societies, Clubs and Associations having like objectives.
3. The operations of the Club are to be chiefly carried on in the District of West Vancouver, and the surrounding areas, in the Province of British Columbia. This provision is alterable.
4. In the event of the winding up or dissolution of the Club or other liquidation or distribution of its assets, and after payment of all debts and liabilities of the Club, then any remaining property of the Club shall be distributed to such organizations, designated by the members of the Club at the time of the winding up or dissolution of the Club, that have objects similar to those of the Club. This provision shall be unalterable.

## **BY-LAWS**

### **1. INTERPRETATION**

1. In these by-laws unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

### **2. MEMBERSHIP**

1. The members of the Club are the subscribers of the Constitution and By-Laws, and include every person who agrees to become a member.
2. a) Every applicant for membership shall be screened by the Membership Director, who shall make a recommendation to the Executive Committee whether such applicant should be received into membership;  
  
b) On the election of a new member, the Secretary shall notify him/her of such election and furnish him/her with a copy of the rules and regulations of the Club, and request that he/she remit to the Club the amount of his/her membership initiation fee, and until same is paid s/he is not entitled to the privileges of the Club, and if the same remains unpaid for one month after said notification, his/her election to the membership of the Club shall be null and void, unless such default is explained to the satisfaction of the Executive Committee.
4. Conditions and classes of membership shall be established from time to time by the Executive Committee.
5. A member shall be deemed to be in good standing when s/he has paid his/her current annual membership fee and any other dues, assessments and other charges.

### **3. MEMBERSHIP DUES**

1. The annual membership fees for all classes of membership shall be determined from time to time by the Executive Committee. All annual fees shall be payable in advance.
2. There shall be a membership Initiation Fee for each class of membership (other than those deemed exempt), which shall be determined from time to time by the Executive Committee.
3. The Executive Committee may at any time assess any or all members of the Club, excepting Honorary Members and Honorary Life Members, in the event of a Club emergency or for payment of liabilities, provided however, that such assessment shall be approved by a three-quarters majority vote at a Special General Meeting.
4. All fees, dues, assessments or accounts of any nature whatsoever due or payable to the Club shall be paid to the Membership Director of the Club.
5. The Membership Director shall notify the members of the dues or fees payable by them by December 31<sup>st</sup> of the previous year. Any Member failing to pay his/her Dues or Fees by the last day of February shall be reported by the Membership Director to the Executive Committee who may cause the delinquent member's name to be removed from the list of members, but said delinquent member may be readmitted by the Executive Committee upon submitting to them a reason or an explanation which they consider satisfactory for his/her failure to pay. Any member

so posted shall not be permitted to incur any further liability to the Club, except his/her dues, until such time as the indebtedness has been discharged.

#### **4. MEMBERSHIP CEASES**

1. Any Member wishing to withdraw from the Club shall give notice in writing to the Secretary and may withdraw on payment to the Club of any arrears in dues, fees, assessments and unpaid accounts of all nature.
2. Upon the failure or refusal of any member of the Club to pay fees, dues, assessments or other charges within 30 days of the due date, his/her membership in the Club shall be suspended.
3. If such suspended member fails to apply in writing to the Executive Committee for reinstatement, enclosing the monies due to the Club, within 60 days of such suspension, his/her membership shall cease.

#### **5. EXPULSION OF MEMBERS**

1. The Executive Committee shall have the power, by a vote of at least three-fourths of those present, to expel or suspend any member whose conduct shall have been determined by the Executive Committee to be improper, unbecoming, or likely to endanger the interest or reputation of the Club or who willfully commits a breach of the Constitution or By-Laws of the Club. No member shall be expelled or suspended without being notified of the charge or complaint against him/her and without having first been given an opportunity to be heard by the Executive Committee at a meeting called for the purpose, seven days' notice of such meeting having previously been given to each member of the Executive Committee.
2. Any Member who has resigned, withdrawn or been expelled from the Club may be readmitted to the Club by the Executive Committee upon such member submitting to the Committee a reason or reasons why s/he should be readmitted which are, in the absolute discretion of the Committee, satisfactory. In readmitting such member the Executive Committee may impose such terms as payment of dues or fees and such conditions as it may deem necessary and proper.

#### **6. LOSS OF MEMBERSHIP**

1. Any Member who resigns, withdraws or is expelled from the Club shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the Club.

#### **7. ANNUAL GENERAL MEETING**

1. The Annual General Meeting of the Club shall be held during the month of November in each year at a place within the Province and on a day to be fixed by the Executive Committee, and at least fourteen days' notice of such meeting shall be given to all members of every class of the Club by the Secretary.

#### **8. GENERAL MEETINGS**

1. The Secretary shall call a General Meeting of the Club at such times and places as may be determined from time to time by the Executive Committee, provided that there shall be a General Meeting of the Club not less than once every year.

## **9. SPECIAL GENERAL MEETINGS**

1. The Commodore shall call a Special General Meeting of the Club at any time, upon receiving a requisition signed by not less than ten per cent (10%) members of the Club. Twenty-one (21) days' notice of such meeting shall be given to each member, which notice shall state the object of the meeting.

## **10. NOTICE**

1. A General Notice may be given to a member either personally or by mail at that member's last known address, or by email to that member's last known e-mail address. Notice may be given to the executive either personally or by mail or email to them at their respective addresses or to the Club by mail to the registered address or by e-mail to the email address of the Club.

## **11. QUORUM AND PROCEDURES**

1. Nine (9) members in good standing having voting rights and present in person shall form a quorum at any annual general meeting, general meeting, or special general meeting. All procedures and the order of business at all meetings shall follow Parliamentary Procedure and shall be governed by Roberts' Rules of Order.

## **12. VOTING**

1. Every Member in good standing shall be entitled to one vote. At all meetings of the Club every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the By-Laws of the Club, or by law. A declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Club shall be prima facie evidence without proof of the votes recorded in favour of or against such resolution. In case of an equality of votes for and against any resolution at any general meeting, the Chair shall not have a casting or second vote in addition to the vote to which s/he may be entitled as a Member and the proposed resolution shall not pass.

## **13. EXECUTIVE COMMITTEE**

1. The affairs of the Club shall be managed by the Executive Committee, each of whom at the time of his/her election or appointment and throughout his/her term of office shall be a member of the Club. The Executive Committee shall consist of elected, appointed and honorary officers of the club.

## **14. EXECUTIVE COMMITTEE'S POWERS**

1. The Executive Committee of the Club may administer the affairs of the Club in all things and make or cause to be made for the Club in its name, any kind of contract which the Club may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Club is by its Constitution or otherwise authorized to exercise and do. Without in any way derogating from or restricting the foregoing, the Executive Committee may:
  - a) Regulate, control, invest in pursuance of the "Trustee Act", and disburse all funds belonging to the Club;

- b) Borrow such sums at such times as they may deem necessary in accordance with the borrowing powers of the Club;
  - c) Establish terms and classes of membership, and suspend or expel Members;
  - d) Determine and regulate all entrance fees or annual membership fees for any or all classes of membership;
  - e) Engage or discharge all employees of the Club and determine the remuneration and terms and conditions of employment of all employees of the Club;
  - f) Appoint any Standing or Special Committees as may be deemed necessary or as they may so be directed by a resolution of a general meeting;
  - g) Determine any or all rules and regulations as they may deem necessary for the efficient operation of the Club, and, without restricting the generality of the foregoing, the Executive Committee shall determine the House Rules, the Rules of Conduct, the Sailing Rules and Regulations, and the Racing Rules and Regulations.
2. Every member of the Executive Committee or every officer or director the Club shall be deemed to have assumed office on the express understanding and agreement and condition that every member of the Executive Committee and every officer or director of the Club and their heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against all costs, charges, and expenses whatsoever which such member of the Executive Committee or officer or director sustains or incurs in or about any action, suit, or proceedings which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him/her or any other Member of the Executive Committee or officer or director in or about the execution of the duties of his/her or their office, and also from and against all other costs, charges, and expenses which s/he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges and expenses as are occasioned by his/her own willful neglect or default.

#### **15. VACANCIES, EXECUTIVE COMMITTEE**

- 1. Vacancies on the Executive Committee, however caused, may be filled by the Executive Committee from amongst the qualified members of the Club, if they see fit to do so, otherwise such vacancy shall be filled in due course by the regular proceedings of the Club as herein provided.

#### **16. ABSENCE FROM EXECUTIVE COMMITTEE MEETINGS**

- 1. Should any Member of the Executive Committee be absent from three or more consecutive meetings of the Committee without an excuse satisfactory to the other Members of the Committee, he/she shall cease to hold office and his/her place shall be filled according to By-Law 24, and he/she shall be so notified in writing by the Secretary.

#### **17. QUORUM AND MEETINGS, EXECUTIVE COMMITTEE**

- 1. A majority of the members of the Executive Committee shall form a quorum for the transaction of business. Executive Committee Meetings may be held at such times and at such places as the members of the Committee may from time to time determine. A meeting of the Committee may be convened by any two (2) members of the committee at any time. Notice of such meeting shall

be communicated to each member of the Committee not less than two clear days before the meeting is to take place; provided that meetings of the Executive Committee may be held at any time without formal notice if all the members of the Committee are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any member of the Executive Committee.

2. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In case of an equality of votes in favour of and against any resolution, the Chair shall be entitled to cast a vote. A declaration by the Chair that a resolution has been carried or has not been carried and an entry to that effect in the Minutes of the Club shall be prima facie evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The Commodore shall be the Chair of Executive Committee Meetings, or in the absence of the Commodore, his/her duties may be performed by the Vice-Commodore or such other member of the Committee as the Committee may appoint.

## **18. REMUNERATION OF EXECUTIVE COMMITTEE**

1. The Members of the Executive Committee shall receive no remuneration for acting as such.

## **19. OFFICERS OF THE CLUB**

1. Officers of the club include: Commodore, Vice-Commodore, Rear-Commodore, Fleet Captain, Staff Captain, Secretary, Treasurer, Hydrographer, Training Officer, Membership Director, Spreader Editor, Rear Commodore, Race Team Officer, Communications Officer, Coop Captain, Kayak Captain and Junior Officer.
2. The Commodore, the Vice-Commodore, the Rear-Commodore, the Fleet Captain and the Staff Captain shall be known as and have the rank of "Flag Officers".

## **20. HONORARY OFFICERS**

1. The Executive Committee may elect for the current year as Honorary Officers such persons as the Executive Committee may deem desirable. The duties and privileges of all the aforementioned Honorary Officers shall be assigned to them at the time of their respective appointments by the Executive Committee.

## **21. NOMINATION AND ELECTION OF OFFICERS**

1. Nomination of officers shall be in writing signed by the Nominator and Seconder, and shall be signed or verbally acknowledged in the presence of a witness by the Nominee as signifying his/her willingness to act in the office named if elected thereto. Nominations may be made from the floor at the Annual General Meeting. Only Members in good standing who are qualified to hold office under the terms of the class of their membership are eligible for nomination, and only such persons as have been properly nominated as herein provided are eligible for election.
2. Two (2) scrutineers shall be elected from the members attending the Annual General Meeting, which scrutineers are to attend to and arrange all the formalities, necessary procedures and incidental details of the election of the officers at the meeting.
3. A secret ballot shall be held if there is more than one Nominee for the same position and the officers of the Club shall be elected by a majority vote of those members present at the Annual General Meeting who are entitled to vote.

4. In the event of a tie, the successful Candidate shall be determined by lot.
5. The scrutineers shall forthwith make their return and announce the names of those persons who have received a majority of the votes for the respective offices. Any person so elected shall forthwith enter upon and hold his/her respective office and discharge the duties incumbent upon him/her by virtue of his/her office until such time as s/he may vacate or be expelled from his/her office for any reason, or until the next successive Annual General Meeting, whichever may first occur, at which time s/he shall be relieved of his/her office.
6. At least two of the officers shall have been members of the Executive Committee of the immediately preceding year. The Past Commodore shall automatically be elected.

The Executive Committee may appoint a Junior Executive consisting of the following officers: Junior Commodore, Junior Rear Commodore, Junior Fleet Captain, and Junior Staff Captain. The duties of the Junior Executive and of each of its officers shall be determined from time to time by the Executive Committee.

## **22. DUTIES OF OFFICERS**

1. The duties of the Officers of the Club shall be as follows:

- a) The Commodore shall preside at all Club meetings, take command of the Squadron, enforce the Constitution, By-Laws, rules and regulations, and generally supervise the affairs of the Club.
- b) The Vice-Commodore shall officiate in the absence of the Commodore and assist that officer in the discharge of his/her duties.

S/he shall have jurisdiction over the Building, Ramp, Winch and Launching Facilities and will be responsible for Maintenance and Repairs of these facilities. S/he shall arrange for Janitorial Services, required Supplies and Garbage Disposal. He/she shall be responsible for HSC Regalia.

- c) The Rear Commodore shall have jurisdiction of the grounds and is responsible for all maintenance. Boat Storage Allocation and Locker Assignment are included in his/her duties.

Upon confirmation that Boat Storage Fees and Locker Fees are paid, s/he shall display on the Notice Board a Chart showing Boat Spaces and Locker Allocations.

It is recommended that he/she appoint a Grounds Manager who shall undertake Grounds Maintenance under his/her direction.

- d) The Fleet Captain shall have jurisdiction over all Club Regattas and Races.

S/He shall lay out all racing courses and arrange the Calendar of Sailing Events.

S/He shall appoint and be Chairperson of a Sailing Committee of Not less than Five Members, which Committee shall assist him/her in the discharge of his/her duties.

S/He shall be responsible for the establishment of Racing Rules and Enforcement of same, and shall appoint Protest Committees as required.

S/He shall undertake to maintain safe sailing practices by Club Members, particularly with regard to Personal Flotation Device usage, and Sailing in areas prescribed for such use by the Harbour Master and Other Authorities.

- e) The Staff Captain shall take charge of all Club entertainment and shall arrange for provision of refreshments as required in connection with sailing and other events.

S/He shall be responsible for the acquisition of kitchen and other supplies in connection with his/her function.

S/He shall appoint a Committee to assist as required.

- f) The Secretary shall see that a record of all proceedings, copy of the Constitution, copies of Minutes of Executive and General Meetings, and copies of the Annual Reports of the Club are kept and that a complete Roll of Members is kept.

The Secretary shall handle all correspondence other than that relating to Membership and Storage.

- g) The Treasurer shall supervise the Financial Affairs of the Club. S/he shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall record all moneys or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be determined by the Executive Committee.

S/He shall arrange for an Annual Audit to be undertaken, which audit shall be presented to the Executive for approval.

S/He shall present Monthly Financial Reports to the Executive and a Financial Statement to the Executive at the End of the First Six Months of the Fiscal Year.

- h) The Hydrographer shall have charge of the Charts of the Club. S/He shall appoint a Committee which shall include:

- (1) Marks Officer shall head the Section concerned with the Maintenance and Location of buoys, marks, and floats.
- (2) Dinghy Officer shall head the Section concerned with the maintenance of Club Sailing Dinghies and Dollies.
- (3) Duty Boat Officer shall head the Section concerned with the Maintenance and Supplies for motor driven Club Boats.

- i) The Coop Captain, will represent members of the Coop at the Executive Committee.

(1) The Coop Captain will arrange for the maintenance of Coop Sailing Dinghies and Dollies.

(2) S/He will ensure systems are in place for booking boats.

(3) S/He will ensure systems are in place to ensure Coop members are capable of sailing.

- j) The Kayak Captain, will represent kayaking members of the at Executive Committee

(1) The Kayak Captain will arrange for the maintenance of Coop Kayaks and racks.

(2) S/He will ensure systems are in place for booking boats.



- (3) S/He will ensure systems are in place to ensure Coop members are capable of kayaking.
- k) The Race Team Officer will represent the race team at Executive Committee
  - (1) The Race Team Officer will arrange for coaching for the team.
  - (2) S/He will arrange for adult supervision at racing events.
  - (3) S/he will arrange for transportation to and from racing events in conjunction with the race team coach.
- l) The Past Commodore's duties are to supervise all the Junior activities and the publication of the club Year-book.
- m) The duties of the Training Officer are to administer all aspects of the Club's Sail Training Program.
- n) The Communications Officer will set up appropriate systems for communicating with the membership and the public through the HSC Web site.
- o) The Junior Officer represents junior members of the club at the Executive Committee.
- p) The Duties of the Membership Director shall include the receipt and registration of Membership, Initiation, Boat Storage, and Locker Fees and maintaining a Roll of Members.
- q) The duties of the Spreader Editor shall include the Publication of a Monthly Club Newsletter.
- r) The Manager, if employed, shall perform such duties as may from time to time be determined by the Executive Committee. The remuneration and terms of employment of the Manager shall be determined from time to time by the Executive Committee.

### **23. SIGNING OFFICERS**

1. All cheques, bills of exchange, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, and all or any note, bill, draft, or document of any nature whatsoever requiring signature, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Executive Committee.

### **24. BORROWING**

1. With the sanction of a resolution of the Voting Membership passed by a three-fourths (3/4) majority of the votes cast, the Executive may from time to time, subject to the Society Act:
  - a) Borrow money on the credit of the Club; and
  - b) Issue, sell or pledge securities of the Club; and
  - c) Charge, Mortgage, Hypothecate or Pledge all or any of the real or personal property of the Club, including book debts, rights, powers, franchises or money borrowed, or other debt, or any other obligation or liability of the Club.
2. The Club will maintain a contingency reserve fund solely for the purpose of non-routine or emergency maintenance of the clubhouse, the grounds and the ramp. At the Annual general

membership meeting, the membership will establish the minimum level of this fund for the forthcoming year.

## **25. AUDIT OF ACCOUNTS**

1. An Auditor shall be appointed by the Membership at the Annual General Meeting at the recommendation of the Executive Committee. The Membership at the Annual General Meeting may waive the appointment of an Auditor.

## **26. CUSTODY AND USE OF SEAL OF THE CLUB**

1. The Executive Committee may adopt a seal which shall be the Common Seal of the Club. The Common Seal of the Club shall be under the control of the Executive Committee, and the responsibility for its custody and use from time to time shall be determined by the Executive Committee.

## **27. ALTERATION OF BY-LAWS**

1. The By-Laws of the Club shall not be altered or added to except by a special resolution of the Club. For all purposes of the Club, "special resolution" shall mean a resolution passed by a majority of three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Notice of any proposal to alter or amend the By-Laws of the Club shall be in accordance with Section 9, and said proposal or a copy thereof shall be displayed in a place conspicuous to all members in the Clubhouse for at least TWENTY-ONE (21) days previous to such meeting.

## **28. FISCAL YEAR**

1. Unless otherwise ordered by the Executive Committee, the fiscal year of the Club shall terminate on the thirtieth (30th) day of September.

## **29. INSPECTION OF BOOKS BY MEMBERS**

1. The books and records of the Club may be inspected by a Member(s) at any reasonable time and location as agreed with the Executive Committee. Such request must be in writing and no records are to be removed except for official Club Business.