

POINTE-CLAIRE YACHT CLUB INCORPORATED BY-LAWS

Date of Entry into force: 16 December 2020

ARTICLE 1 – DEFINITIONS

- 1.1 For the purpose of these by-laws, the expression Club shall mean the Pointe-Claire Yacht Club as incorporated by Letters Patent of the Province of Quebec, dated June 30, 1924 and amended by Supplementary Letters Patent of the Province of Quebec dated December 28, 1927.
- 1.2 In good standing, when referring to any Member, shall mean any member who, to the satisfaction of the Executive Committee, conforms to the by-laws, rules and regulations of the Club.
- 1.3 Member shall mean any Member of the Club in good standing.
- 1.4 Voting Member shall mean any Senior, Associate, Elder or Life member of the Club in good standing or their spouse.
- 1.5 Majority shall, unless the context otherwise requires, mean a majority of the Members present in person at any constituted meeting of the Club or division thereof.

ARTICLE 2 - OBJECTIVES, COLORS AND DRESS OF THE CLUB

- 2.1 The objectives of the Club shall be:
To encourage sailing, sailing races and boating among amateurs;
To provide harbor and storage facilities for the boats of its Members;
To maintain a club clubhouse for the use of its Members.
- 2.2 The colors of the Club shall be blue and white. The Club Burgee shall have a blue field with a white St. George's Cross displayed thereon. The Commodore's Flag shall be white square with a blue St. George's Cross displayed thereon; the Vice Commodore's Flag shall be as the preceding but with a blue square in the upper canton near the mast; the Rear Commodore's Flag shall be the same but with a blue square in the upper and lower cantons near the mast; the Fleet Captain's Flag shall be a blue square with a white St. George's Cross displayed thereon; the Past Commodore's Flag shall be the Club burgee with a white square in the upper canton near the mast; the Honorary Commodore's Flag shall be the same but with a white square in the upper and lower cantons near the mast.
- 2.3 The Club device shall be an image of the Club burgee flying, encircled by a cord finishing in a reef knot at the bottom. As a device to be worn on a blazer, the size shall be approximately 2 ½ inches in diameter; as a cap badge, the size shall be approximately 1 ¾ inches in diameter.
- 2.4 The Club Blazer shall be dark blue or black closed by gilt or black buttons, with three small gilt or black buttons on each sleeve, with three pockets, and Club crest on the upper pocket. The blazer to be worn with grey, cream or white slacks, or skirts.

- 2.5 The Club tie shall be of a dark blue background with white diagonal stripes 1/4" wide.
- 2.6 Distinguishing Marks of rank. Flag Officers shall wear, on Club blazers distinguishing marks of rank as follows:
Commodore. A single band of black braid 1 3/4" wide on each sleeve set twice its own width above the cuff of the sleeve, with 1 3/4" above it a gold anchor approximately 1 3/4" in length.
Vice Commodore. As for a Commodore except that a silver anchor shall be worn.
Rear Commodore. As for a Commodore except that a blue anchor shall be worn.
Past Commodore and Honorary Commodores. As for a Commodore except that the broad band may be surmounted by a loop, but anchors shall not be worn. When distinguishing marks of rank are worn by Flag Officers, Honorary Commodores or Past Commodores on Club blazers, sleeve buttons shall not be worn.

ARTICLE 3 – MEMBERSHIP

- 3.1 Classes of Members. The membership of the Club shall consist of the following classes:
- 3.1.1 Honorary Members. The appointment of honorary members is to give recognition to people who are not presently members of the Club. The Executive Committee shall establish the criteria for the election of honorary members by the Annual General Meeting.
- 3.1.2 Life Members. The appointment of life members is to give special recognition to Club Members who have rendered important services to the Club. The Executive Committee shall establish the criteria for the election of life members by the Annual General Meeting.
- 3.1.3 Senior Members which includes boat owning and Crew members, shall be 35 years of age or over.
- 3.1.4 Associate Members shall be of the ages 25 to 34 years inclusive.
- 3.1.5 Intermediate Members shall be of the ages 18 to 24 years inclusive. The upper age will be extended to 27 years of age upon proof of full-time student status.
- 3.1.6 Junior Members shall be of the ages 12 to 17 years inclusive and be sponsored by a senior member.
- 3.1.7 Non-Resident Members may be accepted by the Executive Committee if they effectively reside more than 100 miles from the Clubhouse.
- 3.1.8 Elder Members shall be 70 years of age or older and shall have been members in good standing of the Club for 10 years. (This bylaw will be phased in over an eight year period and will be fully in force by January 2022.)

Year	<u>2014</u>	<u>2016</u>	<u>2018</u>	<u>2020</u>	<u>2022</u>
Age	66	67	68	69	70
Seniority	6	7	8	9	10

- 3.1.9 Inactive Members may be accepted by the Executive for a period of one year if, due to circumstances beyond their control, they are unable to take advantage of the membership privileges. Inactive members are not entitled to any membership privileges other than the receipt of members' mailings.
- 3.2 The spouse of a member and their children under 18 years of age shall be entitled to the privileges of the Club, subject to such house and ground rules as are authorized from time to time. The Class of membership shall be determined by the age of the older of either spouse.
- 3.3 Voting rights. Only voting Members in good standing shall be entitled to vote and to hold office.
- 3.4 Nominations for Membership
- 3.4.1 Senior, Associate, and elder membership shall be limited to a total of 350 members, except that Intermediate members may always move up to Associate category and Non- resident and Inactive members may enter the Senior, Elder or Associate category on return to active status. However, no new applicants for membership will be elected until the total of Senior and Associate members shall be less than 350.
- 3.4.2 Sponsored candidates for membership shall be proposed and seconded by two Voting Members. They shall be introduced to a member of the Executive committee; this procedure shall also apply to a candidate for membership who has not been sponsored. Each candidate shall complete the application for membership form supplied by the Secretary; they shall also agree to conform to all By-laws, rules and regulations.
- 3.4.3 The name, occupation and address of the candidate must be given and the birthday of the candidate.
- 3.4.4 The annual membership dues and entrance fee must accompany all applications for membership. If for any cause the application is not accepted, the amount received will be immediately returned.
- 3.5 Election to Membership
- 3.5.1 All applications for membership must be posted on the notice board of the Club Clubhouse for at least seven days before election, except between November 1 and March 31, when such an application will be advised by mail to all voting members. In such a case, they shall not be elected to membership in less than 10 days from the mailing date of such notice.
- 3.5.2 A candidate is elected to membership by the Executive Committee. He must receive a unanimous vote of the members present at the meeting (said meeting being in person, electronically or virtually as the Executive Committee may require in order to fulfill its duty).
- 3.5.3 The Secretary shall forthwith give notice to the member-elect of his election.

- 3.5.4 Anyone admitted to membership shall be accorded harbour privileges only at the discretion of the Executive Committee.
- 3.6 Discipline. If any member be guilty of conduct which, in the opinion of the Executive Committee, is detrimental to the interests of the Club, the Secretary shall summon such Member to appear before the Committee to explain such conduct. If the Member summoned neglects to appear before the Committee, or having appeared, fails to satisfy it, the Committee by a majority vote of 2/3 of the Committee's members present at the meeting may suspend or expel the Member summoned.
- 3.7 Resignation. Any member not in arrears may resign from the Club by notifying the Secretary in writing before March 1; otherwise, he shall be liable for the ensuing year's subscription.

ARTICLE 4 – HEADQUARTERS

The Headquarters of the Club shall be at the Clubhouse, 1 Cartier Ave, Pointe Claire, Province of Quebec.

ARTICLE 5 - GENERAL MEETINGS

- 5.1 Site. All meetings shall be held in the Clubhouse or at such other place in the Montreal area as the Executive Committee may determine. The Executive Committee may deem, in exceptional circumstances such as for safety reasons, to hold such meetings virtually.
- 5.2 Notice. All general meetings of the Club shall be called by a written notice addressed to all the Members except Junior Members and posted at least 14 days previous to the date of the meeting.
- 5.3 The quorum at any general meeting shall be not less than a total of 15% of the Voting Members.
- 5.4 The conduct of all general meetings shall be governed so far as applicable by the rules of procedures in force in the Parliament of Canada.
- 5.5 Voting Rights: At all general meetings, each Voting Member personally present shall have one vote. The presiding officer shall not vote at any general meeting, but shall, in the case of any tie vote, cast a deciding vote. This restriction shall not prevent the presiding officer from casting his ballot in the elections at the Annual General Meeting. In the event of a tie vote in any election, the presiding officer shall be informed before the results of the ballot are announced and the presiding officer shall then cast a deciding vote.
- 5.6 The Annual General Meeting of the Club shall be held during the first 20 days of December of each year. In the event that a quorum is not attained the Annual General Meeting is to be held prior to January 31 of the following year. The order of business for the Annual General Meeting shall include:

- a) The adoption of the Minutes of the previous Annual General Meeting and of any Special General Meeting that may have been held during the previous year.
- b) The review of the reports of the Executive Committee;
- c) The approval of the annual Financial Statements reported upon a recognized accounting firm and prepared under a minimum of a 'Review Engagement Report' for the financial year ended Oct. 31.
- d) The election of members of the Executive Committee;
- e) The election of Honorary Members, Life Members and Honorary Commodore;
- f) The announcement of members of the Advisory Board;
- g) The approval of the budget for the current year, reflected in the schedule of income to be derived from the membership dues, special assessments (if any), entrance fees, service charges and other miscellaneous income together with the proposed schedule of expenditure for administration, harbour, fleet and shore activities.
- h) The appointment of two Senior Members as Honorary Auditors and of the independent auditors; and
- i) Such other business as may properly come before the meeting.

5.7 A Special General Meeting of the Club may be called at any time by the Commodore, the Executive Committee, or upon the written request of any ten voting Members. Such Special General Meetings shall be held within thirty days of such requests. The order of business for a Special General Meeting shall include only those matters stated in the request for the meeting and included in the notice of the meeting.

ARTICLE 6 - THE EXECUTIVE COMMITTEE

6.1 Authority. The Executive Committee shall have the management and control of the Club and shall make and enforce rules and regulations for the governance of the Club and of its finances, property, harbour and affairs generally including the hiring of staff and the determination of their terms of employment. It may appoint chairmen and sub-committees to take charge of various activities of the Club. The majority of the Members of the Executive Committee shall constitute a quorum for the conduct of the business of the Executive Committee.

6.2 Nominations

6.2.1 Any voting Member shall be eligible to nominate for or to accept nomination to any elected post on the Executive Committee of the Club, and a Member may not accept nomination for more than one post at anyone time. Associate members shall not be eligible to stand for nomination to the position of Commodore, Vice Commodore, or Rear-Commodore.

6.2.2 The Executive Committee shall, in June of each year, appoint a special committee, consisting of five Senior, Life or Elder Members who are not

members of the Executive Committee, whose duty it shall be to select and nominate candidates for election at the next Annual General Meeting of the Club. This Committee shall be known as the Nominating Committee and the Secretary of the Club shall, before July 15, advise any Voting Member in writing of the names and contact information of those appointed to the Nominating Committee together with an extract from the by-laws of the Club covering the nomination of officers and members of the Executive Committee.

- 6.2.3 Members of the Nominating Committee shall be available to Voting Members who may wish to make suggestions or to ask advice regarding nominations. Notice of the nominations proposed by the Nominating Committee shall be given to the Secretary, in writing, not later than September 15, and these nominations shall be notified to the membership before September 30.
- 6.2.4 All nominations must be made in writing, signed by the nominators, and accompanied by the written consent of the nominees to serve if elected.
- 6.2.5 Any five Voting members together may independently nominate one candidate for each or any office or position. All nominations other than those made by the Nominating Committee must be deposited with the Secretary no later than noon of 15 October nor earlier than 3 October.
- 6.2.6 A list of all nominations and the names of those Members sponsoring them shall be included in the notice calling the Annual General Meeting.
- 6.2.7 If, for any reason, following the closing of nominations and prior to the election there be no valid nomination for any office, the Executive Committee shall, by formal resolution, nominate a member or members to stand for election. In such cases, notice of any such nomination shall be read to the Members at the Annual General Meeting, immediately prior to the election of officers.
- 6.2.8 The Executive Committee has the power to fill vacancies among the officers and its members.

6.3 Composition

The Executive Committee shall consist of not less than eight nor more than twelve elected members, including:

6.3.1 The Commodore who shall be:

- a) The President of the Club, take command of the squadron, preside at all general meetings and meetings of the Executive Committee, and enforce the by-laws, rules, and regulations of the Club.
- b) An ex-officio member of all committees except the Nomination Committee, and;
- c) The custodian of all deeds and other documents of value and trophies, all of which shall be handed over to the successor in office, with an inventory thereof embodied in the Minutes of the Executive Committee.

6.3.2 The Vice Commodore who shall:

- a) Assist the Commodore in the discharge of his duties, and in his absence officiate in his stead;
- b) Be an ex-officio member of all Committees except the Nominating Committee.

- 6.3.3 The Rear Commodore who shall:
- a) Assist the Commodore and the Vice Commodore in the discharge of their duties, and in their absence, officiate in their stead; and
 - b) Be an ex-officio member of all committees except the Nominating Committee.
- 6.3.4 The Secretary. It shall be the duty of the Secretary:
- a) To keep a correct roll of all members.
 - b) To keep a record of the proceedings of meetings of the Club, with the names of the members thereat, in a book provided for the purpose.
 - c) To notify every member-elect of his election, and upon his becoming a member, to furnish him with a copy of the by-laws of the Club.
 - d) To issue notices of meetings.
 - e) To conduct the correspondence of the Club.
 - f) To file all records, reports and communications connected with the business of the Club.
 - g) To act as Secretary of the Executive Committee;
 - h) To prepare a report covering the transactions of the Executive Committee for the preceding year.
 - i) To be responsible for membership development.
- 6.3.5 The Treasurer. It shall be the duty of the Treasurer:
- a) To issue all accounts;
 - b) To receive all monies due to the Club, pay all bills contracted by it and approved by the Executive Committee; and keep a correct account of the same in a book provided for that purpose.
 - c) To make a report of the amount of money in his hands at any time when thereto requested by the Commodore or Executive Committee;
 - d) To present at the Annual Meeting a report of the affairs of the Club for the past year, and also a full account showing all receipts and disbursements and the financial condition of the Club at the end of its financial year.
 - e) The funds of the Club shall be kept in a chartered bank or invested in Government of Canada Treasury Bills and shall be paid out or withdrawn only with the joint signatures of the Commodore or Vice-Commodore or Rear Commodore and the Secretary or Treasurer or any of the said Officers and the Club Manager.
- 6.3.6 The Harbour Master. It shall be the duty of the Harbour Master:
- a) To exercise general supervision and control of the harbour, quay, piers, and floats;
 - b) To apply the rules and regulations made for their governance by the Executive Committee;
 - c) To make requisition for all that is needed for their efficient maintenance.
- 6.3.7 The Fleet Captain. It shall be the duty of the Fleet Captain:
- a) To plan and implement all aspects of the Club's fleet activities and involvement in outside yachting activities, including but not limited to the provision of Club regattas and races;
 - b) To keep an accurate record of name, owner, rig, measurement or builder of all boats in the Club's squadron;
 - c) To promote and develop training activities;
 - d) To promote a water-safety program;
 - e) To co-ordinate the activities of the sailing and power fleet; and

- f) To apply the rules and regulations made for their governance by the Executive Committee.
- 6.3.8 The Shore Officer. It shall be the duty of the Shore Officer:
- a) To plan the Club's social activities and facilities, including but not limited to the Club dining and beverage operations;
 - b) To issue the Club newsletter;
 - c) To exercise general supervision over all Clubhouse facilities and grounds and to make requisitions for all that is needed for their efficient maintenance; and
 - d) To apply the rules and regulations made for their governance by the Executive Committee.

ARTICLE 7 - THE ADVISORY BOARD

7.1 Purpose.

The Advisory Board is to provide a means of continuity and guidance for successive Executive Committees. Long-range plans of the Club and items of major importance may be referred to it for judgment or investigation.

7.2 Responsibilities. The Advisory Board shall choose a Chairman each year from amongst their number. At least two meetings shall be held each year, or oftener, as requested by the Executive Committee, at which simple Minutes will be kept for permanent record, and these shall be available to the Flag Officers on request. With the full purpose in mind, the Advisory Board shall be available to; the Executive for consultation and/or judgment on problems approved by resolution of the Executive Committee and passed to the Chairman of the Advisory Board by letter.

7.3 Appointment and Term. The Advisory Board shall consist of five members. Current members of the Executive are not eligible. The immediate Past Commodore shall automatically become a member and remain on the Board for at least two years. The remaining members should serve a minimum of three years and at least one member should be replaced each year. Appointments are to be by resolution of the Executive Committee prior to the Annual General Meeting. After acceptance of the members in writing, the complete Board for the ensuing year is to be announced to the membership in the notice of the Annual General Meeting.

ARTICLE 8 - FINANCIAL MATTERS

8.1 The schedule of income prepared by the Executive Committee for approval by the Annual General Meeting shall include membership dues based on the following principles.

8.1.1 Honorary Members shall not pay annual membership dues, assessments, nor entrance fees.

8.1.2 Life Members shall not pay annual membership dues, assessments or minimum charges.

8.1.3 Senior Members. Senior boat owning members shall pay 100% of the annual membership dues and assessments while senior Crew members shall pay 50% of the annual membership dues and assessments.

- 8.1.4 Associate Members shall pay 50% of the annual membership dues and assessments.
- 8.1.5 Intermediate Members shall pay 25% of the annual membership dues and assessments.
- 8.1.6 Junior Members shall pay 10% of the annual membership dues.
- 8.1.7 Non-Resident Members shall pay 7.5% of the annual membership dues.
- 8.1.8 Elder Members shall pay 50% of the annual membership dues and assessments.
- 8.1.9 Inactive Members shall pay 7.5% of the annual membership dues.
- 8.1.10 Disabled Members shall pay 50% of the annual membership dues. Members with a permanent disability such that they require physical assistance to sail, shall pay 50% of the membership dues applicable for their respective class of membership. Such members may be attended by support staff entirely at their own discretion subject to: (i) these staff signing the guest registered upon arrival, (ii) being recognizable as an attendant, and (iii) conform to all of the Club Regulations
- 8.2 Annual Membership Dues. The Executive Committee shall propose for the Annual General Meeting's approval the amount of the membership dues for the current year.
- 8.3 Assessments. The Executive Committee may propose for the Annual General Meeting's approval an assessment for the foreseeable extraordinary expenditure.
- 8.4 Entrance Fee. A newly elected Senior boat owning Member shall pay the whole of the entrance fee, or at the option of the said member, the entrance fee may be paid in consecutive yearly installments, at a rate determined by the Executive Committee. Should the member resign before the final installment payment, no further installments are due or refundable. An Associate Member who becomes a Senior boat owning Member shall be credited with 15% of the entrance fee for each year that he has been an Associate and/or Intermediate member. Credits earned to date shall remain, but no future credits shall be earned by Senior Crew members going forward, as of December 8, 2010.
 - 8.4.1 A Senior Crew member may defer the payment of Entrance Fees until the year in which he becomes a boat owner. At that time, he must pay entrance fees at the rate determined by the Executive for that year.
 - 8.4.2 Any Senior boat owning Member, in good standing, whose resignation was accepted by the Executive Committee and who is subsequently re-accepted as a Senior boat owning Member, shall only be liable for any unpaid portion of the entrance fees as of their original date of resignation
- 8.5 Service Charges. The Executive Committee shall submit for the Annual General Assembly's approval a schedule of service charges and other fees applicable for the current year.

8.6 Financial Regulations

- 8.6.1 The membership status shall be established as of March 1.
- 8.6.2 A new member elected between August 1 and October 31 shall be required to pay only one half of the amount of the annual membership dues for the year in which he is elected. This will not apply to returning members.
- 8.6.3 Annual membership dues are due on March 1 of the current year. Unless otherwise determined by the Annual General Meeting, assessments are also due on March 1st of the current year.
- 8.6.4 Service charges are to be paid in advance of the service rendered.
- 8.6.5 Unless stated otherwise, any charges levied, or account rendered shall be due one month from the billing date.
- 8.6.6 The name of any Member who fails to settle his account within one month of the due date shall be posted in the Clubhouse and his Club privileges shall be suspended. If such default continues for a further period of one month, the Treasurer shall report same to the Executive Committee who shall cause his name to be erased from the list of Members. He may be readmitted by the Executive Committee upon his giving a satisfactory explanation of his delinquency to the Committee.
- 8.6.7 Any matter involving the disbursement of sums over five percent of the budgeted revenues and the issue of mortgages, and the general financial policy of the Club shall, after approval by the Executive Committee, be brought for consideration and approval before a General Meeting of the Club.

ARTICLE 9 - AMENDMENT OF THE BY-LAWS

These by-laws or any of them may only be amended, added to or repealed by a vote of two-thirds of the Voting Members present at a General Meeting of the Club. The text of any proposed change shall have been stated in the notice calling the meeting.