
Newport Yacht Club – Stoney Creek Inc.

Bylaws

Updated: November 2019

Newport Yacht Club – Stoney Creek Inc.

Bylaws

Table of Contents

Part 1 - Interpretation	2
Part 2 - The Act	2
Part 3 - Head Office	3
Part 4 - Purpose.....	3
Part 5 - Membership	3
Part 6 - Meetings of Members.....	5
Part 7 - Notices to Members	6
Part 8 - Board of Directors	7
Part 9 - Proceedings of Board of Directors and Committees.....	8
Part 10 - Officers	10
Part 11 - Fiscal Year.....	11
Part 12 - Execution of Documents.....	11
Part 13 - Corporate Seal.....	11
Part 14 - Borrowing.....	12
Part 15 - Indemnities.....	12
Part 16 - Bylaws.....	12
Schedule A	13

Part 1 - Interpretation

- 1.1 In this document, unless the context otherwise requires:
- 1.1.1 “**Act**” means the *Corporations Act* Ontario from time to time in force and all amendments to it.
 - 1.1.2 “**Board of Directors**” means the Directors of the Club for the time being, and “**Director**” means any one of them.
 - 1.1.3 “**Member**” means a member of the Club.
 - 1.1.4 “**Officer**” means an officer of the Club as appointed hereunder.
 - 1.1.5 “**ordinary resolution**” means (i) a resolution passed in a general meeting by the voting Members of the Club or the Board of Directors by a simple majority of the votes cast, or (ii) if the Club has adopted a system of indirect voting or voting by mail, a resolution passed by a simple majority of votes cast in respect of the resolution, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Club.
 - 1.1.6 “**registered address**” of a Member means the Member's address as recorded in the register of Members.
 - 1.1.7 “**Club**” or “**NYC-SC**” means Newport Yacht Club – Stoney Creek Inc., a corporation without share capital under the Act.
 - 1.1.8 “**special resolution**” means (i) a resolution passed in a general meeting by a majority of not less than 2/3rds of the votes cast, or (ii) if the Club has adopted a system of indirect voting or voting by mail, a resolution passed by at least 2/3rds of the votes cast in respect of the resolution, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Club.

Part 2 - The Act

- 2.1 The Club, the Members and the Board of Directors shall comply and implement with the provisions of the Act and its regulations with respect to the Club and its business and activities.
- 2.2 The provisions of these bylaws supersede anything to the contrary in the Act and its regulations to the extent permitted there under.

Part 3 - Head Office

3.1 The head office of the Club shall be in the City of Hamilton, Ontario, unless changed in accordance with the provisions of the Act.

Part 4 - Purpose

- 4.1 The purposes of the Club will be as set out in its Letters Patent.
- 4.2 The Club shall carry on its operations without monetary gain for the Club, its Members or its Board of Directors, and any surplus revenue or other asset growth shall be used in promoting its purposes.
- 4.3 Upon dissolution of the Club, any funds or property remaining after satisfaction of all the Club's debts, liabilities and obligations shall be applied for such charitable purposes permitted by the Act as the Board of Directors shall determine at that time.

Part 5 - Membership

- 5.1 The Members of the Club are the applicants for incorporation of the Club, and those persons who subsequently become Members, in accordance with these bylaws and, in either case, have not ceased to be Members.
- 5.2 The Club will have five classes of Members – Exclusive Mooring Rights (EMR) Members, Patron Members, Social Members, Associate Members and Honorary Members.
- 5.3 Exclusive Mooring Rights Members will be entitled to 2 votes for every 1 such membership except for Exclusive Mooring Rights Members who also own homes on any of the streets in Stoney Creek listed in Schedule A±, who will be entitled to 3 votes for so long as they own those homes and are Exclusive Mooring Rights Members in good standing Patron Members will be entitled to 1 vote for every 1 such membership.
- 5.4 Social Members will be non-voting members of the Club and have no boating or reciprocal rights.
- 5.5 Honorary Members will be individual residents anywhere in the world who are invited by the Board of Directors to become Honorary Members and satisfy the criteria for Honorary Membership as established by the Board of Directors and are accepted for membership by the Board of Directors.
- 5.6 Honorary Members will be non-voting members of the Club except Honorary Members who are also EMR or Patron members will be eligible to vote according to their boating membership.
- 5.7 Every Member must uphold the constitution and comply with these bylaws, as well as the rules and regulations of the Club as determined by the Board of Directors from time to time.
- 5.8 The amount of the initiation fee and annual membership dues shall be determined by the Board of Directors.

- 59 A person ceases to be a Member of the Club:
- 5.9.1 By delivering his or her resignation in writing or by email to the Secretary of the Club or by mailing or delivering it to the address of the Club,
 - 5.9.2 On his or her death or, in the case of a corporation or organization, on dissolution,
 - 5.9.3 On being expelled, or
 - 5.9.4 On becoming a Member not in good standing, including for nonpayment of initial or annual dues, annual mooring fees or other fees, within 30 days of being due, at the discretion of the Board; or engaging in behaviour that is in breach of the Club's Code of Conduct.
- 5.10 A Member may be expelled by a special resolution of the Members passed at a meeting of Members, or by a special resolution of the Board of Directors passed at a meeting of Board of Directors. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard or to make written representation at the meeting for at least 14 days before the special resolution is put to a vote.
- 5.11 Memberships are not transferable or assignable.

Part 6 - Meetings of Members

- 6.1 General meetings of the Club must be held at the time and place, in accordance with the Act, that the Board of Directors decides.
- 6.2 An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting.
- 6.3 The Board of Directors may, when they think fit, convene an extraordinary general meeting.
- 6.4 An extraordinary general meeting may also be convened by Members representing at least 1/10th of the voting Members by number of Members and not by number of votes.
- 6.5 Members shall be given not less than 10 days' notice of general meetings.
- 6.6 Notice of a general meeting must specify the place, day and hour of the meeting and the general nature of the business to be addressed at the meeting.
- 6.7 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- 6.8 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

- 6.9 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 6.10 30% of voting Members present in person or via such mail-in or electronic participation as the Board of Directors shall approve shall constitute a quorum.
- 6.11 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, must be terminated, but in any other case, it must stand adjourned to a date and time deemed by the Board to most likely result in a quorum of voting members being present, 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.
- 6.12 Subject to paragraph 3, the Commodore of the Club, the Vice Commodore or, in the absence of all of them, one of the other Directors present, must preside as chair of a general meeting, and in that order of precedence.
- 6.13 If at a general meeting, there is no Commodore, Vice Commodore or other Director present within 15 minutes after the time appointed for holding the meeting, the Members present must choose one of their numbers to be the chair for that meeting.
- 6.14 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 6.15 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 6.16 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 6.17 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.18 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member and the proposed resolution does not pass.
- 6.19 Voting is by ballot, or by show of hands or by mail-in vote, or by such electronic means as the Board of Directors may approve from time to time including but not limited to conference call or video conferencing.
- 6.20 Voting by proxy is permitted in accordance with such form or format as the Board of Directors may approve from time to time.

Part 7 - Notices to Members

- 7.1 A notice may be given to a Member, either personally or by mail to the Member at the Member's

registered address or e-mail address.

- 7.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email is deemed to have been received on the day following the day on which the notice is sent, and in proving that notice has been sent, it is sufficient to prove the notice was properly addressed and sent.
- 7.3 Notice of a general meeting must be given to (i) every Member shown on the register of Members on the day notice is given, and (ii) the auditor, if Part 10 applies.
- 7.4 No other person is entitled to receive a notice of a general meeting.

Part 8 - Board of Directors

- 8.1 All Directors must be Members in good standing and have been a Member for at least 2 full operating seasons based on the respective official dates of opening and closing of the seasons, or their equivalent, and normally maintains a boat moored at the Club.
- 8.2 All elected Board of Directors role must be held for a minimum of 2 years.
- 8.3 Notwithstanding the provisions of bylaw 8.1; Exclusive Mooring Rights Members or Patron Members may serve as Directors of the Club. In addition, the Club may elect one Social Member to the Board of Directors. That Social Member must have been a member of the Club for at least 2 full operating seasons based on the respective official dates of opening and closing of the season, or their equivalent and must have previously held Exclusive Mooring Rights or Patron Membership for at least two seasons
- 8.4 The number of Directors must be no less than six and no more than nine, or such greater number determined from time to time at a general meeting.
- 8.5 An act or proceeding of the Board of Directors is not invalid merely because there is less than the prescribed number of members of the Board of Directors in office.
- 8.6 All of Board of Directors must be ordinarily resident in Ontario.
- 8.7 The Board of Directors may exercise all the powers and do all the acts and things that the Club may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in a general meeting, but subject, nevertheless, to (i) all laws affecting the Club, (ii) these bylaws, and (iv) any action by the Board of Directors to sell, agree to sell, trade, transfer or in any way affect the ownership of part of the Club's real property known as the parking lot shall require the consent of a majority of members evidenced by a vote of members in a general meeting called for that purpose. (v) 'in voting at a General Meeting of the Club on any proposal under sub paragraph (iv) above, Voting Members living in houses defined in Schedule 'A' shall have three votes per membership.
- 8.8 In addition, each Director must act honestly and in good faith and in the best interests of the Club,

and exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a Director.

- 89 Each Director who has, directly or indirectly, any interest in a proposed contract or transaction with the Club outside of his or her duties as a Director must acknowledge the conflict of interest, disclose fully and promptly the nature and extent of the interest to each of the other Directors, and recuse him or herself from all decision-making regarding the contract or transaction.
- 8.10 A decision, made by the Club in a general meeting, does not invalidate a prior act of the Board of Directors that would have been valid if that rule had not been made.
- 8.11 All Directors must stand for re-election at the annual general meeting of Members, and Directors who are not re-elected will be deemed to have resigned from office at the annual general meeting when their successors are elected.
- 8.12 Separate elections must be held for each office to be filled.
- 8.13 An election may be by acclamation; otherwise it must be by ballot.
- 8.14 If a successor is not elected, the person previously elected or appointed continues to hold office unless they resign.
- 8.15 The Board of Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Board of Directors. A Director so appointed holds office only until the conclusion of the next annual general meeting of the Club, but is eligible for re-election at the meeting.
- 8.16 The Members may, by resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 8.17 A Director must not be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Club.
- 8.18 Members of the Board of Directors must attend at least 60% of the Board meetings each year held during their term of office. Attendance may include participation by telephone or other electronic means when physically absent or be subject to removal in accordance with provisions of part 8.16 of this bylaw.
- 8.19 No two Board Members can hold the same membership number or live at the same “registered address”. (Amended, 2015 By-Law Committee)

Part 9 -Proceedings of Board of Directors and Committees

- 9.1 The Board of Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- 92 Director meetings may take place by conference call, online, teleconferencing or such other electronic means as the Board of Directors may determine.
- 93 The Board of Directors requires a quorum of no less than a majority of Directors then in office to conduct business.
- 94 Subject to paragraph 9.5, the Commodore of the Club, the Vice Commodore or, in the absence of all of them, one of the other Directors present, must preside as chair of a Board of Directors meeting, and in that order of precedence.
- 95 If at a Board of Directors meeting, there is not a Commodore, Vice Commodore present within 15 minutes after the time appointed for holding the meeting, the Board of Directors present must choose one of their number to be the chair for that meeting.
- 96 Any two Directors may at any time, and the Secretary, on the request of any two Directors, must convene a meeting of the Board of Directors.
- 97 The Commodore may also convene a meeting of Board of Directors at any time.
- 98 The Board of Directors may delegate tasks to, and seek recommendations from, a Board of Directors committee as they think fit. A Board of Directors committee may include non-Board of Directors and non-Members but responsibility and accountability for all decisions relating to that committee remain with the Director overseeing any committee.
- 99 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board of Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors held after the act or thing has been done.
- 9.10 The Board of Directors must appoint a chair for its committees who shall act as the chair of the committee's meetings. If the chair is not present within 15 minutes after the time appointed for holding the meeting, the Directors present who are Members of the committee must choose one of their numbers to be the chair of the meeting.
- 9.11 The members of a committee may meet and adjourn as they think proper.
- 9.12 For a first meeting of the Board of Directors held immediately following the appointment or election of a Director or Board of Directors at an annual or other general meeting of Members, or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board of Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Board of Directors for the meeting to be constituted, if a quorum of the Board of Directors is present.
- 9.13 Questions arising at a meeting of the Board of Directors and committees of the Board of Directors must be decided by an ordinary resolution, unless otherwise specifically provided for in these bylaws.
- 9.14 The chair will only vote in the case of a tie vote.

- 9.15 A resolution proposed at a meeting of the Board of Directors or committees of Board of Directors must be seconded, and the chair of a meeting may move or propose a resolution.
- 9.16 A resolution in writing, signed by all the Board of Directors and placed with the minutes of the Board of Directors, is as valid and effective as if regularly passed at a meeting of the Board of Directors.

Part 10 – Officers

- 10.1 The Club shall have a Commodore, Vice Commodore(s), Secretary and Treasurer, all of whom will be members of Board of Directors and known as the Officers of the club, and shall be elected by the membership at the annual general meeting.
- 10.2 The Commodore shall serve the same function as a “President” within the meaning of the Act and shall be accorded that title for banking or corporate law purposes as well as the title of Commodore.
- 10.2.1 The Club may have a position for an Immediate Past President. The position of Immediate Past President shall only be occupied by the most recent retired Commodore. The Immediate Past President provides advice and leadership to the Board of Directors regarding past, present and future practices and other matters to assist the Board in governing the corporation. The Immediate Past President shall not be a Director and shall not be entitled to vote at meetings of directors (Amended, 2015 By-Law Committee)
- 10.3 Each officer position may be held for 2 to 3 years but must maintain a 1-year absence before being appointed again.
- 10.4 To be eligible for election as Commodore, you must have been a Director on the Board for at least 2 years and have served for at least 1 year as an Officer. To be eligible for election as an Officer you must meet the criteria for election as a Director.
- 10.5 The Officers may be accorded the title “Vice-president” for banking or corporate law purposes.
- 10.6 The Club may have other Officers as determined by the Board of Directors.
- 10.7 The only two offices that can be held by one person shall be Secretary/Treasurer.
- 10.8 The Members may, by special resolution, remove an Officer, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 10.9 The Vice Commodore will carry out the duties of the Commodore during the Commodore's absence.
- 10.10 The Secretary must do the following: (i) maintain the records of correspondence of the Club; (ii) issue notices of meetings of the Club and Board of Directors; (iii) ensure minutes of all meetings of the Club and Board of Directors are kept; (iv) have custody of all records and documents of the Club except those required to be kept by the Treasurer; and (v) maintain registers of Members and

Board of Directors.

- 10.11 The Treasurer must: (i) keep the financial records, including books of account, necessary to comply with the Act, and (ii) render financial statements to the Board of Directors, Members and others when required.
- 10.12 The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.
- 10.13 In the absence of the Secretary from a meeting, the Board of Directors must appoint another person to act as Secretary at the meeting.

Part 11 - Fiscal Year

- 11.1 The fiscal year of the Club shall begin on October 1st and end on the next ensuing September 30th, unless changed in accordance with the requirements of the Act.

Part 12 - Execution of Documents

- 12.1 Contracts, documents, cheques or any other instruments in writing, requiring the signature of the Club shall be signed by any two Officers appointed by the Board of Directors, and all contracts, documents, cheques and other instruments in writing so signed shall be binding upon the Club without any further authorization or formality. The Board of Directors may appoint, by resolution, an Officer or Officers on behalf of the Club to sign specific contracts, documents, cheques and other instruments in writing.
- 12.2 The Board of Directors may give the power of attorney of the Club to any registered dealer in securities for the purposes of the transferring of or dealing with any stock, bonds, and other securities of the Club.

Part 13 - Corporate Seal

- 13.1 Any requirement for the Club to have a corporate seal is hereby dispensed with.

Part 14 - Borrowing

- 14.1 In order to carry out the purposes of the Club the Board of Directors may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in the manner they decide.
- 14.2 The Members may, by special resolution, restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next annual general meeting

Part 15 - Indemnities

- 15.1 Every Director or Officer or any other person who has undertaken or is about to undertake any liability on behalf of the Club or any corporation controlled by the Club and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Club, from and against;
 - 15.1.1 All costs, damages, charges and expenses which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her or him, in respect of any act, deed, matter of thing whatsoever, made, done or permitted by her or him, in or about the execution of the functions of her or his office or in executing a task on behalf of the Club, or in respect of any such liability; and
 - 15.1.2 All other costs, damages, charges and expenses which she or he sustains or incurs in or about or in relation to the affairs thereof; except such costs, damages, charges or expenses as are occasioned by her or his own willful neglect or default.

Part 16 - Bylaws

- 16.1 On being admitted to membership, each Member is entitled to, and the Club must make available to each Member without charge, a copy of the constitution and bylaws of the Club.
- 16.2 These bylaws may only be altered or added to by special resolution of the Members in attendance at a meeting of the members, either called for this purpose or as part of a general meeting, and with the notification of the meeting clearly indicating bylaw amendments are on that meeting's agenda.

Schedule A

Edgewater Drive

- #85 to #145 (odd numbers only – inclusive)

Sunvale Place

- #31 – Units 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28
- #33 to #97 (odd numbers only – inclusive)