

FANSHAWE YACHT CLUB

BY-LAWS

Effective: March 24, 2021

**FANSHAWE YACHT CLUB
PO Box 32041, RPO Northland,
London, Ontario N5V 5K4
BY-LAWS**

DATE: March 24, 2021

SECTION 1 – General.....	Page 1
SECTION 2 – Directors.....	Page 3
SECTION 3 – Board of Directors Meetings.....	Page 4
SECTION 4 – Financial	Page 5
SECTION 5 – Officers.....	Page 5
SECTION 6 – Protection of Directors and Others.....	Page 6
SECTION 7 – Conflict of Interest	Page 7
SECTION 8 – Members.....	Page 7
SECTION 9 – Members Meetings.....	Page 7
SECTION 10 – Notices.....	Page 10
SECTION 11 – Dissolution.....	Page 11
SECTION 12 – Adoption and Amendment of By-Laws.....	Page 11

SECTION 1 – GENERAL

1.01 Purpose

These By-Laws and the Schedules attached by reference relate to the general conduct of the affairs of the Fanshawe Yacht Club. This Club is a Provincial Corporation without share capital and shall be known by the title of “Fanshawe Yacht Club.” The Club may be referred to in these or other documents from time to time by the acronym “FYC.”

The Objectives of Fanshawe Yacht Club are:

- to provide facilities in which Members and the community may receive instruction in sailing skills,
- to encourage sailing on Fanshawe Lake and elsewhere,
- to promote a high standard of skill and seamanship in the handling of sail-craft ,
- to secure honourable conduct in all activity and competition,
- to foster a friendly and cooperative spirit among its Membership and those who frequent Fanshawe Yacht Club,
- to cultivate fraternal relationships with other yachting organizations ,
- to perpetuate the tradition and fine spirit of the sport of yachting, and
- to arrange, develop and maintain proper facilities for the recreation of its Members and those who frequent Fanshawe Yacht Club.

1.02 Definitions

In these By-Laws, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the Board of Directors of the Fanshawe Yacht Club;
3. "By-Laws" means these By-Laws (including the Schedules to these By-Laws) and all other By-Laws of the Fanshawe Yacht Club as amended and which are, from time to time, in force;
4. "Chairperson" means the Commodore, or a Director of the Board or appointed Club Member should the Commodore not be available;
5. "Corporation" means the Fanshawe Yacht Club that has passed these By-Laws under the Act or that is deemed to have passed these By-Laws under the Act
6. "Club" when capitalized in these By-Laws means Fanshawe Yacht Club;
7. "Director" means an individual occupying the position of Director on the Board of the Fanshawe Yacht Club by whatever name their position is called;
8. "Member" means a member of the Fanshawe Yacht Club;
9. "Members" means the collective membership of the Fanshawe Yacht Club; and
10. "Officer" means a Director or appointed Supporting Role of the Fanshawe Yacht Club.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in these By-Laws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability of the remaining provisions of these By-Laws. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Letters Patent of the Club, the Articles or the Act, the provisions contained in the Letters Patent of the Club, the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal of the Fanshawe Yacht Club, if any, shall be in the form determined by the Board.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which, and the person(s) by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-laws or other document of the Corporation to be a true copy thereof.

1.06 Head Office

The registered office of the Club shall be in the city of London in the province of Ontario, Canada, with a mailing address in London as determined by the Board from time to time. The location of the Club shall be within the Fanshawe Conservation Area of the Upper Thames River Conservation Authority, generally on the west bank of Fanshawe Lake, at 1424 Clarke Road, London, Ontario, N5V 5B9.

SECTION 2 - DIRECTORS

2.01 Election and Term

The Directors must be Members in good standing of the Club and shall be elected by the Members. Nine Directors will form the Board to govern the affairs of the Club. Directors will serve terms of approximately one year and then be subject to reelection. Terms commence from the date of the meeting at which they are elected or appointed until the Annual Meeting one year hence or until their successors are elected or appointed.

2.02 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later
2. if the Director dies
3. if the Director is found to be incapable of managing property by a court or under Ontario law
4. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office

2.03 Filling Vacancies:

A vacancy on the Board shall be filled as follows:

1. A quorum of Directors may appoint a Member to fill a vacancy among the Directors.
2. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Sections, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member.
3. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.
4. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.04 Committees

Committees may be established by the Board of Directors in the following manner:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated.
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
3. Standing Committees of the Club have the terms of reference and responsibilities outlined in the Schedules to these By-Laws.

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made
 - (iii) in compliance with the conflict of interest provisions of the Act.

SECTION 3 - BOARD OF DIRECTORS MEETINGS

3.01 Calling of Meetings

Meetings of the Directors may be called by the Commodore, or any two Directors at any time and any place on notice as required by this By-Law, provided that, for the first organizational meeting following incorporation, the Commodore or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

3.02 Regular Meetings

The Board may fix the place and time of regular Board of Directors meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. Conduct of Meetings unless otherwise specified in these By-Laws; meetings of Members and meetings of the Board will be conducted according to *Robert's Rules of Order* (current edition)

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board of Directors shall be given in the manner provided in Section 10 of this By-Law to every Director of Fanshawe Yacht Club not less than seven days before the date that the meeting is to be held. Notice of

a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Commodore as Chairperson

The Commodore shall preside at meetings of the Board of Directors. In the absence of the Commodore, the Directors present shall choose one of their number to act as the Chairperson.

3.05 Voting

Each Director has one vote. Whenever a majority vote is required to adopt a motion, a tie vote is decisive; a motion that fails to achieve the majority vote necessary to adopt it fails. The presiding officer (if a Director) votes at the same time as the other Directors when a vote is by ballot. For other forms of voting, the Chairperson's duty to maintain the appearance of impartiality while presiding should convince them to refrain from voting, except when their vote will affect the result.

3.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, any Director may participate in a meeting of the Board or of a Committee of Directors by telephone or other electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

SECTION 4 - FINANCIAL

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of Fanshawe Yacht Club shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Fanshawe Yacht Club ends on December 31 in each year or on such other date as the Board of Directors may from time to time by resolution determine.

SECTION 5 - OFFICERS

5.01 Officers

The Board shall appoint from among the Directors a Chairperson and may appoint any other person to be Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Commodore and Chairperson may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the

Board may prescribe from time to time. Spouses of Members in good standing may be Officers of the Club.

5.02 Office Held at the Board's Discretion

Any Officer shall cease to hold office upon resolution passed by the Board.

5.03 Duties

Directors shall be responsible for the duties assigned to them, but they may delegate to other Members the performance of any or all of such duties.

5.04 Duties of the Commodore

The Commodore shall perform the duties described in Sections 3.04 and 9.05, and Schedule A attached hereto, and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Secretary

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law

5.07 Other Directors and Officers

Other Directors and Officers of the Club shall perform the duties described in the respective Schedules D through I attached hereto or as the Board may determine from time to time.

SECTION 6 - PROTECTION OF DIRECTORS AND OTHERS

6.01 Protection of Directors

No Director, Commodore or Committee Member of Fanshawe Yacht Club is to be held liable for the acts, neglects or defaults of any other Director, Officer, Committee Member or employee of the Fanshawe Yacht Club or for joining in any receipt or for any loss, damage or expense happening to the Fanshawe Yacht Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or on behalf of the Fanshawe Yacht Club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Fanshawe Yacht Club shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust provided that they have:

1. complied with the Act and the Fanshawe Yacht Clubs By-Laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

SECTION 7 - CONFLICT OF INTEREST

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested, or could be perceived as being interested, in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

SECTION 8 - MEMBERS

8.01 Members

Membership in the Fanshawe Yacht Club shall include:

- those individuals named in the Articles; and
- those persons interested in furthering the Objectives of Fanshawe Yacht Club, and who:
 - o have been accepted as Members by the Board;
 - o agree to adhere to the provisions of these By-Laws, the Schedules attached, and any other rules or policies enacted by the Board
 - o have paid any dues or fees laid out by the Board corresponding to the class of Membership they wish to hold, as described further in Schedule M; or
 - o who have met any conditions laid out by the Board for Honorary Membership in the Club, as described in Schedule M.

For clarity, Membership is not automatic upon payment of dues or fees through the means prescribed by the Board, but is subject to approval by the Board. A person not approved by the Board for Membership shall have any fees they may have already paid for the year in which they sought membership refunded in full.

8.02 Membership and Duration

A membership in the Fanshawe Yacht Club is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act. The Membership year of the Club is from March 1st to February 28th. Membership is renewed annually.

8.03 In Good Standing

A member will be in good standing provided they have completed and submitted all documentation required by the Board, have complied with these By-Laws and the Schedules attached and any other rules or policies enacted by the Board from time to time, have not been suspended or expelled and have paid all required membership dues and fees. If the member ceases to be in good standing they will not be entitled to vote at meetings of the membership.

Members agree to equip and operate their boat(s) in accordance with the federal *Safe Boating Guide* or other regulations in force under the *Canada Shipping Act* or its successors. Any Members participating in sail racing on Fanshawe Lake agree to abide by the version of the *Racing Rules of Sailing* in force at the time.

8.04 Disciplinary Act or Termination of Membership for Cause

1. Upon fifteen days' written notice to the Secretary, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-Laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the fifteen-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
3. A Member whose Membership is terminated shall not be entitled to a refund of any dues or fees paid to the Club.
4. A Member whose Membership is under review through this Section shall not resign from the Club.

SECTION 9 - MEMBERS' MEETINGS

9.01 Annual Meeting

The Annual Meeting of the Corporation shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one days before the annual meeting, with at least an electronically-transmitted copy of the proposed agenda of the Meeting, the approved financial statements, the auditor's report or review engagement report and other financial information required by the By-Laws.

The business transacted at the Annual Meeting shall include:

1. agenda building
2. receipt of the agenda
3. receipt of the minutes of the previous annual and subsequent special meetings;
4. consideration of the financial statements
5. report of the auditor or person who has been appointed to conduct a review engagement, if any
6. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, if required
7. election of Directors
8. such other or special business as may be set out in the notice of Meeting.

No other item of business shall be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the Annual Meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a Special Meeting on written request to the Secretary of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one days from the date of the deposit of the request.

9.03 Notice

Subject to the Act, not less than ten and not more than fifty days written notice of any Annual or Special Members' meeting shall be given in the manner specified in the Act to each Member and to the Auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.04 Quorum

At any General Meeting of Fanshawe Yacht Club a quorum shall consist of not less than ten percent of the voting Members, not including proxies. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chairperson of the Meeting

The Chairperson, if the Commodore is not present, presides over the meeting; the Members present at any Members' meeting shall choose another Director as Chairperson and if no Director is present or if all of the Directors present decline to act as Chairperson, the Members present shall choose one of their number to preside at the meeting.

9.06 Voting of Members

Only voting Members in good standing shall be entitled to vote at any General Meeting of Fanshawe Yacht Club and shall cast one vote each on each question.

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-Laws provided that:

1. votes shall be taken by a show of hands among all Members present and the Chairperson of the meeting, if a Member, shall have a vote;
2. an abstention shall not be considered a vote cast;
3. before or after a show of hands has been taken on any question, the chairperson of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chairperson of the meeting shall direct, and a Member not affiliated with the Board of Directors and definitely not the Chairperson of the meeting will act as scrutineer to count the ballots;

4. if there is a tie vote, the Chairperson of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
5. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chairperson of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Any Member may appoint any person to act as their proxy with some or all of their powers at a General Meeting. The appointment shall be made in writing, be signed by the Member and be dated. Proxies are usually per meeting but may be longer if notification is provided by a letter with the duration and signed by both the Member and the proxy. Also, it may be revoked in writing at any time. All proxies to be used at a General Meeting shall be deposited with the Secretary forty-eight hours prior to such meeting, excluding Saturdays or Sundays and legal Holidays.

Proxies for voting at a Members' Meeting may also be submitted no less than 48 hours before the start of the meeting by e-mail to the Secretary.

All proxies shall contain in the body of a letter or e-mail, wording substantially as follows, and with the substitution of the required information for the square bracketed sections: "I, [insert name of member giving proxy], hereby appoint [insert name of member appointed to act as proxy] to act as my proxy for voting at the Members' Meeting of Fanshawe Yacht Club scheduled for [insert date]. I acknowledge that I have voting rights at the scheduled meeting. This proxy will be valid for [this meeting only, or a time indicated]."

Electronic proxies are valid only if correctly worded and acknowledged by return e-mail from the Secretary to the appointing member at the originating e-mail address before the meeting. E-mail proxies are valid for one meeting only unless indicated otherwise. Proxies expire upon the death of an appointing member.

9.07 Adjournments

The Chairperson may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act

or the Articles to be present at the meeting. Any other person may be admitted only if invited by the Chairperson of the meeting or with the majority consent of the Members present at the meeting.

SECTION 10 - NOTICES

10.01 Service

Any notice required to be sent to any Member or Director, or to the Auditor or person who has been appointed to conduct a review engagement, shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 11 - DISSOLUTION

11.01 Dissolution

The Corporation may be dissolved in accordance with the Act.

SECTION 12 - ADOPTION AND AMENDMENT OF BY-LAWS

12.01 Amendments to By-Laws

The Members may from time to time amend these By-Laws or the Schedules attached by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend these By-Laws or Schedules attached other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

12.02 New By-Laws

The Directors may pass new By-Laws not inconsistent with the existing By-Laws which shall be valid until the next General Meeting, at which the same must be approved by not less than two-thirds of the votes cast on a ballot to remain effective.

Enacted December 18, 2019, except where the Club is deemed to have passed this By-law under Section 18(1) of the Act.

Bonita R. Magill, Commodore

Andrew Turnbull, Secretary

John J. Kabel, Treasurer

REVISION HISTORY

DATE	INITIALS	SECTION	DESCRIPTION
Dec. 18, 2019	JK		Enacted by General Meeting of Members
March 24, 2021	AT	9.06	Added "voting"; deleted bullet No.1 Added electronic proxies by e-mail