



Constitution

Schedule A "SOCIETY ACT"

1. The name of the Society is SALTSPRING ISLAND SAILING CLUB.
2. The purpose of the Club is:
 - a) to foster and promote interest in cruising and sailing, and
 - b) to develop seamanship and a knowledge of navigation.

By-laws

1. MEMBERSHIP
 - a) Eligibility: any person wishing to foster the purpose of the Club is eligible for membership in the Club, subject to By-law 1b) below.
 - b) There shall be four classes of members in the Club, namely Regular, Associate, Junior and Honorary Life.
 - i) Regular Membership shall be limited to persons whose principal residence is on Saltspring Island. A second person sharing the same residence, in a spousal relationship, may be named as sharing the same membership. Either one, but not both simultaneously, may hold office, be a voting member and take part in the business proceedings of the Club. Notwithstanding the above residency requirement, non-resident members who were regular members as of April 30, 1981, shall retain all rights and privileges of regular members.
 - ii) Associate Membership may be granted to applicants who wish to participate in Club activities without having voting or mooring privileges (including dinghies) nor holding office.
 - iii) Junior Membership may be granted applicants who are under the age of nineteen years. Junior members shall not be entitled to a vote nor have mooring privileges. At the discretion of the Board of Directors and upon application, a Junior member who is a student may be permitted to continue membership at the Junior rate beyond the age of 18 while attending full-time studies.
 - iv) Honorary Life Members shall be persons to whom the facilities and privileges of the Club are extended for life in appreciation of important services rendered to the Club. Such members shall be exempt from payment of dues, fees or assessments except moorage and related charges. An Honorary Life member may only be elected at an Annual General Meeting upon a vote of seventy-five (75) per cent of members present and entitled to vote. Honorary Life Membership shall be entitled to vote and take part in the business

proceedings of the Club. Moorage privileges shall be retained while residing on Salt Spring Island.

2. MEMBERS IN GOOD STANDING

All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing to the Club. The member shall not be in good standing so long as that debt remains unpaid. A person not in good standing for sixty (60) days, without just cause, shall cease to be a member.

3. ELECTION OF MEMBERS

- a) Eligible persons may apply for membership in the Club by being sponsored by two Regular members who are in good standing and who have held a Regular Membership for a period of at least three (3) years, while meeting Work Contribution expectations according to the Club regulations. Applications shall be submitted on the proper form to the Secretary together with the application fee. The application shall be directed to the membership committee Chair, who will report the findings of the Committee to the Board of Directors after a meeting between the Committee and the applicant. Associate members wishing to upgrade to Regular member status, shall reapply on the same form with the required entrance fee balance.
- b) Applications for election to Regular Membership and upgrades from Associate to Regular shall be posted on the Club Bulletin Boards at least fourteen (14) days prior to being voted upon by the Board of Directors. Applications for election to Junior Membership may be processed by the Board of Directors without posting.
- c) Applicants for membership shall become members upon a 2/3 majority vote in favour by the Board of Directors.
- d) The Secretary shall notify the applicant of the results of the membership election and, if successful, shall supply the new member with a number that represents ranking in the membership seniority roll and copies of the current Constitution, By-laws and Regulations of the Club.
- e) Ex-members wishing to rejoin, having resigned in good standing, may be permitted to do so, subject to a), b), c) and d) above. Membership seniority may be taken as that allocated on original joining date, provided that payment of all annual dues since date of resignation, together with any increases in initiation fee plus any assessments levied on members during the ex-member's period of absence, be paid up. Should the member not wish to make such payments, then seniority shall be allocated at date of subsequent joining as new member.
- f) Regular members wishing to change their membership to Associate member may do so on application to the Board in writing. Such a request will not be unreasonably refused.

4. MEMBERSHIP LIMIT

Regular membership shall be limited to two-hundred members.

5. TERMINATION OF MEMBERSHIP

A person shall cease to be a member:

- a) by giving written notice to the Secretary. Such person shall be allowed to resign on payment of all monies due, owing and payable to the Club up to the end of the month in which notice was received by the Secretary. The Club shall return any unused share of mooring charges to the resigning person, or
- b) upon death, or
- c) upon being expelled under By-law 7, or
- d) by having been a member not in good standing for a period of sixty (60) days, without just cause.

6. CLUB INTEREST

The interest of a member in the Club is not transferable in whole or in part.

7. CONDUCT OF MEMBERS

All members, whether Regular, Honorary Life, Associate, or Junior, shall be responsible to uphold the constitution of the Club, comply with its by-laws, have the right to use the Club facilities and fly the Club burgee according to the Club regulations. A member who infringes any by-law; or the regulations of the Club, or who is held to have exhibited conduct not fitting for a Club member may be requested to resign, be suspended, or be expelled by a meeting of the Board of Directors. Notice of such meeting must be given to the member charged and to all the Directors fourteen (14) days before the meeting. The member so charged shall have the right to appeal such decision before the general membership.

8. MEETINGS

- a) The Annual General Meeting of the Club shall be held on the last Tuesday in November in each year at such time and place as shall be determined by the Board of Directors. The Directors may choose a different date should they consider such a change to be necessary. Members shall be given not less than fourteen (14) days written notice of the meeting including the agenda.
- b) General Meetings of the Club shall be held monthly or at such intervals as may be determined from time to time at a general meeting of the Club, or upon the written request of not less than ten (10) percent of Regular members of the Club entitled to vote. Members shall be given not less than fourteen (14) days written notice of the meeting including the agenda.
- c) Special General Meetings may be called by the Board of Directors of the Club, or the Secretary may call such a meeting upon receipt of a requisition, signed by not less than ten (10) percent of Regular members of the Club entitled to vote. Members shall be given not less than fourteen (14) days written notice of the meeting including the agenda.

Definition: Any motion or resolution that alters the By-laws must take the form of a Special Resolution and can be voted upon only at an Annual General Meeting or at a Special General Meeting convened for that purpose. A Special Resolution is a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members present and entitled to vote.

9. VOTING

- a) Only Regular members in good standing and Honorary Life Membership present at a general meeting of members, shall be entitled to vote. The Secretary shall

cause an accurate count to be kept of such members attending a meeting and who are entitled to vote.

- b) A quorum in the case of an Annual General Meeting shall be thirty members entitled to vote, and in the case of a general meeting or a Special General Meeting, twenty members.
- c) An affirmative vote of seventy-five (75) percent of those present and voting, shall be required for the adoption of a Special Resolution.
- d) Voting shall be by a show of hands, provided that if two (2) or more members entitled to vote request a vote by ballot, the Chairman shall so direct, and announce the results of the vote to the meeting.
- e) Any presiding Director shall be entitled to vote, but shall not have the final deciding vote in the case of a tie.

10. OFFICERS

- a) The following officers of the Club shall be elected at each Annual General Meeting and except as provided herein shall hold office until the following Annual General Meeting:

- Commodore
- Vice Commodore
- Rear Commodore
- Fleet Captain Racing
- Fleet Captain Dinghy
- Fleet Captain Cruising
- Staff Captain
- Secretary
- Treasurer
- Wharfinger
- Communications Director

- b) The Club shall be governed by an Executive Committee, hereinafter referred to as the Board of Directors, consisting of the eleven (11) elected officers and the immediate Past Commodore.
- c) Meetings of the Board of Directors shall be called by the Commodore, or any two members of the Board, and shall be held monthly or as necessary to conduct the affairs of the Club.
- d) Seven members of the Board of Directors shall constitute a quorum in a proper meeting except for actions under By-law 12 b) (ii).
- e) No member of the Board of Directors shall be remunerated for performing the tasks of office, but shall be reimbursed for legitimate expenses incurred on behalf of the Club.
- f) Any Director, in the discharge of the duties of office, may be assisted by a subcommittee formed from Regular, Associate, Junior or Life members and any appropriate Directors.

11. ELECTION OF OFFICERS

- a) Nominations for election of officers shall be in writing stating the office for which the nomination is made and shall include the signature of the accepting nominee

plus the signatures of the proposer and seconder who shall both be Regular members in good standing.

- b) The Board of Directors, at least thirty (30) days prior to each Annual General Meeting, shall appoint a nominating committee of three Regular members, one of whom is a Past Commodore, who shall chair the committee. Members of the nominating committee are not barred from election to office.
- c) It shall be the duty of the nominating committee to nominate at least one candidate from among the Regular members who are in good standing for each office of the Club. The list of accepted nominations shall be mailed by the Secretary to all members, fourteen (14) days prior to the Annual General Meeting.
- d) The nominating committee will automatically be discharged upon presentation of its formal report to the Annual General Meeting. Subsequent to hearing the committee's report, the chairman of the meeting shall call for nominations from the floor.
- e) Regular members of the Club entitled to vote, shall elect the Board of Directors from among the members so nominated. Election of officers shall be by ballot except for offices for which there is only one nomination when election by acclamation shall be declared upon the casting of a token vote by the Secretary.
- f) The Board of Directors, in the event of a vacancy, shall have the power by a majority vote to fill any vacancy which occurs in the Board of Directors by appointment of any Regular member who has been in good standing for one (1) year prior to such appointment.

12. REMOVAL OF OFFICERS

- a) A Director may be dismissed from office upon the following grounds:
 - failure to abide by the By-laws and/or Regulations, or
 - dereliction of duty, or
 - unexplained absence from at least two successive meetings of the Board.
- b) A Director may be dismissed from office by either of the following actions:
 - i) by a vote of the membership at a Special General Meeting convened for that purpose, and notification to the members and Directors 14 days before, and
 - ii) by a 2/3 majority vote of the Board of Directors. A quorum for this action shall be 8 Directors.

13. DUTIES OF OFFICERS

- a) **COMMODORE** - The Commodore shall preside at all meetings of the Club, enforce the By-laws and Regulations and generally supervise the operation of the Club.
- b) **VICE COMMODORE** - The Vice Commodore shall assist the Commodore in the discharge of duties and shall officiate in the absence of the Commodore. The Vice Commodore will have jurisdiction over and be responsible for the maintenance of all Club properties on shore.
- c) **REAR COMMODORE** - The Rear Commodore shall assist the Commodore in the discharge of duties and in the absence of both the Commodore and Vice

Commodore shall officiate. The Rear Commodore will have jurisdiction over and be responsible for the maintenance of all Club docks and properties within the Club's foreshore lease.

- d) FLEET CAPTAIN-RACING - The Fleet Captain Racing shall supervise all Club racing activities, including the annual Opening Day Sail Past.
- e) FLEET CAPTAIN-DINGHY - The Fleet Captain Dinghy shall supervise the Club Junior programme, control the use and be responsible for the maintenance of the Club dinghy fleet.
- f) FLEET CAPTAIN-CRUISING - The Fleet Captain Cruising shall arrange and organize a cruising programme to provide cruising for all types of vessels in the Club. In keeping with the purpose of the Club, the Fleet Captain Cruising will arrange, in conjunction with the Staff Captain, winter season lectures on subjects of interest to Club members.
- g) STAFF CAPTAIN - The Staff Captain shall be responsible for the arrangement and management of all Club entertainment and social activities.
- h) SECRETARY - The Secretary shall:
 - i) ensure that a record is kept of all proceedings of the Club and be responsible for the safe-keeping of such records,
 - ii) oversee the maintenance of a permanent up-to-date register of members in accordance with the Society Act, the seniority roll, and a list of the yachts registered in the Club,
 - iii) keep all administrative files and correspondence of the Club up to date,
 - iv) ensure that all important documents appertaining to the Club and its premises are kept in a safety deposit box at a recognized financial institution,
 - v) ensure that Club mail is collected weekly and distributed to appropriate officers,
 - vi) be responsible to notify each new member of election into the Club, and to provide such member with a copy of the Club's Constitution and By-laws, the Regulations, and the position of the member in the seniority list,
 - vii) have custody of the Club seal, and
 - viii) discharge any duties as may be assigned by the Board of Directors.
- i) TREASURER - The Treasurer shall:
 - i) ensure compliance with the Society Act,
 - ii) be responsible for the issuance of all cheques drawn by the Club. Cheques for amounts greater than \$500.00 shall be signed by any two of the following officers: Commodore, Vice Commodore, Treasurer, Secretary,
 - iii) ensure that:
 - a) all bills contracted by the Club and properly approved, are paid,
 - b) see that all monies due, owing and payable to the Club are collected,
 - c) all dues, fees and monies of the Club are deposited in the financial institution approved by the Board of Directors,

- d) a proper budget is presented to the incoming Board of Directors within sixty (60) days after the Annual General Meeting,
 - e) the Board of Directors be kept current with the status of the budget,
 - f) an accounting system is maintained, kept current, and transmitted in good order to a succeeding treasurer, and
 - g) the year-end financial statements of the Club are prepared and presented to the Club after acceptance by the financial review appointee.
- j) WHARFINGER - The Wharfinger shall be responsible for the allocation of moorage space to Regular members, and for the enforcement of moorage regulations within the Club marina. The Wharfinger will assign the location of boats on the floats/fingers when spaces become available, and the decision will be final.
 - k) COMMUNICATIONS DIRECTOR – The Communications Director shall be responsible for the development and implementation of communications strategy and oversight of all internal communications media, functions and activities; coordination of external communications and marketing; and communication support services in the operation of the Club.
 - l) PAST COMMODORE - The Past Commodore shall be advisor to the Board of Directors on Club procedures and past history. The Past Commodore will be responsible for drafting new and revising existing By-laws and Regulations for consideration by the Board.

14. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors is the governing body of the Club and has all the powers of the Club, except the Board shall not cause any by-laws to be revised or altered or to make additions thereto without the express consent of the members as shown by a vote taken on a Special Resolution at an Annual General Meeting or a Special General Meeting. Without limiting the generality of the foregoing, the Board of Directors may exercise all such powers and things as the Club may do in general meeting, provided such actions are not contrary to the Society Act, and amendments thereto, and may:

- a) regulate, control and disburse Club funds,
- b) with the sanction of a Special Resolution passed at a Special General Meeting:
 - i) borrow money on the credit of the Club,
 - ii) issue, sell or pledge securities of the Club, and
 - iii) charge, mortgage, hypothecate or pledge all or part of the real or personal property of the Club, including book debts, rights, powers to secure any securities or any monies borrowed or other debt, obligation or liability of the Club.
- c) engage, discharge and determine the remuneration of any supplier of goods or services, and
- d) appoint any standing committees or ad hoc committees deemed necessary for the operation of the Club. Such committees may include, but are not limited to, the following: Racing Handicapper/Measurer, Director of Junior Activities, Database Manager to assist the Secretary in the maintenance of a register of

members, yachts, the seniority roll and other data relevant to the duties of the Secretary.

15. VOTING - BOARD OF DIRECTORS

Questions arising at any properly convened meeting of Directors shall be decided by a majority vote. In case of equality of votes the Chairman does not have a second or casting vote.

16. FISCAL YEAR

The Fiscal Year shall be from November 1 to October 31, inclusive.

17. FEES, DUES, ASSESSMENTS AND CHARGES

- a) The membership fees, annual dues, moorage charges or any assessment to be levied against Club members shall be determined at the Annual General Meeting or a Special General Meeting.
- b) Membership fees, annual dues, moorage charges or assessments shall be levied for the fiscal year payable in advance by November 1, except annual Junior membership fees which are payable by June 1. Changes affecting fees, dues, assessments and charges during the fiscal year shall be prorated and charged or refunded as appropriate. A member failing to pay by the due date shall be a member not in good standing.
- c) Assessments may be levied to defray Club liabilities upon approval by members at a Special General Meeting. Such assessments shall be deemed a proper debt owing to the Club upon notice of assessment to members.
- d) Any member failing to pay monies due, owing and payable to the Club, shall be considered delinquent thirty (30) days beyond the due date and shall be posted on the Club bulletin boards. Members who are delinquent immediately forfeit all their rights and privileges in the Club until such monies are paid.
- e) Members who are delinquent without just cause for a further period of thirty (30) days shall cease to be members of the Club.
- f) Such members may be reinstated upon election to membership as prescribed under these By-laws.

18. FINANCIAL REVIEW

- a) A financial review of the Treasurer's year-end financial statements shall be carried out by a Chartered Professional Accountant appointed by the members at an Annual General Meeting.
- b) The financial review shall consist of an examination of the Club accounts and a report of the findings to the Board of Directors. The financial review should be carried out in accordance with generally accepted accounting principles and procedures.
- c) The financial review shall not be carried out by a member of the Board of Directors.

19. AMENDMENTS TO THE BY-LAWS

The By-laws of the Club may be changed only by Special Resolution. Voting members having amendments or new by-laws to propose must provide the

proposals in writing to the Secretary not less than twenty-one (21) days prior to the day of the Annual General Meeting, and any Special General Meeting.

The Secretary shall direct the proposal to all members at least fourteen (14) days prior to the Annual General Meeting or the Special General Meeting at which the change to the bylaws will be discussed and voted upon.

20. DISPOSAL OF ASSETS

In the event of the Club being wound up, the assets of the Club shall be divided equally amongst the Honorary Life Membership and Regular members who are in good standing and who have held a Regular Membership for a period of three (3) years or more. No other member shall be entitled to share in any distribution of the Club assets.

21. CLUB FLAGS AND PENNANTS

Club yachts may wear the following flags or pennants:

- the Canadian Ensign,
- the Club pennant (Burgee) - to be a Gold Elephant on a navy blue field, the hoist to be at masthead or at the starboard spreader,
- the flags of the Flag Officers, where appropriate, and
- any house or family flags to which they are entitled.

22. INTERPRETATION

- a) The interpretation of the By-laws and of any Regulations made hereunder, shall, in the case of dispute, be decided upon by a two-thirds (2/3) majority vote of the Board of Directors, provided that such decision is not contrary to the Society Act.
- b) Any Member wishing to contest an interpretation or to protest any Club action, procedure or ruling shall submit the dispute/protest in writing to the Club secretary for review by the Board of Directors.
- c) A Member who is not satisfied with the interpretation of a by-law or regulation by the Directors may appeal to the membership at a Special General Meeting convened for that purpose. [See By-law 8, MEETINGS, paragraph c)].
- d) Where not otherwise provided by the Society Act, or the Club By-laws, Robert's Rules of Order (Revised) shall apply to the conduct of meetings.