



SOCIETY ACT

COPY OF RESOLUTION

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The following is a copy of

- a special resolution* passed
- an ordinary resolution
- a directors' resolution

Ron Townshend
33
RON TOWNSHEND
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

in accordance with the by-laws of the Society on the 30th day of October, 2008
(Day) (Month) (Year)

"RESOLVED

that Article 2 of the constitution has been changed as follows:

2. Purpose of the Deep Bay Yacht Club

- a). Given that boating is an integral part of the Deep Bay Community our purpose is to foster and promote all aspects of recreational boating in a safe and enjoyable environment within that community 'all aspects' to include: Education, Social, Sport & Community Spirit.
- b). to cooperate with and provide representation to appropriate boating organizations e.g. BCYA, Power Squadron, Coast Guard Auxiliary, Deep Bay Harbor Authority

Our Bylaws have been deleted and replaced with a new set of Bylaws as attached.

Dated this 5th day of December, 2008
(Day) (Month) (Year)

Deep Bay Yacht Club

(Name of Society)

by

[Signature]
(Signature)

Director

(Relationship to Society)

* Strike out words which do not apply.

[Note — (a) No special resolution has effect until accepted by the Registrar of Companies.

(b) Send, in duplicate, to the Registrar of Companies.

Mailing Address: PO Box 9431 Stn Prov Govt,
Victoria BC V8W 9V3.

Location Address: 2nd Floor – 940 Blanshard Street,
Victoria BC together with applicable fee.

Telephone number: 250 356-8609.]

Filing Fee: Special resolution, except a special resolution for borrowing, \$50. Special resolution for borrowing \$40.
Ordinary resolution \$40. Directors' resolution \$40.

Additional information and forms are available on the Internet at: www.fin.gov.bc.ca/registries

Freedom of Information and Protection of Privacy Act (FOIPPA):

Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

Bylaws

Bylaws of Deep Bay Yacht Club

Part 1 — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires: the words “ the Society” may be replaced by “DBYC”

the titles “President” and Vice President” shall be given to mean “Commodore” and “Vice Commodore” respectively

"directors" means the directors of the society

“Executive” is the assembly of directors and includes the Commodore; Vice Commodore; Fleet Captain (Sail); Fleet Captain (Power); Past Commodore; Secretary; Treasurer; Staff Captain; Fleet Captain (Cruising); Membership Director; Entertainment Director; Newsletter Director.

"Society Act" means the *Society Act* of British Columbia from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- a) An Associate Member shall be the partner of a member who shall enjoy all privileges of the society without payment of dues.
 - b) An Honorary Life Member is a long standing member who has rendered exceptional and meritorious service to the society. Nominations for such membership shall be considered by the executive and approved or rejected as the executive sees fit. Such nominations shall be presented to the membership for approval at the Annual General Meeting. Duly appointed Honorary Life Members shall enjoy all privileges of the society without payment of dues.

- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 The initiation fee and the amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
 - a) The initiation fee will be waived in the case of past members who have allowed their membership to lapse for two years or less.
- 7 A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing following the membership fee deadline specified in Section 9 below.
- 8
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.
 - a) Membership fees are due on the last day of February. Members who join, or rejoin, if in default after that date must pay the full annual amount.

Part 3 — Meetings of Members

- 10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 11 General meetings are normally held on the fourth Thursday of each month, with the exception of July and August
- 12 The Executive may, when they think fit, convene a special meeting. Also, a special meeting must be held if at least 25% of the members in good standing request such a meeting.
- 13
 - (1) Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
 - (2) 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.
- 14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that 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 last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

- 15 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the election of directors;
 - (v) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16 (1) 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.
- (2) 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.
- (3) A quorum is 8 members present at a general meeting and 5 executive present at an executive meeting or a greater number that the members may determine at a general meeting.
- 17 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 the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall be adjourned until a new date, time and place can be chosen by the Executive
- 18 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 19 If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 20 (1) 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.

- (2) 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.
 - (3) 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.
- 21 (1) A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair may break the tie by voting as a regular member. 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.
- 22 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands or by ballot if so requested.
 - (3) Voting by proxy is not permitted.

Part 5 — Directors and Officers

- 23 (1) The directors may exercise all the powers and do all the acts and things that the society 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 society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 24 (1) The Commodore; Vice Commodore; Fleet Captain (Sail); Fleet Captain (Power); Past Commodore; Secretary; Treasurer; Staff Captain; Fleet Captain (Cruising); Membership Director; Entertainment Director; Newsletter Director are the directors of the Society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 25 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
 - (3) An election may be by acclamation; otherwise it must be by ballot.
 - (4) If a successor is not elected, the person previously elected or appointed continues to hold office, unless that person formally resigns their post.
- 26 (1) The directors may at any time and from time to time appoint a member as a director to

fill a vacancy in the directors.

- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 27
- (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
 - (2) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
- 28 Directors are responsible to the membership. The members may, by special 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.
- 29 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
- 30 Executive meetings are open to the entire membership unless it is voted to be *in camera*. Only directors may vote at these meetings

Part 6 — Proceedings of Directors

- 31
- (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
 - (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
 - (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 32
- (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
 - (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 34 The members of a committee may meet and adjourn as they think proper.
- 35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of

the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

- 36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers & Directors

- 40 The Executive of the Society shall consist of 4 Flag Officers, the Past Commodore and 7 Directors as defined below:-

The Flag officers are:

Commodore
Vice Commodore
Fleet Captain - Sail;
Fleet Captain - Power

The Directors are:

Secretary
Treasurer
Staff Captain
Fleet Captain Cruising
Membership Director
Entertainment Director
Newsletter Director

- 41 The Commodore
- a) Shall direct all operations of the society in accordance with the Bylaws and Constitution of the society as well as with the wishes of the membership as

- expressed in the minutes of the Annual General Meeting or General Meetings;
- b) Shall preside at all the meetings of the Executive, call special meetings when necessary and be ex-officio Member of all committees;
 - c) Shall with the consent of the executive, redefine and re-assign the duties of the Directors other than those whose duties are set out in the Bylaws;
 - d) Shall act as the official representative of the Society or designate a member to act on his /her behalf;

42 The Vice Commodore

Shall assist the Commodore with the discharge of their duties and, in the absence of the Commodore' shall exercise all the powers of and carry out all the duties of the Commodore

43 The Fleet Captain Sail

Shall supervise the sailboat activities of the Society and in the absence of Flag Officers shall exercise all the powers of and carry out all the duties of the senior officers

44 The Fleet Captain Power

Shall supervise the power boat and cruising activities of the Society and , in the absence of the Flag Officers, shall exercise all the powers of and carry out all the duties of the senior officers

45 The Secretary

Shall be responsible for the following:

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the society;

46 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

47 The Treasurer

Shall be responsible for the following:

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
- (b) render financial statements to the directors, members and others when required.

48 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 24 (2).

- 49 **The Staff Captain**
Shall be responsible for facilities, maintenance, building and inventory of Society assets.
- 50 **The Fleet Captain Cruising**
Shall be responsible for maintaining accurate record of reciprocals and shall manage all matters pertaining to reciprocals
- 51 **The Membership Director**
Shall maintain accurate records and shall manage all matters pertaining to membership pursuant to section 2 of these Bylaws and section 70 of the Society Act.
- 52 **The Entertainment Director**
Shall arrange and promote entertainment and formal events for the Society.
- 53 **The Newsletter Director**
Shall be responsible for editing and distributing the newsletter of the Society in accordance with the wishes of the Society.
- 54 No member or other person may conduct business on behalf of the Society unless authorized by the Executive.

Part 8 — Seal

- 55 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 56 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 — Borrowing

- 57 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 58 A debenture must not be issued without the authorization of a special resolution.

- 59 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.
- 60 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

Part 11 — Notices to Members

- 61 A notice may be given to a member, either personally, by email, or by mail to the member at the member's registered address.
- 62 A notice sent by mail is deemed to have been given on the third 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.
- 63 (1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.
(2) No other person is entitled to receive a notice of a general meeting.

Part 12 — Bylaws

- 64 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 65 These bylaws must not be altered or added to except by special resolution.