

DISCOVERY SAILING CLUB

Society #S-17393

July 20th, 1982 – Incorporated as Discovery Sailing Club

July 14th, 1996 – ‘WINDING UP’ changed by Special Resolution.

CONSTITUTION OF – DISCOVERY SAILING CLUB

1. The name of the club is “DISCOVERY SAILING CLUB”.
2. The purpose of the society is:
 - (a) to develop and encourage sailing with an emphasis on family involvement.
 - (b) to provide Club sailboats for the use of members.
 - (c) to provide sailing instruction without charge to members.
 - (d) to arrange charter sailing cruises for members.
 - (e) to do such other things as are incidental or conducive to the attainment of the above purpose.
3. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses shall be distributed to: such charitable organization or organizations having similar charitable purpose. This provision shall be unalterable.

BY-LAWS OF – DISCOVERY SAILING CLUB

Part 1 – Interpretation

1.
 - (1) In these by-laws, unless the context otherwise requires,
 - (a) “directors” means the directors of the Society for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means his address as recorded in the register of members.
 - (d) “Marriage” includes the union of a man and a woman who live together as man and wife in the same household.
 - (e) “Family” means all persons related by blood or marriage who reside together in one household.
 - (f) “Membership Unit” means an entitlement to Club Membership for the applicant for membership and all members of his family when he has been accepted as a member, and is evidence of the applicant’s contribution to the Club in the sum of one hundred dollars (\$100.00) which is to be used by the Club at the discretion of the membership as it seems fit. It does not represent any interest in the capital of the society, carries with it no rights

to dividends, and is not a share within the meaning of the Society Act, S.B.C. 1978.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 – Membership

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.

A member shall include all persons registered as belonging to a family for which one membership unit is held.

4. A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.
5. Every Member shall uphold the constitution and comply with these by-laws.
6. The amount of the first annual membership dues shall be determined by the directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Society.
7. A person shall cease to be a member of the Society:
 - (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on his death or in the case of a corporation on dissolution, or
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 24 consecutive months.
8.
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

10. Guests of members of the club when accompanied by members may use the Club boats subject to the rules and regulations as stipulated by the Executive.
- (a) Every member shall provide for himself a life jacket approved for use by the Ministry of Transport for use on all occasions when aboard Club-owned dinghies.
 - (b) Provided, however, that no person is entitled to any of the privileges herein set forth if he has been expelled as a member for any reason and not restored.
11. Any member wishing to withdraw from the Club shall apply in writing to the Membership Officer who will submit the application to the Directors for approval. The applicant may then withdraw, if approval is given, after payment of all arrears for membership fees and other assessments. Upon withdrawal the member shall be returned the amount of his membership share upon the following conditions having been satisfied:
- (a) A replacement member shall have paid his membership unit and fee; and
 - (b) There shall be a minimum number of members as determined at the annual general meeting for the year during which withdrawal is made.
 - (c) The minimum membership for any year, the prices of the Membership share and annual membership fee for all members shall be determined by the Executive.
 - (d) The Executive Committee may assess the members in the event of a Club emergency for payment of liabilities, provided however that such assessment must be approved by a three-quarter (3/4) majority vote of those present at a Special General Meeting.
 - (e) All fees, dues or assessment and all monies of any nature whatsoever due or payable to the Club shall be paid to the Treasurer.

Any member who does not pay annual membership dues two (2) years in succession will be automatically deemed "withdrawn". The membership fee will be returned to the member at that time. If the Society is unable to return the dues and reasonable effort has been made by the directors over a period of (24) twenty-four months from "withdrawal", deemed or otherwise, then the membership share shall be forfeited and retained by the club to further its aims and objectives.

Part 3 – Meetings of Members

12. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.
13. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
14. The directors may, whenever they think fit, convene an extraordinary general meeting.
15. (1) Notice of a general meeting shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any members entitled to receive notice does not invalidate proceedings at that meeting.
16. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at the General Meetings

17. Special Business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business that is transacted at an annual general meeting except,
 - (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the directors,
 - (iv) the report of the auditor, if any,
 - (v) the election of directors,
 - (vi) the appointment of the auditor, if required, and
 - (vii) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

(c) The order of business at Annual General Meetings shall be:

- (i) minutes of the Last Annual General Meeting;
- (ii) business accruing out of the Minutes;
- (iii) reports of Officers;
- (iv) reports of Committees;
- (v) amendments to By-laws;
- (vi) miscellaneous business;
- (vii) election of Officers.

18. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 3 members present or such greater number as the members may determine at a general meeting.

19. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting the members present constitute a quorum.

20. Subject to By-law 21, the president of the Society, the vice-president or in absence of both, one of the other directors present shall preside as chairman of a general meeting.

21. If at a general meeting:

- (a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all other directors present are unwilling to act as chairman,

the members present shall choose one of their number to be chairman.

22. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in the by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
23. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
 - (3) One vote shall be cast on behalf of each membership unit in good standing where the member voting that unit is present at a meeting.
 - (a) Voting is by secret ballot.
 - (b) Voting by proxy is not permitted.

Part 5 – Directors and Officers

24. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of
- (a) All laws affecting the Society,
 - (b) These by-laws, and
 - (c) Rules, not being consistent with these by-laws which are made from time to time by the Society in general meeting.
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The president, vice-president, secretary, treasurer and one or more other persons shall be directors of the Society.
- (2) The number of directors shall be 5 or such greater number as may be determined from time to time at a general meeting.
26. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled.

- (3) An election may be by acclamation, otherwise it shall be by ballot.
- (4) If no successor is elected the person previously elected or appointed continues to hold office.
- 27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of the office.
- 30. (1) No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
- (2) Directors are empowered to authorize expenditures for current operating expenses necessary in carrying out the purpose of the Society. Capital expenditures must be approved by a majority at an extraordinary general meeting.

Part 6 – Proceedings of Directors

- 31. (1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 40. At the Annual General Meeting two (2) Scrutineers shall be appointed by the presiding Chairman.

A secret ballot shall be held and the officers of the Club voted for by those members present who are entitled to vote.

The Scrutineers shall forthwith make their return to the presiding Chairman.

The Persons so elected shall forthwith be declared by the presiding Chairman and they shall thereupon hold office to which elected.

The persons so elected shall hold office for twelve (12) months or until their successors are appointed as provided herein.

Officers may serve for no more than two consecutive years in any one position.

41. The President shall preside at all club meetings, enforce the Constitution, By-laws and sailing regulations, and generally supervise the affairs of the Club. He may assign additional duties to the Officers as required.

The Vice-President shall officiate in the absence of the President and assist that officer in the discharge of his duties.

The Maintenance Officer shall take charge of all properties under the jurisdiction of the club, including properties rented by the Club. He shall be responsible for repair and maintenance of Club-owned dinghies, and shall be Chairman of the Maintenance Committee, with power to appoint members of that Committee subject to approval by the Executive Committee.

The Social Officer shall attend to arranging the social activities of the club.

42. The Secretary shall

- (a) conduct the correspondence of the Society
- (b) issue notices of meetings of the Society and directors,
- (c) keep minutes of all meetings of the Society and directors,
- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer,
- (e) have custody of the common seal of the Society, and
- (f) maintain the register of members.

43. The Treasurer shall keep such financial records, including books of account, as are necessary to comply with the Society Act, and render financial statements to the directors, members, and others when required.

The Qualifications Officer shall be Chairman of the Sailing Committee with power to appoint members to this Committee. He shall be responsible for a dinghy training programme for members both on and off the beach. He shall be responsible for all aspects of the lecture series on basic sailing skills and on general interest topics.

The Membership Chairman shall maintain the waiting list, recruit, receive and process applications for membership, and maintain an up-to-date membership list.

The Sailing Committee shall be appointed by the Qualifications Officer on the recommendations of the Training Officer. It shall be the duty of this Committee to arrange for instruction in all aspects of sailing and seamanship for members of the Club.

The Sailing Committee shall be appointed by the Executive Committee. It shall be the duty of this Committee to evaluate the sailing competence of all Club members and to issue each member a Club rating of competence which shall be the sole determinant at all times of member's eligibility to sail under the Club's dinghy sailing regulations.

The Maintenance Committee shall be appointed by the Maintenance Officer. It shall be the duty of this Committee to plan and carry out such maintenance and repairs to the Club properties as may be required. The Maintenance Committee has the right to request assistance in its work from all Active Members.

44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
 - (2) When a secretary-treasurer holds office the total number of directors shall not be less than 5 or such greater number as may have been determined pursuant to By-law 25(2).
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

GENERAL

46. The Society does not have any borrowing powers.
47. The fiscal year of the Club shall be from the first day of October to the thirtieth day of September.
48. Two members of the club shall be appointed by the President not less than twenty-one (21) days prior to the Annual General Meeting to audit the accounts of the Club and report to the Annual General Meeting.
49. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
50. The Secretary shall have custody of the Seal of the Club.
51. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution

or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

52. The books and records of the Club may be inspected by the members at any reasonable time by arrangement with the Secretary or the Treasurer.
53. A notice may be given to a member, either personally or by mail to him at his registered address.
54. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put into a Canadian post office receptacle.
55. (1) Notice of a general meeting shall be given to
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of general meeting.