

# **Oakville Power Boat Club**

## **By-Laws**

**Revised 2023**

**1.**

**1. GENERAL**

A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF THE OAKVILLE POWER BOAT CLUB.

BE IT ENACTED as a By-Law of the Oakville Power Boat Club (the "Corporation") as follows:

**1. GENERAL**

**1.1. Headquarters**

1.1.1. The Headquarters of the Club, where a Clubhouse shall be maintained for the use of members, shall be in the Town of Oakville.

1.1.2. In addition to adherence to these Club bylaws, all members must abide by the Town of Oakville bylaws and regulations that relate to the Club, as they may exist and be modified from time to time.

**1.2. Seal**

1.2.1. The Seal, an impression of which is stamped in the margin hereof, shall be the Corporate Seal of the Corporation, hereinafter referred to as the "Club".

**1.3. Objects**

1.3.1. The Objects for which the Club is formed shall be:

- a) To promote interest in boating among its members and among all persons in surrounding communities;
- b) To act on behalf of its members and in their interest to promote fair legislation, taxation and proper control of navigable waters;
- c) To provide an opportunity for exchange of boating information;
- d) To own or lease property to provide a clubhouse, boat storage and docking facilities for its members in the Town of Oakville; and
- e) To promote safe boating among its members and other boaters.

**1.4. Club Documents**

1.4.1. The Secretary shall ensure that all necessary books and records of the Club required by the By-Laws of the Club or any applicable statute or regulation are regularly and properly kept.

1.4.2. Documents of an historical nature shall remain in the custody of the Club Secretary at the head office of the Club, or at such other place as may be designated from time to time by the Board.

**2.**

**2. MEMBERS**

**2.1. Members**

2.1.1. Membership shall consist of the applicants for incorporation and such other individuals and legal entities that are admitted to the membership in accordance with the general qualifications as established by the Board of Directors. Preference of membership will be given to Town of Oakville and Region of Halton residents.

**2.2. Class of Member**

Membership of the Club may consist of the following classes:

- Honorary Life Members
- Honorary Members
- Boating Members
- Social Members
- Business Members\*\*

- 2.2.1. Honorary Life Member is a member who has at least twenty-five (25) years of accrued Boating Membership in the Club and who in recognition of conspicuous services rendered to and for the benefit of the Club have been elected an Honorary Member for Life by the two-thirds (2/3) vote of the Board of Directors. Upon such election, the member shall enjoy all the privileges of a Boating Member of the Club, including voting rights, with no payment of the annual Boating Member fees as long as the member maintains a boat in the Club. When the member no longer maintains a boat in the Club voting rights will cease. Honorary Life Members who achieved such status prior to the enactment of the 2013 By-Law revisions shall continue to enjoy all the privileges of a Boating Member as afforded by the Bylaws. Honorary Life Members rights will be revoked by a majority vote by the Board if such member does not comply with Club bylaws and policies, Harassment Policy or does not maintain their account in good standing.
- 2.2.2. Honorary Member is a person who, for special services rendered to the Club or distinction in community affairs, has been elected as such by the unanimous vote of the Board of Directors. The duration of such membership, which shall terminate annually, will afford the full privileges of the Club, except voting or maintaining a boat on Club premises, without payment of fees. Honorary Members rights will be revoked by a majority vote by the Board if such member does not comply with Club bylaws and policies, Harassment Policy or does not maintain their account in good standing.
- 2.2.3. A Boating Member is a person who has obtained age of majority, and shall have unqualified membership privileges, including voting rights, subject to the restrictions imposed by the regulations of the Club.

Prior to being admitted as a Boating Member, all new applicants who have been duly sponsored must pay an initiation fee as set by the Board of Directors in accordance with Section 2.5.1 and successfully complete a one year probationary period commencing from the date of acceptance by the Board of Directors as a Probationary Boating Member. During the probationary period, all fees and other accounts with the Club must be maintained in Good Standing. At the end of the probationary period the member's conduct and participation in the Club will be reviewed by the Board of Directors. If for any reason a new applicant is not approved for admission by the Board of Directors as a Boating Member, the member's initiation fee will be refunded in full and all future Club privileges and membership will be revoked. The individual's boat must be removed from Club property per Club regulations, with docking fees to be refunded on a pro-rata basis.

One other person chosen by the Boating Member, including spouse (same sex partner or common law partner) or a registered co-owner of the boat, or other such person as may be approved by the Board of Directors, and children of the Boating Member under the age of majority, shall have all the privileges of a Boating Member subject to the rules and regulations of the Club, save and except the right to vote; provided that in the event the Boating Member is unable to attend a Members' Meeting such other person shall be entitled to vote on behalf of the Boating Member at such meeting. There shall be no other right to vote by proxy. Such privileges and rights may be revoked by notice in writing by the Boating Member, to the Club Secretary.

Boating members who have sold their boat and have fully paid their initiation fees may retain Boating Member status, including seniority, upon written request to, and with the approval of, the Board of Directors. In that case, boating membership fees shall apply.

Boating Members who have sold their boat may change their membership to Social Member status upon written request to, and with the approval of the Board of Directors. Should this membership status change be approved by the Board the member will lose their accumulated boating membership seniority unless boating membership fees have continued to be paid. Social Membership fees shall apply. Any Social Member who was previously a Boating Member, may change back to a Boating Member provided the member has maintained continuous membership in the Club, in which case boating membership fees would apply. No new Initiation Fees will apply if their membership change is approved by the Board of Directors.

- 2.2.4. Social Family Member is a member (including spouse and/or children up to the age of majority) who shall be entitled to participate in all membership privileges except that of maintaining a boat, or regularly skippering a boat docked on Club property, or voting at any Club meetings.

A Social Single membership does not include spouse and/or children.

Social members must successfully complete a one year probationary period, commencing from approval of the application by the Board of Directors, during which time all fees and accounts with the Club must be maintained in Good Standing. At the end of the probationary period the member's conduct and participation in the Club will be reviewed by the Board of Directors. If for any reason a new applicant is not approved for admission by the Board, all future Club privileges and membership will be revoked.

- 2.2.5. \*\*Business Memberships are no longer offered by the Club, and existing memberships will be grandfathered. A Business Member is one that is held on behalf of a company. Three employees may be designated from time to time by the owner or president of the business, and these employees are required to go through the Interview and posting process as outlined in Section 2.3.3, following which they shall be entitled to participate in all membership privileges afforded a Social Member. A business member is eligible to rent the clubhouse for one event per year with no venue rental fee being applied.
- 2.2.6. Any person who owns and maintains a boat at a Club dock must be a Boating Member. In addition, the Boating Member must satisfy one of the following conditions;
- a) Be the owner of a power boat; or
  - b) Be the co-owner of a power boat with their spouse/partner/other individual; or
  - c) Be the President of a corporation or owner of a business that owns a power boat. A registered vessel is considered to be solely owned by the member or that member's corporation / business; or
  - d) Be the lawful and sole lessor of the boat.

In any case where more than one party owns a boat, a "Captain" must be designated who must assume all responsibilities associated with the membership.

- 2.2.7. Members are deemed to be in Good Standing when their account is not in arrears for any amount for a period of more than 30 days and they are not currently suspended by the Board of Directors in accordance with section 2.9.
- 2.2.8. A member is deemed to be a Boating Member if they maintain an active boating membership.

### **2.3. Approval of Applicants for Membership**

- 2.3.1. Every candidate for membership must be sponsored by either a Boating or Social Member. The sponsor must be in Good Standing with the Club. Sponsors are encouraged to make the necessary introductions to the Secretary and/or membership committee and to assist new members in acclimatizing to the Club.
- 2.3.2. All applicants for membership shall use the form or forms provided by the Board of Directors which must be filled out completely and forwarded to the Secretary. This includes former members who wish to re-join the Club.
- 2.3.3. The application shall be investigated by the Secretary and/or Membership Committee and presented to the Board of Directors who, after taking into consideration the recommendation of the Membership Chairperson may, by a two-thirds (2/3) majority vote of the Directors present, elect the applicant to membership in the Club. This application, however, shall not be acceptable until all the information contained in the application has been posted on the Club Notice Board, and/or other such electronic forum as may be adopted by the Board of Directors for such purpose, for at least fourteen (14) days.

- 2.3.4. If a Boating Member wishes to add a secondary member or replace a secondary member to his/her membership, as contemplated in Section 2.2.3, a request must be made to the Club Secretary, using the form provided in the Policies Document.
- 2.3.5. Social Members requesting an upgrade to a Boating Membership shall follow the application process as defined in Section 2.3.2.
- 2.3.6. Every person applying for membership shall be formally notified by the Secretary by mail or e-mail and advised that the Application for Membership has been accepted or rejected. Upon acceptance, new applicant is to promptly make payments to the Club Treasurer, which upon receipt the membership becomes active.
- 2.3.7. In accordance with the License Agreement with the Town of Oakville no ongoing residential use of boats moored at the Oakville Power Boat Club is permitted. All Boating Members must have a residential address on file with the Club.

## **2.4. Rights, Privileges and Duties of Members**

- 2.4.1. Any persons having been approved as members of the Club, or who are registered guests of such members, may use the Clubhouse and grounds and may participate in all Club functions. The rights of any member to the privileges of the Club shall co-exist only with the period of membership.
- 2.4.2. Every member upon approval of membership to the Club, shall, by accepting the rights and privileges of the Club, agree with each other to accept and be bound by the By-Laws, Harassment Policy, and other Club Policies and Rules of the Club and its Board of Directors, as they may be set from time to time.
- 2.4.3. Any complaints by a member of the Club must be in writing and signed by the party making the complaint. The complaint must be directed to the Secretary of the Board of Directors.

## **2.5. Fees**

- 2.5.1. All annual fees payable by all classes of membership shall be fixed from year to year by a two-thirds (2/3) vote of the Board of Directors and the Annual Fees to be applicable for the ensuing year shall be determined by the Board of Directors not later than the 31st day of December and if any increase in the Annual Fees is authorized, all members shall be notified on or before the 15th day of January in the year to which the increase is applicable. Initiation fees for new Active Members shall be fixed from year to year by a two-thirds (2/3) vote of the Board of Directors and be effective the 1st day of January of the year applicable.

## **2.6. Payment of Fees and Accounts**

- 2.6.1. All charges and fees and/or assessments shall be due and payable within thirty (30) days after the date on which the invoice is submitted and any member who fails to pay within the thirty (30) days from the date of invoice is subject to interest charges and/or suspension of Club privileges and/or expulsion from the Club.
- 2.6.2. Any member, whose account remains in arrears in any amount for more than 30 days, and who has not made arrangements with the Treasurer to the satisfaction of the Board of Directors will be "Posted" on the notice board of the club or such electronic forum as may be adopted by the Board of Directors for such purpose.
- 2.6.3. If a member forfeits his/her membership for failure to pay an indebtedness to the Club, such member shall continue to be liable for all debts incurred and unpaid, including any unpaid balance of charges, fees and/or assessments.
- 2.6.4. The Board of Directors may, at its sole discretion, pursue any measures deemed necessary to secure payment from members and former members for any outstanding amounts. This may include, but is not limited to engaging a collection agency, registering security against the personal property of the member or former member, and seeking injunctive relief from an appropriate court.

## **2.7. Change of Membership**

- 2.7.1. Where a member in Good Standing changes membership class from Boating Member to Social Member, the annual membership fees will not be pro-rated if the Boating membership fees have been already paid.
- 2.7.2. Where a member in Good Standing changes membership class from Social Member to Boating Member, the annual membership fees will be pro-rated.
- 2.7.3. Where a member changes membership class from Boating Member to Social Member, there will be no refund of initiation fees. However, the member will not be required to pay another initiation fee if he/she transfers again in the future.
- 2.7.4. Where a member resigns from the Club that member forfeits all fees and dues paid to the Club and no refunds are offered or can be claimed. If the member reapplies for membership in the future after resigning, seniority, all dues, initiation fees and probationary period become applicable as would be the same for any new member.

## **2.8. Termination of Membership**

- 2.8.1. A member who desires to resign shall deliver to the Secretary notice in writing of such resignation. Upon receipt of such notice, the resignation shall become effective and the person shall thereupon cease to have and enjoy any of the rights and privileges of the Club.
- 2.8.2. A person who has resigned shall continue to be liable for all debts incurred and unpaid, including any unpaid balance of fees, charges and/or assessments.
- 2.8.3. A member resigning after the first day of March in any year shall be liable for the Annual Fees for the current year.
- 2.8.4. The surviving spouse/partner/Co-owner of boat, or such other person as approved by the Board of Directors and who shares membership privileges with the Boating Member in Good Standing shall have the right to assume the membership and seniority of the deceased Boating Member. If the deceased held an assigned dock for a specific boat, the surviving spouse/partner/Co-owner or other approved person shall continue to be allotted that dock for such specific boat, provided said boat is maintained in good working order, has the required Insurance coverage, and all other by-laws and Club Policies are followed.

## **2.9. Expulsion of Suspension of Members**

- 2.9.1. The Board of Directors shall have the power, by a two-thirds (2/3) vote of the Board of Directors, at a meeting called for such purpose, to discipline, suspend, or expel from membership, any member whose conduct, whether on the Club premises or elsewhere, has in the opinion of the Board of Directors, been improper or injurious to the interest or good order of the Club, or who wilfully violates or neglects the observance of any Policy, rule or regulation provided by a By-Law or By-Laws or by any order of the Board of Directors.
- 2.9.2. No member shall, however, be disciplined, suspended or expelled for any such offence without first being notified of the offence against such member and given an opportunity to be heard by the Board of Directors at a meeting called for that purpose. Such notice shall be deemed sufficient if the member is given at least 15 days notice of a disciplinary action, suspension or expulsion, with reasons, and the member is given an opportunity to be heard, orally or in writing, not less than 5 days before the disciplinary action or suspension or expulsion of membership becomes effective.
- 2.9.3. When a member is expelled from membership, the fees for the class of membership to which the member has been admitted shall be pro-rated over the year and the unexpired portion of the year's fees shall be returned to such member, less any debt owing by such member to the Club. The expelled member shall not be entitled to the return of the member's initiation fee unless expulsion is during the member's probationary period, in which case the initiation fee will be refunded in full.

- 2.9.4. A member who is expelled from membership shall cease to have and enjoy any of the rights and privileges of the Club from the date upon which the Board of Directors shall take such action, and shall forfeit the member's dock and must remove the member's boat, if applicable, within the time specified by the Board of Directors. Said member shall not be entitled to enter Club property under any circumstances, unless authorized by the Board of Directors.
- 2.9.5. A member who is suspended shall not be permitted to have and enjoy any of the rights and privileges of the Club from the date upon which the Secretary on behalf of the Board of Directors mails the member notice of the member's suspension until the date of reinstatement expressed in such notice. Suspended members will not be permitted anywhere on club property, with the exception of Boating Members who may attend Club property only to check on the safety and security of their boat. All other Club property including docks and gazebos remain off limits during the suspension period.
- 2.9.6. Where one person with rights under the membership is disciplined, suspended or expelled from membership as described above, this discipline, suspension or expulsion extends to the entire membership.

### 3.

### 3. BOARD OF DIRECTORS

#### 3.1. General

- 3.1.1. The affairs of the Club shall be controlled and managed by a Board of Directors comprised of no less than 4 and no more than 10 Directors, referred to as the "Board" or "The Board of Directors", or "The Executive" and individually as a "Director", who must be Boating Members in Good Standing to be comprised as provided in Section 2.2.7.
- 3.1.2. Any Director, at the time of the member's election and throughout the term of the member's office shall be a Boating Member in Good Standing.
- 3.1.3. All Directors, with the exception of Past Commodore, shall be elected by a ballot at the Annual Meeting of the Club; at the first annual meeting of the members at which Directors are to be elected after the passing of amendments to this By-law by the Directors, the Members shall elect three (3) Directors for a term of one (1) year, and three (3) Directors for a term of two (2) years; and thereafter at each annual Meeting that number of Directors shall be elected for two (2) year terms to fill the places of those Directors whose terms then expire.
- 3.1.4. No person may be a Director who has not been a Boating Member in Good Standing for at least one year, or a shorter period if approved by the Nominating Committee and the Exec.
- 3.1.5. No Member may hold the position of Commodore who has not served as a Director of the Club for at least one (1) full term.
- 3.1.6. The Commodore shall be the Chair of the Board.
- 3.1.7. The person holding the Past Commodore role (meaning the immediately preceding elected Commodore) is an ex-officio Board member. Should the Past Commodore elect not to assume the ex-officio Board role, or should become deceased or resign during his/her tenure, the Board shall, if they see fit to do so, fill the Past Commodore role with another member of the Club, who has previously served as Commodore.
- 3.1.8. Should a Commodore be removed from his/her position mid-term, as outlined in Section 3.8.1, he/she will not be eligible to serve as Past Commodore.
- 3.1.9. Directors who are elected must consent in writing to be a Director.

#### 3.2. Duties of Directors

- 3.2.1. The Commodore, or in the Commodore's absence, the Vice Commodore and, in the Vice Commodore's absence, the Rear Commodore, shall chair/preside at all meetings of the Club and the Board of Directors and perform such other duties as are necessarily incident to the office of Commodore, including overall operation of the Club, its activities and long range planning. If the Commodore, the Vice Commodore and the Rear Commodore are all

absent, a Chair shall be chosen from among the members present. Questions raised at meetings of the Club or of the Board shall be decided by a majority of votes and, in the case of an equality of votes, the Commodore only, in addition to the Commodore's original vote, shall have a second or deciding vote. The Commodore shall be an ex officio member of all Committees.

- 3.2.2. The Past Commodore shall be Chair of the Nominating Committee and shall perform those duties as described herein as well as other duties that may be assigned to the Past Commodore by the Commodore. The Past Commodore shall also be a member of the Finance Committee.
- 3.2.3. The Vice Commodore shall be responsible for the overall operation of the Clubhouse and adjacent patios including all areas covered by the club liquor license and an area extending 5 meters around the clubhouse. The vice Commodore shall coordinate the activities of the House Committee and provide direction to the bar and kitchen personnel, and if applicable the Club Manager.
- 3.2.4. The Rear Commodore shall be responsible for the overall operation of the docks and grounds including the dock office and washrooms, storage shed, and parking lots. They shall also be responsible for arranging the haul-out and launching of boats. The Rear Commodore shall co-ordinate the activities of the Docking and Grounds Committees.
- 3.2.5. The Fleet Captain shall be responsible for the overall water activities of the Club and shall be responsible for the arranging of dates and general programming of water-related events amongst our Club members and with other Clubs. The Fleet Captain will also be the Club Safety Officer or will appoint one for the term of his/her office. The Safety Officer shall be responsible for all safety programs of the Club and safety in all other activities, including haul-out and launch. The Fleet Captain is also responsible for Sail Past and Commodore's Ball functions as well as Regalia.
- 3.2.6. The Treasurer shall be the custodian of the funds of the Club which shall be deposited to its credit in a Canadian chartered bank. All withdrawals there from shall be by cheque or by electronic means and signed/approved by either the Commodore and Treasurer together, or the Commodore or Treasurer, together with either the Vice Commodore or the Rear Commodore. The Treasurer shall collect the fees of the members and keep a correct account of all monies belonging to the Club and report monthly to the Board of Directors.
- 3.2.7. The Secretary shall keep and have charge of the Minute Book of the Club, keep the list of members and boating member seniority list. The Secretary shall post and give notice as directed by the Board of Directors and conduct the correspondence of the Club. The Secretary shall co-ordinate activities of the Membership Committee, and is also responsible for the New Members function.

### **3.3. Committees**

- 3.3.1. Subject to the limitations set out in The Act, the Board may establish any committee it determines necessary to assist in the management of the Club. The Board can determine the composition, mandate, and terms of reference for any such committee as they may deem advisable, and retain the right to appoint one of the membership to be a member of such Committee. The Board may dissolve any committee by ordinary resolution at any time.
- 3.3.2. With the exception of the nominating committee, as defined in section 3.4.2, no member of the Board of Directors may be a Committee Chair.
- 3.3.3. The Committees referenced in Section 3.3.1 shall have duties as determined by the Board from time to time, and are broadly outlined in the Policy Document.

### **3.4. Powers**

- 3.4.1. The Board of Directors of the Club shall administer the affairs of the Club in all things and may make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter into. Save as hereinafter provided, the Board of Directors generally may exercise all such other powers and all such other acts and things as the Club is by its Charter or otherwise authorized to exercise and do.



- 3.4.2. Without in any way derogating from the foregoing, the Board of Directors is expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange option land, buildings, other securities and/or other property, moveable or immoveable, real or personal, and upon such terms and conditions as they may deem advisable, without member approval. However, they shall not make any conveyances or mortgages of the real property of the Club or enter into any contract or contracts involving any expenditure in excess of \$10,000.00 on any one entire project without membership approval. Phased projects, excluding the aforementioned limits, must have membership approval.
- 3.4.3. The Board of Directors may invest in the name of Oakville Power Boat Club any surplus funds in the securities to which the Board is empowered by law to invest funds at interest.
- 3.4.4. The management of the Club shall be vested entirely in the Board of Directors and no member or group of members or any individual Director shall have authority to act on behalf of the Club unless so authorized by the Board of Directors. The Board of Directors shall prescribe such rules and regulations governing the affairs of the Club, as, in their judgment and in accordance with the Charter and By-Laws, may from time to time be deemed necessary.
- 3.4.5. The Board of Directors will approve or reject applications for membership in the Club. No reason need be given for rejecting applications.

### **3.5. Remuneration of Directors**

- 3.5.1. The Directors shall receive no remuneration for acting in their capacity as Directors. They are, however, to be reimbursed for any out of pocket expenses they incur on behalf of the Club in accordance with administration of the Club affairs.
- 3.5.2. Subject to applicable laws, all Directors of the Club are held harmless and indemnified by the Club for any and all liabilities which may accrue in consequence of the responsible execution of their duties of office. The Club must maintain Officers / Directors insurance for the protection of the Board of Directors.

### **3.6. Nomination and Election of Directors and Officers**

- 3.6.1. A Nominating Committee shall be appointed by the Board of Directors by February 1st each year and shall be comprised of the Past Commodore, who shall act as Chair, and at least two (2) other Boating Members. This Committee shall be responsible for identifying potential candidates for board positions and generating interest among Boating Members in participating on the Board of Directors.
- 3.6.2. Any person wishing to seek election or re-election as a Director must file notice of their intention in writing with the Chair of the Nomination Committee, no less than 45 days in advance of the meeting at which Directors are to be elected.
- 3.6.3. The Nomination Committee shall consider all persons who have filed notice of their intention to seek election, including incumbent Directors who have filed notice of their intention to seek re-election, having regard to the provisions of this By-law. In considering such persons, the Committee:
- (a) shall confirm each person's qualification to be elected as a Director;
  - (b) shall assess each person's personal and professional integrity and commitment to promote the long term interests of the Corporation, and each person's commitment to devote adequate time to serve as a Board member;
  - (c) may interview any person.
- 3.6.4. The names of the nominees recommended by the Nomination Committee shall be posted on a board in the clubhouse, or other such electronic forum as may be adopted by the Board of Directors for such purpose and be submitted to the Members with the notice of the annual meeting.

3.6.5. Any person who filed notice of their intention in writing with the Chair of the Nomination Committee to seek election as a Director who is not recommended by the Nomination Committee for election as a Director and who is otherwise qualified to be elected as a Director, may still seek election as a director provided that such person gives notice of their intention to the Corporation no less than 20 days prior to the annual meeting at which the election is to be held.

3.6.6. No member may stand for election for more than one office.

### **3.7. Vacancies, Board of Directors**

3.7.1. Vacancies on the Board of Directors, however caused, except as in Section 3.8 may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Club, if they shall see fit to do so otherwise, such vacancy shall be filled at the Spring General Meeting of the members at which the Directors are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

### **3.8. Removal of Directors**

3.8.1. The members of the Club may, by ordinary resolution at a special meeting, and in accordance with the Act, remove from office any Director or Directors before the expiration of the Director's term of office and elect a person or persons in the Director's stead for the remainder of their term.

### **3.9. Meetings - Board of Directors**

3.9.1. The Board of Directors shall meet for the transaction of business at least once each month and, in addition, such other meetings as may be called by the Commodore or, in the Commodore's absence, the Vice Commodore or Rear Commodore.

3.9.2. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be deemed necessary if all the Directors are present, or, if those absent have signified their consent to the meeting being held in their absence.

3.9.3. Board of Directors' meetings may be formally called by the Commodore, Vice Commodore or Rear Commodore, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be communicated to each Director not less than two (2) days before the meeting is to take place. The statement of the Secretary, the Commodore or Vice Commodore that notice has been given pursuant to this By-Law will be sufficient and conclusive evidence of the giving of such notice.

3.9.4. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named. Of such regular meetings, no notice need be sent. A Directors' meeting may also be held without notice immediately following the Spring and/or Fall General Meetings of the Club. The Directors may consider or transact any business either special or general at any meeting of the Board of Directors.

3.9.5. Subject to applicable laws, no error or omission in such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any and all proceedings taken at such meeting. If a Director does not approve of any or all proceedings at that meeting, and by agreement by the Commodore, it may be re-tabled for another vote.

3.9.6. If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board by telephonic or electronic means that permits 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.

### **3.10. Voting at Directors' Meetings**

- 3.10.1. Unless otherwise provided for by these By-Laws, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes.
- 3.10.2. In case of an equality of votes, the Commodore (as provided for in section 3.4.1) may cast a second deciding vote, otherwise the motion will be deemed to have been defeated.
- 3.10.3. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made the vote shall be taken in the usual way by assent or dissent.
- 3.10.4. A declaration by the Chair that a Resolution has been carried and an entry to that effect in the Minute Book shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such Resolution.

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## **4. MEETINGS**

### **4.1. Annual and Special Meetings of Membership**

- 4.1.1. Annual and Special meetings of the voting members can be held at the Club property or elsewhere in the Town of Oakville as the Board of Directors may determine and on such date as the Board of Directors shall appoint, subject to Section 4.1.2.
- 4.1.2. There shall be no less than two General Meetings of the members in each year. The first such Meeting is referred to as the Annual Meeting and shall be held no later than May 1 in each year, for the purposes of conducting the following business:
  - a) Presentation of the Commodore's Report
  - b) Presentation of Directors and Committee Reports
  - c) Presentation of the Treasurers Report, the Annual Financial Statements for the previous fiscal year as approved by the Board of Directors and the Report of the Auditor or Review Engagement, if any
  - d) The appointment of Auditors or Review Engagement, or the waiver of appointment of Auditors or Review Engagement
  - e) The adoption of the annual Club budget
  - f) The elections of Directors and Officers
  - g) Any other business for which notice has been given in sufficient detail to permit a member to form a reasoned judgment on the business
- 4.1.3. Not less than 21 days before the Annual Meeting the financial statements approved by the Directors and the report of the auditor or of the person who conducted a review engagement, as the case may be, shall be given to any voting member who has informed the Club that they wish to receive a copy of same.
- 4.1.4. The second such General Meeting, known as the Fall Special Meeting shall be held no later than the last day of October in each year for the purpose of conducting the following business:
  - a) Presentation of the Commodore's Report
  - b) Presentation of Directors and Committee Reports
  - c) The Treasurers Report
  - d) Any other business for which notice has been given in sufficient detail to permit a member to form a reasoned judgement on the business
- 4.1.5. The Directors or the Commodore may call a Special Meeting of the Club at any time, the Notice of which shall state the nature of the business to be conducted in sufficient detail to permit a member to form a reasoned judgement on the business, and state the text of any special resolution to be submitted to the meeting.

- 4.1.6. Ten percent of the voting members of the Club may requisition the Directors to call a special meeting of the members for the purposes specified in such requisition. Subject to section 60(3) of the Act. If the Directors do not call a meeting within 21 days after receiving the requisition, any member who signed the requisition may call the meeting.
- 4.1.7. Members may consider and transact any business either special or general, however no Resolutions or Motions may be passed or voted upon if that Resolution or Motion is in direct conflict with the bylaws or the sole jurisdiction of the Board of Directors.
- 4.1.8. Notices of General Meetings of the members shall be given to each voting member no less than ten (10) days before the date fixed for meeting by mail or e-mail; provided that notice need not be given to a member who has waived their right to receive such notice. Notice may but need not be given to non-voting members.
- 4.1.9. Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the corporation makes such means available. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.
- 4.1.10. The Directors may determine that any meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
- 4.1.11. Provided the Corporation has implemented a process by which votes may be verified as having been made by members entitled to vote and the Corporation is not able to identify how each voting member voted, voting members may vote by mail, or by telephonic or electronic means on matters to be determined at a members' meeting by ballot.

#### **4.2. Error or Omission in Notice**

- 4.2.1. No error or omission in giving notice of any meeting, or any adjourned meeting, of the members of the Club shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director, or Officer for any meeting or otherwise, the e-mail address or mailing address of any member, Director or Officer shall be the member, Director or Officer's last e-mail address as recorded in the Books of the Club.

#### **4.3. Quorum**

- 4.3.1. A Quorum for the transaction of business at any meeting of the Club shall consist of one-third (1/3) of the members with voting privileges present in person. If at any meeting of the Club a Quorum is not present within thirty (30) minutes after the time set forth in the notice for such meeting, the Chair shall adjourn the meeting for one week and the Quorum shall then be those voting members present.

#### **4.4. Adjournments**

- 4.4.1. Any meetings of the Members of the Club or of the Board of Directors may be adjourned to any time and from time to time such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which any such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no Quorum is present.

#### **4.5. Voting**

- 4.5.1. Subject to the provisions, if any, contained in the Articles of the Club, each Boating Member of the Club shall at all meetings of members be entitled to one vote. Save and except as provided for in Section 2.2.3, Boating Members shall not be entitled to appoint a proxy to attend and vote at Annual Meetings or Special Meetings on their behalf. No boating member shall be entitled to vote, either in person or by limited proxy, at meetings of the Club unless the Member is in Good Standing.

## **5.**

## **5. FINANCIAL**

### **5.1. Surplus Funds**

- 5.1.1. The Club is operated solely for pleasure, recreation or other non-profitable purposes, and therefore, the income of the Club and any surplus thereof, shall be used only for promoting the objects of the Club as aforesaid and no income, or surplus funds, accruing to the Club, shall be disbursed to the members or shall otherwise inure to the benefit of any member of the Club. With the exception of payment for work performed by a member approved by the Board, no reductions, gifts, special favours, discounts, or any other such benefits shall be given to any member of the Club.

### **5.2. Fiscal Year End**

- 5.2.1. The fiscal year of the Club shall end on the thirty-first (31st) day of October in each year.

### **5.3. Appointment of Accounting Firm**

- 5.3.1. There shall be, appointed by extraordinary resolution of the members at the Spring General Meeting, a qualified Accounting Firm to conduct an Audit or a Review Engagement (dependant on the review standard imposed by applicable laws), and such firm shall examine the books and accounts of the Club and report thereon to the members.
- 5.3.2. At the end of the Club's fiscal year the Accounting Firm, if appointed shall report on the financial position of the Club. These statements and/or reports shall be mailed or e-mailed to the Boating Members of record and shall be presented for approval by the membership at the Spring General Meeting. If required by the Act, the Accounting Firm shall hold office until the next Spring General Meeting. If, for any reason, the Accounting Firm is unable to continue, the Board of Directors shall forthwith appoint a successor who shall act until the next Spring General Meeting and the voting membership shall ratify the appointees or appoint new ones.

### **5.4. Reserved Funds**

- 5.4.1. An amount of \$10,000 shall be included in the Club budget annually to be used for revetment if required and major Club and property repairs. If it is not spent in the current year it will be accumulated annually. The status of the reserve fund will be reported at the Annual Spring Meeting.

### **5.5. Insurance**

- 5.5.1. The Board of Directors shall ensure that the Club carries on an annual basis the required General Insurance coverage as deemed appropriate with the Club's insurance broker.

## **6.**

## **6. DOCKING**

### **6.1. General**

- 6.1.1. Docks are owned by the Town of Oakville and managed by the Club, and are assigned each year to specific members for the accommodation of specific non-commercially operated power boats. A member applying for a dock must be the registered owner, as defined in Section 2.2.6, of the boat in the application. No member may dock any other boat in the space assigned to that member without the prior consent of the Rear Commodore.
- 6.1.2. Docks are assigned from May 1st to October 31st each year, or as determined by the Board of Directors. Members who held an assigned dock at the end of the previous docking season as set out in Section 6.1.1 have first priority to the same dock in the succeeding year, provided the members have the same boat or one of an acceptable size for that dock.
- 6.1.3. The following regulations are intended to ensure the best use of dock facilities available for the benefit of all Club members. When applying for the use of a dock, a member is governed by these bylaws and the Docking Rules as published from time to time by the Board of Directors.

## **6.2. Application for a Dock**

- 6.2.1. A member wishing to dock that member's boat must submit a docking application to the Rear Commodore as directed by the Board of Directors. The Rear Commodore will allocate specific docks to specific boats according to the suitability of the boat to be docked, and the member's priority of entitlement to a dock as determined by Sections 6.3, 6.4, and 6.5.

## **6.3. Application for a Dock - First Time**

- 6.3.1. A Boating Member wishing to dock a specific boat for the first time must submit copies of proof of insurance and the vessel registration along with a completed docking application to the Rear Commodore. Approval of this application by the Rear Commodore will depend upon three factors:
  - a) Availability of a suitable dock
  - b) The member's seniority and priority of entitlement to a dock
  - c) The acceptability of the boat to be docked
- 6.3.2. The regulations affecting these three factors are set out in Sections 6.4 and 6.5. The acceptability of the boat will be determined by the Rear Commodore in consultation with the Docking Committee.
- 6.3.3. The boat specifications will be determined for placement and billing purposes using recognized and credible websites (Nada Guides, Yachtworld, etc). Upon arrival of the boat, the Rear Commodore will conduct a visual inspection to ensure no modifications to the boat have been completed, at which time the specifications will be confirmed, or measurements will be conducted as outlined in the Docking Policies.

## **6.4. Boating Members' Priority of Entitlement to Use Docks**

- 6.4.1. Any docking grievance must be made in writing to the Board of Directors, who have the final decision in the allotment of docks, in compliance of the bylaws.

## **6.5. Acceptability of Boats to be docked**

- 6.5.1. All boats shall be maintained in good condition, securely moored, reflect pride of ownership, and be a credit to the Oakville Power Boat Club and its members. At all times, boats are to be maintained in good running order.
- 6.5.2. No boat will be docked with the exterior structure in an unfinished or deteriorated state.
- 6.5.3. All applicants for docking space must present, with their application, evidence of having Public Liability and Property Damage Insurance on their boats, in the amount of at least \$2,000,000 valid for the full year including winter storage. Yearly thereafter each Boating Member is responsible for providing proof of Insurance on date of renewal.

## **7.**

### **7. AMENDMENT OF BY-LAW**

- 7.1. Any by-laws that regulate the activities or affairs of the Club may from time to time be passed, repealed, or amended, by ordinary resolution of the members entitled to vote, except in respect of a matter referred to in Section 103 of the Act, which will require a special resolution of the members.