

Proposed Changes to The By-Laws of the Kingston Yacht Club

DRAFT Revisions to the KYC By-Laws: Combined By-Laws Review Committee and Board of Directors Recommendations - v. 21st May 2009 -

The following has been prepared as a means to permit a side-by-side comparison the current (v.2007) KYC By-Laws and the proposed By-Laws as they would appear if the recommendations of the By-Law Review Committee, as accepted and adapted by the Board of Directors were accepted by the members.

In this document, the 2007 edition of the KYC By-Laws the Articles of the 2007 edition appear on the left-hand side of the page, in a san serif font, and the proposed revisions are presented, beside them, on the right-hand side of the page in a serif font. Changes in text being recommended by the KYC By-Laws Review Committee which do not change the intent of the 2007 By-Laws are presented **highlighted in yellow**; while the Committee's proposed changes which are new and/or alter the intent of previous By-Laws are presented in **bold face type and, again, highlighted in yellow** (or in a light gray, if printed in monochrome). The Board of Directors is in broad agreement with the Committee's recommendations, except in six instances. The Board's recommended changes are presented in ***bold face italics and highlighted in gray*** (or in a slightly darker gray, if printed in monochrome).

A synthesis of the rights and privileges of each class and category of membership are exhibited in two tables taken directly from the By-Laws Committee Report and placed at the back of this document. So named 'Appendix No.2.1' presents these rights and privileges as they are currently allocated, following the changes implemented at the 2007 AGM. 'Appendix No.2.2' illustrates how rights and privileges of KYC membership would be conferred, by class and category, if the recommendations made herein are accepted by the members.

By-Laws of the Kingston Yacht Club

EXCERPTS FROM THE LETTERS PATENT: GRANTED APRIL 7, 1916

1. The name of the Corporation is Kingston Yacht Club.
2. The objects of the Corporation are to encourage the building and sailing of yachts, skiffs and canoes, motor boating, rowing, canoeing and all aquatic and other sports among amateurs.
3. The Corporation shall be a Corporation without share capital.
4. The interest of a member of the Corporation shall not be transferable, and shall lapse and cease to exist when such member shall cease to be a member of the Corporation by death, by resignation or otherwise, in accordance with the by-law.
5. The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in promoting its objects.

ARTICLE NO.1 MEMBERSHIP

- (i) The membership of the Kingston Yacht Club shall consist of those persons who may be admitted to the membership categories as hereinafter provided. There shall be the following categories of membership for the Club: Family Members; Single Members; Life Members; Senior Members; Non-Resident Members; Junior Members; Honorary Members; Nominee Members; Non-Active Members (Grandfathered); Corporate Members and Temporary Members.
- (ii) The Directors may pass by-laws limiting the number of members and determining additional qualifications for each category of membership.
- (iii) There will be two designations of membership; Full Memberships (voting) and Associate Memberships (non-voting).
- (iv) The Board of Directors may pass by-laws limiting the rights and privileges of each designation and category of membership. Rights and privileges in the Club include, but are not limited to the following:
 - a) Participation in Club races;
 - b) Clubhouse privileges;
 - c) Credit privileges, upon submission of a credit agreement;
 - d) The right to nominate candidates for office;
 - e) The right to exercise one vote at any meeting of the members;
 - f) The right to stand for office;
 - g) The right to nominate a Nominee Member;
 - h) The right to accumulate for every year of continuous Full Membership, 10 membership points to be utilized in the allocation of facilities and services such as wet moorings and boathouses;
 - i) The right to accumulate for every year of continuous Crew, Intermediate, Junior and Introductory (one year only) Membership, 5 membership points, which upon transfer to a Full Membership, may be utilized in the allocation of facilities and services such as wet moorings and boathouses;
 - j) Membership in the Canadian Yachting Association;
 - k) The right to access the Community Club vessels subject to an annual contribution, to be determined from time to time by the Board of Directors, for the care and maintenance of the fleet.

Proposed By-Laws of the Kingston Yacht Club

(Hereinafter referred to as "KYC", the "Club" or the "Corporation")

EXCERPTS FROM THE LETTERS PATENT: GRANTED APRIL 7, 1916

1. The name of the Corporation is Kingston Yacht Club.
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3. The Corporation shall be a Corporation without share capital.
4. The interest of a member of the Corporation shall not be transferable, and shall lapse and cease to exist when such member shall cease to be a member of the Corporation by death, by resignation or otherwise, in accordance with the By-Law.
5. The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in promoting its objects.

ARTICLE NO.1: MEMBERSHIP

- (i) The membership of the Kingston Yacht Club shall consist of those persons who may be admitted to the membership **classifications and** categories as hereinafter provided.

MEMBERSHIP - CLASSIFICATIONS AND CATEGORIES

- (ii) There shall be two classifications of membership: Full Memberships (voting) and Associate Memberships (non-voting).
 - a. **Full Membership** categories shall include: Single, Family, Life and Corporate Memberships; and their affiliated Nominee Memberships, where permitted.
 - b. **Associate Membership** categories shall include: Associate, Non-Resident, Junior, Temporary and Honorary Memberships; and their affiliated Nominee Memberships, where permitted.

Compare current article at left with proposed **MEMBERSHIP RIGHTS AND PRIVILEGES – Article No.1(xvii)**, below, and tables from By-Laws Committee Report Appendices No.2.1 & No.2.2, as appended.

- (v) In the event that a *Nominee Member is pre-deceased by the nominator, the *Nominee Member shall have the option of retaining their own membership points accumulated as a *Nominee Member or the membership points accumulated by the deceased nominator. The *Nominee Member shall have the option of retaining a wet mooring and boathouse held by the nominator at the time of death. These options are conditional upon the transfer by the *Nominee Member to one of the Full Membership categories.
- (vi) A member who is entitled to accumulate membership points, who departs from the City of Kingston and who transfers to a Non-Resident Membership, will retain any accumulated membership points. Such accumulated membership points will be available to the Member upon subsequent transfer to one of the Full Membership categories.

Full Membership Categories (Voting Memberships)

- (vii) **Family Membership**
This category is for a couple (Member and Nominee) plus their children who are under 19 years of age. The category receives one vote at General Meetings. In addition, this category has the right to accumulate for every year of continuous membership, 10 membership points to be utilized in the allocation of facilities and services such as wet moorings and boathouses. Additional privileges are the following: credit privileges; racing, wet/dry mooring, haul out, winter storage, social activities, full points, membership in the Canadian Yachting Association and such other privileges as may be developed. Family Members, having demonstrated a level of sailing competency; also have the right to access the Community Club vessels for an annual contribution to the care and maintenance of the fleet. A member in this category has the right to nominate candidates for office and the right to stand for office.
- (viii) **Single Membership**
This category receives one vote at General Meetings. In addition, this category has the right to accumulate for every year of continuous membership 10 membership points to be utilized in the allocation of facilities and services such as wet moorings and boathouses. Additional privileges are the following: credit privileges; racing, wet/dry mooring, haul out, winter storage, social activities, full points, membership in the Canadian Yachting Association and such other privileges as may be developed. Single Members, having demonstrated a level of sailing competency; also have the right to access the Community Club vessels for an annual contribution to the care and maintenance of the fleet. A member in this category has the right to nominate candidates for office and the right to stand for office.
- (ix) **Life Membership**
A Life Member is one elected to the rank by unanimous vote at a General Meeting. The names of the Life Members to be nominated at a General Meeting shall be proposed by unanimous vote of the Board of Directors and notice of such proposals shall be given with the notice calling the meeting. Life Members shall hold the rank during their lifetime or until their resignation. They shall have one vote at General Meetings and privileges the same as those allotted to the Family Membership category, including one *Nominee Membership. Life Members are not liable for the payment of membership fees. The surviving Nominee of a Life Member shall be extended the rights & privileges of a Single Membership in perpetuity and, as a courtesy, this special membership shall attract no annual membership fee.

Full Membership Categories [Voting Memberships]

- (iii) **Single Membership:** A Single Membership is comprised of an individual **and his or her dependants (adult and child, who may or may not be co-habiting)** who have been elected to the rank by the Board of Directors **and for whom the membership fee for this category has been paid.** A Single Member may exercise one (1) vote at General Meetings of the members.
- (iv) **Family Membership:** A Family Membership is comprised of a Family Member and his or her named Full Nominee Member who are a co-habiting couple and their **dependants (adult and child, who may or may not be co-habiting)** who have been elected to the rank by the Board of Directors **and for whom the membership fee for this category has been paid.** **A Family Member and his or her named Nominee may each exercise one (1) vote at General Meetings of the Members.**
- (v) **Life Membership:** A Life Member is one who has been elected to the rank by a unanimous vote at a General Meeting of the members. **The names of Members to be nominated for Life Membership shall be recommended by a unanimous resolution of the assembly of Past Commodores and proposed by a unanimous vote of the Board of Directors. Notice of such proposals shall be given with the notice calling the meeting.**
 - a. **To be elected, a Life Member will:**
 - i. **Be a member in good standing; and,**
 - ii. **Have a history of prolonged, active and distinguished involvement in the Club.**
 - b. A Life Member shall hold the rank during his or her lifetime or until his or her resignation from the Club.
 - c. **There shall be a maximum of ten (10) living Life Members, however, there may be fewer.**
 - d. A Life Member **shall have all rights and privileges of Family Membership.**
 - e. Life Members are not liable for the payment of membership fees.
 - f. In the event that the Nominee of a Life Member is predeceased by the Life Member, the rights and privileges of a Single Membership shall be extended to the Nominee Member during his or her lifetime and, as a courtesy, this special membership shall attract no annual membership fee.

- (vi) **Full Membership Nominee:** A Full Membership Nominee is an individual who, being part of a co-habiting couple with a Family or Life Member, has been nominated by that Member to be affiliated with his or her membership and has been elected to the rank by the Board of Directors without further membership fee. Upon election to the rank, that person shall become a Full Nominee Member and shall enjoy the right to vote at any meeting of the members.
- (vii) **Family and Life Members and their Nominees may nominate their dependants to be affiliated with their membership.** Upon election to the rank by the Board of Directors, such a person shall become a Member affiliated with that Membership without further membership fee.
- (viii) **Corporate Membership:** A Member Corporation is an eligible business corporation, registered partnership or not-for-profit organization which has been elected to the rank by the Board of Directors and for which the membership fee for this category has been paid. A Member Corporation may nominate from among its directors, employees and partners, as many as four Corporate Members who, if elected, will become members without further payment of fees.
 - a. A Corporate Member is an individual affiliated with and nominated by a Member Corporation who has been elected to the rank by the Board of Directors.
 - b. Any two (2) named Corporate Members from the Member Corporation may each act in the interests of the Corporation by exercising one (1) vote at General Meetings of the members.
 - c. A Corporate Member may nominate Associate Members from among its directors, officers, employees and partners.

Associate Membership Categories (Non-voting memberships)

- (x) **Associate Membership**
Privileges of this category are the following: (a) Participation in Club races; (b) Clubhouse privileges; (c) Credit privileges, upon submission of a credit agreement; (g) The right to nominate a Nominee Member, upon payment of the Nominee Fee; (i) The right to accumulate for every year of continuous membership in this category, 5 membership points, which upon transfer to a Full Membership, may be utilized in the allocation of facilities and services such as wet moorings and boathouses; (j) Membership in the Canadian Yachting Association. In addition, an Associate Member has the right to use one dry mooring, with the payment of an annual fee.
- (xi) **Senior Membership**
This category is for a person who is 65 years of age or older. Privileges of this category will be the same as those of an Associate Member which are the following: (a) Participation in Club races; (b) Clubhouse privileges; (c) Credit privileges, upon submission of a credit agreement; (g) The right to nominate a *Nominee Member, upon payment of the Nominee Fee; (i) The right to accumulate for every year of continuous membership in this category, 5 membership points, which upon transfer to a Full Membership, may be utilized in the allocation of facilities and services such as wet moorings and boathouses; (j) Membership in the Canadian Yachting Association. In addition, an Associate Member has the right to use one dry mooring, with the payment of an annual fee.
- (xii) **Non-Resident Membership**
A Non-Resident Member is one who resides more than 80 km from KYC and who makes infrequent use of the Club. Students attending educational institutions in and around Kingston shall not be eligible to be Non-Resident Members. A Non-Resident membership is extended as a courtesy, and shall be subject to periodic review. Privileges are the following: identification of a *Nominee, use of the clubhouse and credit privileges at KYC. This membership is not to be used at clubs which are within 80 km of the member's residence.

Associate Membership Categories [Non-voting Memberships]

- (ix) **Associate Membership:** An Associate Member is an individual who has been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid.

Compare current article at left with proposed **Recognition of a Member of Long-standing Article No.1(xvi): Member of Long Standing**, below.

- (x) **Non-Resident Membership:** A Non-Resident Member is an Associate Member who resides more than 80 kilometers from KYC, **does not moor or otherwise maintain a boat within 80 kilometers of KYC** and makes infrequent use of the Club who has been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid.

- (xiii) **Junior Membership**
A Junior Member is between the ages of twelve and eighteen years inclusive at March 1st of the current membership year. Privileges are the following: racing, use of club house, membership in the Canadian Yachting Association and access to dry mooring. In addition, members in this category have the right to accumulate for every year of continuous membership, 5 membership points which upon transfer to a Full Membership may be utilized in the allocation of services and facilities such as wet moorings and boathouses.
- (xiv) **Honorary Membership**
An Honorary Member is elected to the rank by the Board of Directors for a period of time not exceeding one year. Honorary Members may be re-elected by the Board of Directors. Privileges include use of the club house and credit privileges.
- (xv) **Corporate Membership**
 - a) A Member Corporation is an eligible business corporation, registered partnership, or not-for-profit organization which elects to pay the fee for this classification. A Member Corporation is entitled to nominate from among its directors, employees or partners, four Corporate Members, or any other number of Corporate Members as may be deemed necessary by the KYC Board of Directors, who shall become members without further fee or formality. Any two (2) Corporate Members from the Corporation may act in the interests of the Corporation by casting one vote each at any meeting of the members. Corporate Membership privileges are the following: racing, clubhouse and credit privileges.
 - b) Upon payment of additional fees, a Member Corporation is further entitled to nominate Associate Corporate Members from among its directors, officers, employees or partners. The Associate Corporate Member fee will be equal in value to one Crew Membership Fee for each Associate Corporate Member nominated and will be established annually in accordance with Article 3.1. Associate Corporate Membership privileges are the following: racing, clubhouse and credit privileges.
 - c) Each Corporate Member and Associate Corporate Member shall be entitled to nominate one (1) Corporate Member Nominee upon payment of a fee equal in value to the Nominee Member fees for the Social Membership with Nominee and the Senior Membership with Nominee, membership categories. Corporate Member Nominees privileges are the following: racing, clubhouse and credit privileges.
- (xvi) **Temporary Membership**
This category is available on a monthly basis to persons whose residency in Kingston is short term. Privileges are the following: racing and use of the clubhouse.

- a. A member having accumulated membership points and who departs from the City of Kingston and who transfers to a Non-Resident Membership, will retain any accumulated membership points.
- b. Such accumulated membership points will be available to the Member upon subsequent transfer to one of the Full Membership categories.
- c. Students attending educational institutions in and around Kingston shall not be eligible to be Non-Resident Members.
- d. A Non-Resident membership is extended as a courtesy and shall be subject to periodic review.

- (xi) **Junior Membership:** A Junior Member is an Associate Member who has not reached the age of majority in Canada as of March 1st of the current membership year who has been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid.
- (xii) **Temporary Membership:** A Temporary Member is an Associate Member whose residency in Kingston is short term who has been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid. Temporary Membership is available on a monthly basis.
- (xiii) **Honorary Membership:** An Honorary Member is a member of the Kingston Community, not ordinarily a member of the Kingston Yacht Club, who has been elected to the rank by the Board of Directors for a period of time not to exceed one year. Honorary Members may be re-elected by the Board of Directors.

Compare current article at left with proposed **Article No.1(viii): Corporate Membership**, above.

Compare current article at left with proposed **Article No.1(xii): Temporary Membership**, above.

(xvii) **Non-Active Membership (Grandfathered)**
A Non-Active Member is a member who participates infrequently in the affairs of the Club. A Non-Active Member shall have been an Active, Single, Family, Nominee, or Lady Associate (as defined prior to March 1, 1978) Member for a total of not less than twenty years prior to admission to this category of membership. Non-Active Members are entitled to club house, credit and *Nominee Membership privileges. Continued membership in this category shall be subject to periodic review by the Directors.

(xviii) **Nominee Membership (See appropriate membership category)**
This sub-category is a membership that is supplementary to certain membership categories. Family, Life, Non-Resident and Non-Active members shall have the privilege of nominating one person who is actually residing with the nominating member. That person shall become a Nominee Member without further fee. **Associate Members** and Senior Members shall have the privilege of nominating one person who is actually residing with the nominating member. That person shall become a *Nominee Member upon payment of the Nominee Fee. Privileges are the following: racing, use of the club house and credit privileges. In addition the Nominee may exercise all other rights included in the membership class of the nominating member, in lieu of that member.

(xix) The debts incurred at the Club by any *Nominee Member shall be the responsibility of the nominating member and assigned to the nominating member's, membership number.

It is proposed to rescind **Article No.1(xvii) Non-Active Membership**, on the left.

(xiv) **Associate Membership Nominee:** An Associate Membership Nominee is an individual who, being part of a co-habiting couple with an Associate Member, has been nominated by that Member to be affiliated with his or her membership and has been elected to the rank by the Board of Directors and for whom the membership fee for this category has been paid. Upon election to the rank, that person shall become an Associate Nominee Member.

(xv) Debts incurred at the Club by any Nominee or affiliated Member shall be the responsibility of the nominating member and shall be assigned to the nominating member's account.

Recognition of a Member of Long-standing:

(xvi) **Member of Long-Standing:** Any Full or Associate Member who has accumulated **150** membership points may petition the Board of Directors to be acknowledged as a member of long-standing by having the appellation "Senior" affixed to his or her rank of membership. The term "Senior Member", in itself, shall not specify a category of membership; neither shall it provide for ancillary rights and privileges of membership.

Compare proposed article at right with current **Article No.1(ix) – Senior Membership**, above.

Compare proposed article at right with current **Article No.1(iv) [Rights & Privileges]**, above.

MEMBERSHIP - RIGHTS AND PRIVILEGES

(xvii) The rights and privileges of each classification and category of membership shall include, but may not be limited to the following:

- a. Rights and Privileges of all Memberships in the Kingston Yacht Club include, but are not limited to:
 - i. Access to Clubhouse and Club Property;
 - ii. Participation in Club Races and Social Activities;
 - iii. Credit Privileges, upon submission and acceptance of a credit agreement;
 - iv. Access to instructional sailing programs, as may be provided by the Club, upon payment of the appropriate fee.
 - v. Upon attaining 150 membership points, the right to petition the Board of Directors to have the appellation "Senior" affixed to his or her rank of membership
- b. Rights and Privileges of Full Membership in the Kingston Yacht Club, with the exception of Corporate Membership, include, but are not limited to:
 - i. The right to exercise one (1) vote at any meeting of the members;
 - ii. The right to stand for office;
 - iii. The right to nominate candidates for office;
 - iv. The right to nominate candidates for membership;
 - v. For a Family or Life Members, the right to nominate one (1) Full Member Nominee (voting) and their dependants to be affiliated with his or her membership;
 - vi. For a Single Member, the right to nominate his or her dependants to be affiliated with his or her membership;

- vii. The right to accumulate for every year of continuous Full Membership, ten (10) Membership Points to be utilized in the allocation of facilities and services such as wet moorings and boatsheds;
- viii. The right to use one wet mooring, subject to the Club Mooring Regulations and upon payment of an annual fee;
- ix. The right to use one boatshed, subject to the Club Boatshed Policy and upon payment of an annual fee;
- x. The right to access the KYC Community Club Program, subject to having demonstrated a satisfactory level of sailing competency as determined by the Club and upon payment of an annual fee;
- xi. The additional rights and privileges of Associate Membership, with the exception of Article No.1 (xviii e-i); the right to nominate additional Nominee Members; and, Article No.1 (xviii e-ii): the right to accumulate five (5) membership points for every year of continuous membership.

c. Rights and Privileges of a Full Member Nominee include, but are not limited to the following:

- i. The right to exercise one (1) vote at any meeting of the members;
- ii. Excepting the right to accumulate Membership Points, or to use a wet mooring or boatshed, the right to exercise all other rights and privileges of a Full Membership.

d. Rights and Privileges of an affiliated Member who has been nominated as a dependant include, but are not limited to the rights and privileges of an Associate Membership, with the exception of: the right to nominate additional Membership Nominees; and, the right to accumulate five (5) membership points for every year of continuous membership.

e. Rights and Privileges of Corporate Membership include, but are not limited to:

- i. For any two (2) named Corporate Members, the right for each to exercise one (1) vote at any meeting of the members;
- ii. The right to stand for office;
- iii. The right to nominate candidates for office;
- iv. The right to nominate candidates for membership;
- v. Additional Rights and Privileges as may be negotiated with the Board of Directors.

f. Rights and Privileges of Associate Membership in the Kingston Yacht Club include, but are not limited to:

- i. The right to nominate one (1) Associate Member Nominee (non-voting) to be affiliated with his or her membership
- ii. The right to accumulate for every year of continuous Associate Membership, five (5) membership points, which upon transfer to a Full Membership, may be utilized in the allocation of additional facilities and services such as wet moorings and boatsheds;
- iii. The right to use one dry mooring, subject to the KYC Mooring Regulations, upon payment of an annual fee;
- iv. The right to winter storage of a boat at KYC, subject to the KYC Mooring Regulations, upon payment of an annual fee;
- v. Membership in the Canadian Yachting Association.

g. Rights and Privileges of an Associate Member Nominee include, but are not limited to the right to exercise all rights and privileges of an Associate Membership, excepting the right to accumulate Membership Points.

Compare proposed article at right with current **Article No.1(iv)** [Rights & Privileges], above.

Compare proposed article at right with current **Article No.1(iv)** [Rights & Privileges], above.

ARTICLE NO. 2. ELECTION OF MEMBERS

- (i) Except as hereinafter provided every candidate for membership shall be nominated on a form provided by the Club, by two Full Members in good standing. The nomination form shall state the candidate's personal information as required including address or place of residence, and if applicable, the name of their Nominee Member. The application form shall be left with the Office Manager and shall be accompanied by a deposit in the amount of the entrance fee, if any, and the annual fee.
- (ii) Nominations for membership shall be placed before the first meeting of the Board of Directors to be held after its receipt, and candidates shall be declared elected if not more than one vote in five is cast against them.

Candidates for membership shall be notified as soon as possible of the results of their application.
- (iii) Any member may apply in writing to the Board of Directors to be admitted to another category of membership, and shall deposit with such application the balance of the membership fee which would be payable upon election to the applicant's new category of membership. The application shall be dealt with in accordance with the provisions for the election of new members.
- (iv) Appropriate membership cards shall be issued by the Office Manager to all Club members including provisional members.
- (v) Provisional members will be assigned a membership number and given a provisional membership card at the time of payment and application. This provisional membership will be subject to approval at the next scheduled meeting of the Board of Directors.
- (vi) Persons nominated in accordance with Article No. 2, Section (i), may enjoy membership privileges (a) and (b) as stated in Article No. 1, Section (iv) pending acceptance (or otherwise) by the Board of Directors.
- (vii) Notwithstanding the foregoing, the admission of Life and Honorary members shall be as provided for in Article No.1, Sections (viii) and (xvi).

- (xviii) **Aggregation and Disaggregation of Membership Points:**
 - a. **In the event of the amalgamation of two heretofore separate memberships, into one Membership with an affiliated Nominee, all Membership Points previously accumulated by both memberships will be aggregated and ascribed to that membership.**
 - b. **In the event of the dissolution of a Membership with an affiliated Nominee and both members retain a Membership in the Kingston Yacht Club, unless otherwise agree-to in writing and filed with the KYC Office, the Membership Points having accrued to their previous Membership will be divided equally between them.**
- (xix) In the event that a Nominee Member is pre-deceased by his or her nominator, **he or she shall have the option of subscribing to a Full or Associate Membership** and retaining the membership points accumulated by the deceased nominator. Upon subscribing to a Full Membership category, the Nominee Member shall have the option of retaining a wet mooring and/or boatshed **previously** held by the nominator at the time of death.

ARTICLE NO. 2: ELECTION OF MEMBERS

- (i) Except as hereinafter provided every candidate for membership shall be nominated on a form provided by the Club, by two Full Members in good standing. The nomination form shall state the candidate's personal information as required including address or place of residence, and if applicable, the name of the named Nominee Member and dependants. The application form shall be left with the Office Manager and shall be accompanied by a deposit in the amount of the entrance fee, if any, and the annual fee.
- (ii) Nominations for membership shall be placed before the first meeting of the Board of Directors to be held after its receipt. Candidates shall be declared elected if not more than one vote in five is cast against them, and their names and the names of their Nominee Members and dependants shall be immediately entered into the Club's rosters. Candidates shall be notified as soon as possible of the results of their application.
- (iii) **Any member may make application in writing to the Board of Directors to be admitted to another category of membership which shall be considered in accordance with the provisions for the election of new members. The member shall deposit with such application the balance of the membership fee which would be payable upon election to the applicant's new category of membership. If a refund is due, that refund will be credited to member's account upon the being elected to the new category.**
- (iv) **A candidate for membership nominated in accordance with Article No.2 (i), may enjoy limited access to Club property and be welcomed to attend Club activities pending the decision of the Board of Directors.**
- (v) Notwithstanding the foregoing, the **election** of Life members shall be as described in Article No.1(vi).

ARTICLE NO. 3. MEMBERSHIP, MOORING AND YARD FEES

- (i) The Directors shall, at each Annual General Meeting, present for the confirmation of the members a by-law which they have passed establishing the entrance fees, if any, and the annual fees, mooring and yard fees, to be effective on the first day of March next following. The members may confirm, reject, amend, or otherwise deal with this by-law, and thereafter no by-law amending the said fees, including any bylaw imposing an additional assessment on the members, shall be effective until it has been confirmed at a General Meeting of the members.
- (ii) The annual membership fee shall be due on the first day of March each year, which shall be the beginning of the membership year, or upon later election as a member.

ARTICLE NO. 4. SCHEDULE OF FEES

(Apply to the Office-Manager for the current schedule)

ARTICLE NO. 5. TERMINATION AND SUSPENSION OF MEMBERSHIP

- (i) The Board of Directors may pass a motion to remove a person from membership for failing to meet any qualification prescribed by these by-laws.
- (ii) A member shall resign by notification in writing directed to the Board of Directors. A member who resigns or becomes disqualified after the 15th day of April in any year shall be liable to pay the annual fee for the current year.
- (iii) The termination or suspension of membership by resignation, disqualification or otherwise shall not excuse the person whose membership is suspended or terminated from the payment of any fees, accounts or other monies owing to the Club.
- (iv) The Board of Directors may, by affirmative vote of three-quarters or more of those present at a meeting, expel or suspend from the membership any member whose conduct, whether on the Club's premises or elsewhere, is considered by the Board to be improper, unbecoming or likely to endanger the welfare, interest or character of the Club, or who willfully violates or neglects the observance of any rule or regulation prescribed by these by-laws or by the Board or by any committee of the Board. Members shall not be suspended for more than 15 days or expelled for any such offence without first being notified of the charges against them and being given the opportunity to be heard by the Board at a meeting called for that purpose. Such notification shall be sufficient if mailed by registered letter at least 15 days prior to such meeting.
- (v) If the membership fee of any member is not paid by the 1st day of May, the Board of Directors may forthwith post the name of such members and the amount due in the Clubhouse, and such members shall not be entitled to exercise any of their rights or privileges while such default continues. The Board of Directors may terminate the membership of any member who continues to be in default on the 31st of May.

ARTICLE NO. 3: MEMBERSHIP, MOORING AND YARD FEES

- (i) The Directors shall, at each Annual General Meeting, present for the confirmation of the members a By-Law which they have passed to establish fees **to be charged to the members for entrance fees, if any, annual membership fees, and fees for wet and dry mooring and yard services which are to be brought into effect on** the first day of March next following.
- (ii) The members may confirm, amend, reject or otherwise deal with this By-Law and thereafter no By-Law amending the said fees, including any By-Law imposing an additional assessment on the members, **shall come into in effect** until it has been confirmed at a General Meeting of the members.
- (iii) The annual membership fee shall be due on the first day of March each year, which shall be the beginning of the membership year, or upon later election as a member.

ARTICLE NO. 4: SCHEDULE OF FEES

The Schedule of Fees for goods, services and programs (such as, but not limited to: KYC Regalia, Learn-to-Sail Programs, Catering, Bar Service and Transient Mooring) shall be as may be proposed from time to time by the Director responsible and ratified by the Board of Directors.

ARTICLE NO. 5: TERMINATION AND SUSPENSION OF MEMBERSHIP

- (i) The Board of Directors may pass a motion to remove a person from membership for failing to meet any qualification prescribed by these By-Laws.
- (ii) A member shall resign by notification in writing directed to the Board of Directors. A member who resigns or becomes disqualified after the 15th day of April in any year shall be liable to pay the annual fee for the current year.
- (iii) The termination or suspension of membership by resignation, disqualification or otherwise shall not excuse the person whose membership is suspended or terminated from the payment of any fees, accounts or other monies owing to the Club.
- (iv) The Board of Directors may, by affirmative vote of **at least** three-quarters of those present at a meeting, expel or suspend from the membership any member whose conduct, whether on the Club's premises or elsewhere, is considered by the Board to be improper, unbecoming or likely to endanger the welfare, interest or character of the Club, or who willfully violates or neglects the observance of any rule or regulation prescribed by these By-Laws or by the Board or by any committee of the Board. Members shall not be suspended for more than **fifteen (15)** days or expelled for any such offence without first being notified of the charges against them and being given the opportunity to be heard by the Board at a meeting called for that purpose. Such notification shall be sufficient if mailed by registered letter at least **fifteen (15)** days prior to such meeting.
- (v) If the membership fee of any member is not paid by the **first day** of May, the Board of Directors may forthwith post the name of such members and the amount due in the Clubhouse, and such members shall not be entitled to exercise any of their rights or privileges while such default continues. The Board of Directors may terminate the membership of any member who continues to be in default on the thirty-first day of May.

The names and amounts owing of any members who are in arrears in respect of any other payment due by them to the Club may be posted in the Club and such members shall not be entitled to exercise any of their rights or privileges while such arrears continue.

- (vi) If the amount owing is not paid within 30 days, there will be an interest charge added at a rate determined from time to time by the directors.

Compare proposed article at right with current **Article No. 24: Guests of Members**, below.

ARTICLE NO. 6. OFFICERS OF THE CLUB

- (i) The Commodore, Vice-Commodore, Rear Commodore and Director of the Finance Committee, as elected at the Annual General Meeting, shall be the Signing Officers of the Club.
- (ii) The Office-Manager or Secretary-Manager may also be a Signing Officer.

ARTICLE NO. 7 BOARD OF DIRECTORS

- (i) The government and management of the Club shall be vested in a Board of Directors consisting of twelve members in good standing and entitled to vote and shall include the following:
 - The Commodore (acting as President)
 - The Vice-Commodore (acting as Vice-President)
 - The Rear-Commodore
 - The Director of the Finance Committee
 - The Director of the Sailing Committee
 - The Director of the Entertainment Committee
 - The Harbourmaster
 - The Director of the Learn to Sail Committee
 - The Junior Past Commodore
 - Three other directors

In the event that one person is elected to more than one position, sufficient additional members shall be elected to bring the membership of the Board to twelve.

- (vi) The names and amounts owing of any members who are **more than sixty-five (65) days** in arrears in respect of any other payment due by them to the Club may be posted in the Club and such members shall **be deemed not to be in good standing and shall** not be entitled to exercise any of their rights or privileges while such arrears continue. If the amount owing is not paid within **thirty-five (35) days of the statement on which it first appears**, an interest charge may be levied at a rate determined from time to time by the **Board of Directors**.

ARTICLE NO. 6: GUESTS OF MEMBERS

- (i) Any member shall have the privilege of introducing as a guest, a friend residing not less than 40 kilometers from the City of Kingston, for a period of not exceeding two weeks. The person so admitted shall be a privileged member of the Club for the specified time and their name shall be entered in the guest book and the said member shall also enter their name and the date thereof. No such guest shall be so admitted more than once in any year. A guest card may be issued to each guest so introduced.
- (ii) No other guest may be introduced at the Club more than four times during any membership year.
- (iii) Notwithstanding the foregoing, the Directors may by resolution extend the privileges of the Club to visitors who are members of other clubs, and such persons shall enter their names in the guest book.
- (iv) No person who has been expelled from the Club for any cause whatsoever or who is currently posted for arrears may be introduced to the Club as a guest.

Compare current article at left with proposed **Article No.8: Officers of the Club**, below.

ARTICLE NO. 7: BOARD OF DIRECTORS

- (i) The government and management of the Club shall be vested in a Board of Directors consisting of twelve (12) members in good standing and entitled to vote and shall include the following:
 - The Commodore (acting as President)**
 - The Vice-Commodore (acting as Vice-President)**
 - The Rear-Commodore (acting as Secretary)**
 - The Director of Finance (acting as Treasurer)**
 - Seven (7) Directors-at-Large**
 - The Junior Past Commodore {ex officio - voting}**
- (ii) In the event that **any** one person is elected to more than **a single** position, sufficient additional members shall be elected **as Directors-at-Large** to bring the membership of the Board to twelve.

- (ii) Directors shall serve without remuneration for acting as such, but Directors and their heirs, executors and administrators and estate and effects shall be indemnified and saved harmless out of the funds of the Club from and against all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office and from and against all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such other costs, charges and expenses as are occasioned by their own willful neglect or default.

Compare proposed article at right with current **Article No.6: Officers of the Club**, above.

ARTICLE NO. 8. ELECTION OF DIRECTORS

- (i) With the exception of the Junior Past Commodore, Directors shall be elected at each Annual General Meeting for a term of one year, but each Director shall hold office until a successor is elected, if an election is delayed. Directors are eligible for reelection if otherwise qualified.
- (ii) At the Annual General Meeting the Commodore or other person chairing the meeting shall appoint one person to preside over the elections, and a minimum of three other persons to act as scrutineers. Such persons shall be chosen from those entitled to vote at the Meeting, but shall not be Officers or Directors of the Club, and shall not be nominated or nominate any other person for any position during the elections.
- (iii) Directors shall be elected in the order listed in Article No. 7 and each position shall be filled by a separate election, except that the "other Directors" shall be elected by a single election. No nominations for any position shall be received until the result of the preceding election is declared.
- (iv) Nominations may be made by any person entitled to vote, but no person shall be nominated unless they are personally present and assent thereto, or have, by letter addressed to the Board of Directors, previously indicated their willingness to stand for election.
- (v) If the number of nominees does not exceed the number of positions to be filled by the election, the presiding officer shall declare the nominees to be elected. A vote, if required, shall be by ballot. Each person entitled to vote may vote for a number of nominees not greater than the number of positions to be filled by the election. If too many nominees are named on the ballot, it shall be considered to be spoiled. Upon receiving the report of the scrutineers, the presiding officer shall declare the appropriate number of nominees, who have received the highest number of votes, to be elected.

- (iii) Directors shall serve without remuneration for acting as such. **In performing the duties of their elected office, Directors shall, at all times, act in the interests of the Club, without financial compensation or material gain.**
- (iv) Directors and their heirs, executors and administrators and estate and effects shall be indemnified and saved harmless out of the funds of the Club from and against all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office and from and against all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such other costs, charges and expenses as are occasioned by their own willful neglect or default.

ARTICLE NO. 8: OFFICERS OF THE CLUB

- (i) The Commodore, Vice-Commodore, Rear Commodore and Director of the Finance Committee, as elected at the Annual General Meeting, shall be the *Officers of the Club; any two of whom shall, together, have the authority to purchase goods and services or otherwise enter into contracts, undertakings, obligations and liabilities suitable for the purposes of the Club.*
- (ii) *The Board of Directors may appoint a person as a Signing Officer, specify his or her duties and delegate to him or her powers to manage the business and affairs of the Club.*

ARTICLE NO. 9: ELECTION OF DIRECTORS

- (i) With the exception of the Junior Past Commodore **who sits, ex officio, by virtue of his or her position**, Directors shall be elected at each Annual General Meeting for a term of one year, but each Director shall hold office until a successor is elected, if an election is delayed. Directors are eligible for re-election if otherwise qualified.
- (ii) At the Annual General Meeting the Commodore or other person chairing the meeting shall appoint one person to preside over the elections, and a minimum of three other persons to act as scrutineers. Such persons shall be chosen from those entitled to vote at the Meeting, but shall not be Officers or Directors of the Club, and shall not be nominated or nominate any other person for any position during the elections.
- (iii) Directors shall be elected in the order listed in Article No. 8 – Board of Directors **and each individual position shall be elected by a separate election.**
- (iv) **No nominations for any position shall be received until the result of the preceding election is declared.**
- (v) Nominations may be made by any person entitled to vote, but no person shall be nominated unless they are personally present and assent thereto, or have, by letter addressed to the Board of Directors, previously indicated their willingness to stand for election.
- (vi) **If only one candidate is nominated for any position, the presiding officer shall declare the candidate to be elected. A vote, if required, shall be by secret ballot. Upon receiving the report of the scrutineers, the presiding officer shall declare the nominee who has received the highest number of votes, to be elected.**

- (vi) As long as there is a quorum of Directors in office, any vacancy in the Board may be filled by the Directors electing a qualified member to serve the balance of the term.
- (vii) The members may, by resolution passed by at least two-thirds of the votes cast at a General Meeting, of which notice specifying the intention to pass such resolutions has been given, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

ARTICLE NO. 9. MEETINGS OF THE DIRECTORS

- (i) Meetings of the Board of Directors may be called at any time by the Commodore, or in the absence of the Commodore, by the Vice-Commodore, or by any two Directors. fifty percent (rounded upwards) of the Board of Directors shall constitute a quorum for a meeting.
- (ii) Notice of meetings shall either be given at a previous meeting and included in the minutes of same or mailed (includes E-mail) to each Director not less than 5 days prior to the meeting, or be delivered to each Director not less than 48 hours prior to the meeting. Meetings may be held at any time without such notice if all Directors who are present consent thereto and if those absent have consented to the meeting being held in their absence or have waived notice thereof. No accidental error or omission in the giving of the required notice for a meeting shall invalidate any of the proceedings at such meeting.
- (iii) Unless otherwise required by the by-laws or applicable law, questions shall be decided by a majority of votes, and the Commodore or other Director chairing the meeting shall have a second or casting vote if there is an equality of votes in favour of and opposed to any matter.
- (iv) The Commodore shall chair any meeting of the Board of Directors. In the Commodore's absence, the next Director on the list of Directors in Article No. 7 who is present shall chair the meeting.

ARTICLE NO. 10. POWER OF DIRECTORS

- (i) The Board of Directors shall be responsible for the government and management of the Club and of its affairs, finances and property and shall have the power:
 - a) To appoint such officials and standing committees as it may deem advisable, and to prescribe their duties. The action of such officers and committees shall be at all times subject to the Board's revision and control.
 - b) To fill vacancies that may occur in any office and to appoint or dismiss, at pleasure, any officer or servant of the Club.
 - c) To make rules and regulations for the proper management and control of the Club's affairs, and to authorize such rules and regulations as may be made by any of its committees and to enforce due observance of the by-laws and any of such rules and regulations and to enforce and prescribe penalties.
 - d) To make and execute contracts on behalf of and in the name of the Club or to authorize its officers or committees to do so.

- (vii) So long as there is a quorum of Directors in office, any vacancy in the Board may be filled by the Directors electing a qualified member to serve the balance of the term.
- (viii) The members may, by resolution passed by at least two-thirds of the votes cast at a General Meeting, of which notice specifying the intention to pass such resolutions has been given, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

Compare current article at left with proposed **Article No.13: Meetings of the Board of Directors**, below.

ARTICLE NO. 10: POWER OF THE BOARD OF DIRECTORS

- (i) The Board of Directors shall be responsible for the government and management of the Club and of its affairs, finances and property and shall have the power:
 - a. **To enact new By-laws and to vary or rescind any section of these By-Laws, subject to the limitations prescribed by the articles entitled: "Membership, Mooring and Yard Fees" and "Amendments of the By-Laws", contained herein.**
 - b. To appoint such officials and standing committees as it may deem advisable, and to prescribe their duties. The action of such officers and committees shall be at all times subject to the Board's revision and control.
 - c. To fill vacancies that may occur in any office and to appoint or dismiss, at pleasure, any officer or servant of the Club.
 - d. To make rules and regulations for the proper management and control of the Club's affairs, and to authorize such rules and regulations as may be made by any of its committees and to enforce due observance of the By-Laws and any of such rules and regulations and to enforce and prescribe penalties.
 - e. To make and execute contracts on behalf of and in the name of the Club or to authorize its officers or committees to do so.

- (ii) The Directors may by resolution, borrow money on the credit of the Club, or charge, mortgage, hypothecate or pledge all or any of the Club's real or personal property to secure any money borrowed or other debt, obligation or liability of the Club.
- The Board of Directors shall cause all monies of the Club to be deposited in the Club's bank account in the amount received by the Club. The bank of the Club shall be the bank from time to time designated by the Board of Directors.
- (iii) No contract shall be entered into and no liability or obligation incurred on behalf of the Club by any person, member or committee except such as may be made, incurred, authorized or confirmed by the Board of Directors. No payment of any amount or obligation by or on behalf of the Club shall be made except on the authority of the Board of Directors.
- (iv) Notwithstanding the foregoing, the Directors shall not enter into any agreement for the acquisition or conveyance of any interest in land, except for:
- a) the granting of a right-of-way over the Club land or the acquisition of a right-of-way over adjoining land; or,
 - b) the granting or acquisition of any other interest which is for a period of not longer than three years, unless the terms of the agreement have been first approved by a majority vote at a general meeting of the members called for the purpose.

All bonds, debentures, deeds, mortgages and other securities, instruments, or documents requiring the signature of the Club may be signed by any two of the Signing Officers of the Club and the Corporate Seal of the Club may be attached as occasion may require.

All bills of exchange, promissory notes, cheques and orders for the payment of money on behalf of the Club shall be signed by any two of the Signing Officers of the club.

ARTICLE NO. 11. DUTIES OF THE COMMODORE

It shall be the duty of the Commodore to preside at all meetings of the Club and of the Directors and to decide all questions arising under the by-laws, subject to appeal. Such appeal shall be sustained by two-thirds vote of the members or Directors present. The Commodore shall be an ex-officio member of all committees.

- (ii) The Directors may by resolution, borrow money on the credit of the Club, or charge, mortgage, hypothecate or pledge all or any of the Club's real or personal property to secure any money borrowed or other debt, obligation or liability of the Club.
- (iii) The Board of Directors shall cause all monies of the Club to be deposited in the Club's bank account in the amount received by the Club. The bank of the Club shall be the bank **so designated**, from time to time, by the Board of Directors.
- (iv) No contract shall be entered into and no liability or obligation incurred on behalf of the Club by any person, member or committee except such as may be made, incurred, authorized or confirmed by the Board of Directors. No payment of any amount or obligation by or on behalf of the Club shall be made except on the authority of the Board of Directors.
- (v) Notwithstanding the foregoing, the **Board of** Directors shall not enter into any agreement for the acquisition or conveyance of any interest in land, except for:
- a. The granting of a right-of-way over the Club land or the acquisition of a right-of-way over adjoining land; or,
 - b. The granting or acquisition of any other interest which is for a period of not longer than three years, unless the terms of the agreement have been first approved by a majority vote at a **General Meeting of the members**.
- (vi) All bonds, debentures, deeds, mortgages and other securities, instruments, or documents requiring the signature of the Club **shall** be signed by any two (2) Signing Officers of the Club and the Corporate Seal of the Club may be attached as occasion may require.
- (vii) All bills of exchange, promissory notes, cheques and orders for the payment of money on behalf of the Club shall be signed by any two (2) Signing Officers of the Club.
- (viii) All contracts for employment at the Club shall be signed by any two (2) Signing Officers of the Club and the reporting Director.**
- (ix) All agreements, letters of understanding or other such undertakings to make safe a Corporate Membership, shall be signed by the Commodore and any one (1) other Signing Officer of the Club.**

ARTICLE NO. 11: DUTIES OF THE OFFICERS AND DIRECTORS

- (i) **Duties of the Commodore:** *The Commodore shall be the President of the Corporation and the Chair of the KYC Board of Directors, and shall exercise the following duties and powers:*
- a. *As Senior Flag Officer, the Commodore shall when present, preside at all meetings of the Officers, the Board of Directors and at all General Meetings of the Members.*
 - b. *The Commodore shall be responsible for the management of the business and affairs of the Corporation.*
 - c. *It shall be the duty of the Commodore to decide all questions arising under the By-Laws, subject to appeal. Such appeal shall be sustained by a majority consisting of two-thirds of the members or Officers and Directors present.*
 - d. *The Commodore shall be an ex-officio member of all committees.*

ARTICLE NO. 12. DUTIES OF THE VICE-COMMODORE

It shall be the duty of the Vice-Commodore to act in the absence of the Commodore, and to assist in the discharge of the Commodore's duties. The Vice-Commodore shall be an ex-officio member of all committees.

ARTICLE NO. 13. DUTIES OF THE REAR-COMMODORE

It shall be the duty of the Rear-Commodore to act in the absence of the Commodore and Vice-Commodore and to assist them in the discharge of all duties. The Rear-Commodore shall be an ex-officio member of all committees.

ARTICLE NO. 14. DUTIES OF THE DIRECTOR OF THE FINANCE COMMITTEE

The duties of the Director of the Finance Committee shall include but not be limited to preparing an annual budget for the operation of the Club and generally overseeing financial matters and making recommendations to the Board of Directors as to the expenditure of the Club's funds.

ARTICLE NO. 15. DUTIES OF THE DIRECTOR OF THE SAILING COMMITTEE

The duties of the Director of the Sailing Committee shall include but not be limited to organizing sailing and racing programs for the sailing members of the Club and arranging with other yacht clubs for inter-club regattas.

ARTICLE NO. 16. DUTIES OF THE DIRECTOR OF THE ENTERTAINMENT COMMITTEE

The duties of the Director of the Entertainment Committee shall include but not be limited to arranging and supervising all entertainment in the Club during the year.

ARTICLE NO. 17. DUTIES OF THE HARBOURMASTER

The duties of the Director of Harbour and Moorings shall include but not be limited to supervising the allocation and maintenance of the Club's moorings, the operation of the Club's services to yacht owners and the operation and maintenance of power boats owned by the Club.

ARTICLE NO. 18. DUTIES OF THE DIRECTOR OF THE LEARN TO SAIL COMMITTEE

The duties of the Director of the Learn to Sail Committee shall include but not be limited to organizing instructional programs in sailing for the benefit of Junior and other members of the Club and such other persons as may be admitted thereto.

(ii) **Duties of the Vice-Commodore:** *The Vice-Commodore shall be the Vice-President of the Corporation and shall exercise the following duties, and powers:*

- a. *It shall be the duty of the Vice-Commodore to assist the Commodore in the performance of his or her duties, and may perform the duties and exercise the powers of the Commodore during the absence or inability to act of the Commodore. If the Vice-Commodore performs any such duty or exercises any such power, the absence or inability of the Commodore shall be presumed with respect thereto.*
- b. *The Vice-Commodore shall undertake such other duties as may be agreed-upon, from time to time*
- c. *The Vice-Commodore shall be an ex-officio member of all committees.*

(iii) **Duties of the Rear-Commodore:** *The Rear-Commodore shall be the Secretary of the Corporation and shall exercise the following duties and powers:*

- a. *It shall be the duty of the Rear-Commodore to assist the Commodore in the performance of his or her duties, and may perform the duties and exercise the powers of the Commodore during the absence or inability to act of both the Commodore and Vice-Commodore. If the Rear-Commodore performs any such duty or exercises any such power, the absence or inability of both the Commodore and Vice-Commodore shall be presumed with respect thereto.*
- b. *As Secretary of the Corporation, the Rear-Commodore shall:*
 1. *Keep, or cause to be kept, a record of all Members of the Club;*
 2. *Be the custodian of the mechanical device used for affixing the corporate seal of the Kingston Yacht Club, and to affix same to any document as instructed by the Board of Directors;*
 3. *Give, or cause to be given, all notices required to be given to Members, Directors, Auditors and Members of Committees of the Board of Directors;*
 4. *Attend meetings of the KYC Board of Directors and General Meetings of the Members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings.*
- c. *The Rear-Commodore shall undertake such other duties as may be agreed-upon, from time to time.*

(iv) **Duties of the Director of Finance:** *The Director of Finance shall be the Treasurer of the Corporation, shall sit as Chair of the Finance Committee and shall exercise the following duties and powers:*

- a. *As Treasurer of the Corporation, the Director of Finance shall:*
 1. *Keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the KYC Board of Directors, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation.*
 2. *Render an account of the financial position of the Corporation to the board of directors at each meeting of the KYC Board of Directors, or whenever otherwise required by the Board of Directors.*
 3. *Prepare an annual budget for the operation of the Club*

b. *The Director of Finance shall collect, or cause to be collected, all fees, dues, subscriptions and monies due to the Club and deposit the same to the credit of the Club with its banker, as heretofore provided.*

c. *The Director of Finance shall undertake such other duties as may be agreed-upon, from time to time.*

d. *The Director of Finance shall be an ex-officio member of all committees.*

(v) **Additional Duties of Officers of the Club:** *In addition to those prescribed by this Article, Officers of the Club shall perform such duties and exercise such powers of management of the business and affairs of the Corporation as may from time to time be prescribed by the KYC Board of Directors.*

(vi) **Duties of a Director-at-Large:** The duties of a Director-at-Large shall be to undertake such duties as may be agreed-upon, from time to time.

(vii) **Duties of the Junior Past Commodore:** The Junior Past Commodore shall sit, *ex officio*, and shall enjoy the privilege to vote at meetings of the Board of Directors. The Junior Past Commodore shall act as an advisor to the Board and shall undertake such other duties as may be agreed-upon, from time to time.

ARTICLE NO. 19. DUTIES OF THE OTHER DIRECTORS

The other Directors shall perform such duties as may be assigned to them by the Commodore.

ARTICLE NO. 20. DUTIES OF THE OFFICE MANAGER OR SECRETARY-MANAGER

- (i) The duties shall be:
- a) to attend and keep a record of all matters transacted at all meetings of the members and Directors;
 - b) to have custody of the Corporate Seal, to affix same to any document as instructed by the Board of Directors;
 - c) to keep a record of all members;
 - d) to collect all fees, dues, subscriptions and monies due to the Club and deposit the same to the credit of the Club with its banker, as heretofore provided;
 - e) to conduct all correspondence pertaining to the office;
 - f) to keep in the books of the Club regular account of all transactions, finances, assets and liabilities of the Club subject to examinations by the Board of Directors and the auditors, and to have custody of and be responsible for the books, documents and securities of the Club;
 - g) to perform such other duties as may be assigned from time to time by the Board of Directors.
- (ii) A Secretary-Manager, if employed shall give the bond of a guaranty company as in the amount required by the Board of Directors, conditional for the faithful performance of duties, and the annual premium in respect thereof shall be paid by the Club. The Secretary-Manager may be removed from office by the Board of Directors at any time for sufficient cause.

Having allocated the duties cited in current **Article No.20 Duties of the Office Manager or Secretary Manager**, at left, to the Officers of the Club in proposed **Article No.11: Duties of the Officers and Directors**, presented above, it is proposed to rescind current **Article No.20**, entirely, renumbering as appropriate.

Compare proposed article at right with current **Article No.9: Meetings of the Directors**, above.

ARTICLE NO. 21. ANNUAL GENERAL MEETING

- (i) The Annual General Meeting of the Club shall be held at the Club House, or at such other place in the City of Kingston as the Directors may decide, on the last Thursday of November in each year, and written notice of the time, place and matters of business shall be sent by ordinary mail to each member entitled to vote and all senior members at least 10 days in advance thereof.

Any accidental error or omission regarding the notice of a meeting shall not affect the validity of the proceedings at such meeting.

- (ii) The order of business shall be as follows:
1. Approval of the minutes of the last Annual General Meeting and those of any Special General Meetings held since the last Annual General Meeting;
 2. Reports of the Auditor and of the Finance Committee;
 3. Reports of other Committees;
 4. Report of the Commodore;
 5. Amendments to by-laws;
 6. Election of Directors and Life Members;
 7. Ratification of the actions of the past year's Directors;
 8. Miscellaneous Business;
 9. Conclusion of the meeting.

ARTICLE NO. 13: MEETINGS OF THE BOARD OF DIRECTORS

- (i) Meetings of the Board of Directors may be called at any time by the Commodore, or in the absence of the Commodore, by the Vice-Commodore or by any two Directors. Half the Board of Directors shall constitute a quorum for a meeting.
- (ii) Notice of meetings shall either be given at a previous meeting and included in the minutes of same or mailed (which may include 'e-mail') to each Director not less than **five (5)** days prior to the meeting, or be delivered to each Director not less than **forty-eight (48)** hours prior to the meeting. Meetings may be held at any time without such notice if all Directors who are present consent thereto and if those absent have consented to the meeting being held in their absence or have waived notice thereof. No accidental error or omission in the giving of the required notice for a meeting shall invalidate any of the proceedings at such meeting.
- (iii) Unless otherwise required by the By-Laws or applicable law, questions shall be decided by a majority of votes, and the Commodore or other Director chairing the meeting shall have a second or casting vote if there is an equality of votes in favour of and opposed to any matter.
- (iv) The Commodore shall chair any meeting of the Board of Directors. In the Commodore's absence, the next Director on the list of Directors in Article No.7 – Board of Directors who is present shall chair the meeting.

ARTICLE NO. 14: ANNUAL GENERAL MEETING

- (i) The Annual General Meeting of the Club shall be held at the Club House, or at such other place in the City of Kingston as the Directors may decide, on the last Thursday of November in each year, and written notice of the time, place and matters of business shall be sent by ordinary mail to each member entitled to vote at least 10 days in advance thereof. Any accidental error or omission regarding the notice of a meeting shall not affect the validity of the proceedings at such meeting.
- (ii) The Order of Business shall be as follows:
1. Approval of the minutes of the last Annual General Meeting and those of any Special General Meetings held since the last Annual General Meeting;
 2. Reports of the Auditor and of the Finance Committee;
 3. Reports of other Committees;
 4. Report of the Commodore;
 5. Amendments to By-Laws;
 6. Election of Directors and Life Members;
 7. Ratification of the actions of the past year's Directors;
 8. Miscellaneous Business;
 9. Conclusion of the meeting.

ARTICLE NO. 22. SPECIAL GENERAL MEETING

- (i) A Special General Meeting may be called by the Board of Directors upon their own resolution, and shall be called by them upon the requisition of twenty-five or more members entitled to vote at such meetings. The requisition shall be filed with the Board of Directors and shall state the general nature of the business to be presented at the meeting.
- (ii) Written notice of the time, place and general nature of the business of the meeting shall be sent by ordinary mail to each member entitled to vote at least 10 days in advance thereof.
- (iii) At a Special General Meeting, the order of business shall be as follows:
 - 1. Reading the minutes of the last Annual General Meeting and those of any Special General Meeting held since the last Annual General Meeting, if requested by resolution of the members;
 - 2. Reading of the notice pertaining to the reason or reasons for calling the meeting;
 - 3. Discussion and action on the matters for which the meeting was called;
 - 4. Conclusion of the meeting.

ARTICLE NO. 23. PROCEDURE AT GENERAL MEETINGS

- (i) Each, Single, Family, and Life Member in good standing and personally present shall be entitled to one vote on each matter or item of business arising at the meeting. Nominee Members may vote as provided in Article No. 1 (xx). Corporate Members in good standing and personally present shall be entitled to vote as provided in Article No. 1 (xvii) (a). [PLEASE SEE THE END OF ARTICLE NO. 1 (xvii) FOR THE REASON FOR THIS INSERTION]
- (ii) The Commodore shall be the presiding officer of the meeting. In the absence of the Commodore, the next director on the list contained in Article No. 7, who is present, shall act as presiding officer.
- (iii) Except as otherwise required by the by-laws or applicable law, all questions shall be determined by the majority of the votes cast and the presiding officer of the meeting shall have a second, or casting vote in case of an equality of votes.
- (iv) Any member entitled to vote may request that a ballot be held for the determination of any question, in which case the presiding officer shall appoint a minimum of three scrutineers to distribute and collect the ballots and report as to the results thereof. If no ballot is demanded, the presiding officer's declaration as to the result of a show of hands shall be sufficient.
- (v) The presiding officer may recess the meeting or, with the consent of the meeting, adjourn it from time to time.
- (vi) Three members entitled to vote and personally present shall be a quorum for the choice of a presiding officer and the adjournment of a general meeting. For all other purposes the quorum shall be 20% of the members entitled to vote.

ARTICLE NO. 15: SPECIAL GENERAL MEETING

- (i) A Special General Meeting may be called by the Board of Directors upon its own resolution, **or shall be called by them** upon the requisition of twenty-five or more members entitled to vote at such meetings. The requisition shall be filed with the Board of Directors and shall state the general nature of the business to be presented at the meeting.
- (ii) Written notice of the time, place and general nature of the business of the meeting shall be sent by ordinary mail to each member entitled to vote at least ten (10) days in advance thereof.
- (iii) At a Special General Meeting, the Order of Business shall be as follows:
 - 1. Reading of the minutes of the last Annual General Meeting and those of any Special General Meeting held since the last Annual General Meeting, if requested by resolution of the members;
 - 2. Reading of the notice pertaining to the reason or reasons for calling the meeting;
 - 3. Discussion and action on the matters for which the meeting was called;
 - 4. Conclusion of the meeting.

ARTICLE NO. 16: PROCEDURE AT GENERAL MEETINGS

- (i) Each Single Member, Family Member, Life Member, **named Full Nominee Member** and named Corporate Member in good standing and personally present shall be entitled to one (1) vote on each matter or item of business arising **at a General Meeting of the members.**
- (ii) **No member may authorize another person to vote in his or her place at any meeting of the members.**
[Note: It is intended that 'proxy voting' by members will never be permitted.]
- (iii) The Commodore shall be the presiding officer of the meeting. In the absence of the Commodore, the next director on the list contained in **Article No. 7 – Board of Directors and** who is present, shall act as presiding officer.
- (iv) Except as otherwise required by the By-Laws or applicable law, all questions shall be determined by the majority of the votes cast and the presiding officer of the meeting shall have a second, or casting vote in case of an equality of votes.
- (v) Any member entitled to vote may request that a ballot be held for the determination of any question, in which case the presiding officer shall appoint a minimum of three scrutineers to distribute and collect the ballots and report as to the results thereof. If no ballot is demanded, the presiding officer's declaration as to the result of a show of hands shall be sufficient.
- (vi) The presiding officer may recess the meeting or, with the consent of the meeting, adjourn it from time to time.
- (vii) Three members entitled to vote and personally present shall be a quorum for the choice of a presiding officer and the adjournment of a general meeting. For all other purposes the quorum for a **General Meeting** shall be at least **one-fifth** of the members entitled to vote.

ARTICLE NO. 24. GUESTS OF MEMBERS

- (i) Any member shall have the privilege of introducing as a guest a friend residing not less than 40 kms. from the City of Kingston, for a period of not exceeding two weeks. The person so admitted shall be a privileged member of the Club for the specified time and their name shall be entered in the guest book and the said member shall also enter their name and the date thereof. No one such guest shall be so admitted more than once in any year. A guest card may be issued to each guest so introduced.
- (ii) No other guest may be introduced at the Club more than four times during any membership year.
- (iii) Notwithstanding the foregoing, the Directors may by resolution extend the privileges of the Club to visitors who are members of other clubs, and such persons shall enter their names in the guest book.
- (iv) No person who has been expelled from the Club for any cause whatsoever or who is currently posted for arrears may be introduced to the Club as a guest.

Compare proposed article at right with current **Article No.29: Fiscal Year**, below.

ARTICLE NO. 25 AUDITOR

- (i) The Auditor of the Club shall be elected by the members at the Annual General Meeting, and shall hold office until the next Annual General Meeting or until a successor is appointed, unless the Auditor is previously removed by resolution passed by at least two-thirds of the votes at a general meeting of the members called for that purpose. The remuneration of the Auditor shall be fixed by the Directors.
- (ii) The Auditor shall examine all of the financial documents and affairs of the Club, and, at the Annual General Meeting, shall make such report thereon as is required by an applicable by-law or as requested by the Directors. In addition, the Auditor shall prepare such accounts as the Directors are required by law to place before the Annual General Meeting, and shall perform such other tasks as are required by the Directors.

ARTICLE NO. 26. COLOURS

- (i) The colours of the Club shall be navy blue and white.
- (ii) The distinguishing signal of the Club shall be a triangle flag with a navy blue Saint George's cross on a white ground, and with the letters KYC thereon in gold, its hoist to be two-thirds of its fly.
- (iii) The Commodore's flag shall be a swallow tail, white with navy blue cross as above. The Vice-Commodore's flag shall be the same as the Commodore's flag, except that it shall have one navy blue ball in the upper canton of the hoist. The Rear-Commodore's flag shall be the same as the Vice-Commodore's flag except that it shall also have one navy blue ball in the lower canton of the hoist. The Past-Commodore's flag, which may be displayed by all Past Commodores, shall be the same as the Commodore's flag except that it shall have one gold ball in the upper canton of the hoist.

Compare current article at left with proposed **Article No. 6: Guests of Members**, above.

ARTICLE NO. 17: FISCAL YEAR

The fiscal year of the Club shall commence on the first day of October in each year and terminate on the thirtieth day of the following September.

ARTICLE NO. 18: AUDITOR

- (i) The Auditor of the Club shall be elected by the members at the Annual General Meeting and shall hold office until the next Annual General Meeting or until a successor is appointed, unless the Auditor is previously removed by resolution passed by at least two-thirds of the votes at a General Meeting of the members called for that purpose. The remuneration of the Auditor shall be fixed by the Directors.
- (ii) The Auditor shall examine all of the financial documents and affairs of the Club, and, at the Annual General Meeting, shall make such report thereon as is required by an applicable By-Law or as requested by the Directors. In addition, the Auditor shall prepare such accounts as the Directors are required by law to place before the Annual General Meeting, and shall perform such other tasks as are required by the Directors.

ARTICLE NO. 19: KYC COLOURS, SIGNAL, FLAGS AND DEVICE

- (i) The colours of the Club shall be navy blue and white.
- (ii) The distinguishing Signal of the Club shall be a triangle flag with a cross of navy blue on a white ground in the manner of a Saint George's Cross and with *sans serif* letters "KYC" thereon in gold; its hoist to be two-thirds of its fly and the cross to be 1/5th of the height of the flag wide.
- (iii) The Flags of the Officers of the Club and of the Past Commodore shall be as follows:
 - a. The Commodore's Flag shall be a swallow tail pennant, white with navy blue cross as defined for the Club Signal.
 - b. The Vice-Commodore's Flag shall be the same as the Commodore's flag, except that it shall have one navy blue ball in the upper canton of the hoist.

(iv) The Club "device", as used for cap badges and other suitable items of wearing apparel, shall consist of a fouled anchor surmounted by the letters KYC, the whole encircled by two blended branches of maple leaves.

- c. The Rear-Commodore's Flag shall be the same as the Vice-Commodore's Flag except that it shall also have one navy blue ball in the lower canton of the hoist.
- d. The Past-Commodore's Flag shall be the same as the Commodore's Flag except that it shall have one gold ball in the upper canton of the hoist. The Past-Commodore's Flag may be displayed by all Past Commodores.

(iv) The Club "Device" shall consist of a fouled anchor surmounted by the letters KYC, the whole encircled by two blended branches of maple leaves

(v) All Club symbols, including the KYC Device (the KYC emblem), the KYC Signal (the KYC burgee) and the Commodores' Flags (the Flags' pennants), and intended depictions thereof, shall be the property of the Kingston Yacht Club. All rights to their use are reserved.

(vi) The use and display of all Club symbols shall be for the benefit of the Kingston Yacht Club and its Members, in accordance with Club policy and only with the permission of the Board of Directors.

ARTICLE NO. 27. DISTRIBUTION OF PROPERTY UPON DISSOLUTION

Upon the dissolution of the Club, the whole of its remaining property shall be distributed equally among the voting members.

Compare current article at left with proposed **Articles No.22: Dissolution of the Kingston Yacht Club & No.23: Sale of Major Assets of the Kingston Yacht Club**, below.

ARTICLE NO. 28. SEAL

The Seal, an impression of which is stamped in the margin hereof, shall be the common seal of the Club.

ARTICLE NO. 20: THE KYC SEAL

The Club "Seal", a facsimile impression of which is presented in the margin hereof, shall be the common seal of the Club.

ARTICLE NO. 29. FISCAL YEAR

The fiscal year of the Club shall commence on the first day of October in each year and terminate on the thirtieth day of the following September.

Compare current article at left with proposed **Article No.17: Fiscal Year**, above.

ARTICLE NO. 30. INTERPRETATION

In these by-laws, the singular shall include the plural and the plural the singular, and the word "person" shall include firms and corporations.

ARTICLE NO. 21: INTERPRETATION

(i) In these By-Laws, the singular shall include the plural and the plural the singular, and the word "person" shall include firms and corporations.

(ii) In these By-Laws, the term "dependant" shall mean any adult or child for whom the Member is responsible; such as a family member, other than a partner or spouse, who is wholly or partly dependant upon the Member for care, support and attention for the ordinary necessities of life. *[Note: There is no requirement for co-habitation.]*

(iii) In these By-Laws, the term "member in good standing" shall mean that the member:

a. Will be current in his or her accounts with no debt outstanding more than thirty-five (35) days after the date of first billing; or,

b. Will have entered into a credit agreement with the Club whereby his or her accounts are reconciled on a monthly basis.

ARTICLE NO. 22: DISSOLUTION OF THE KINGSTON YACHT CLUB

- (i) If, in the fullness of time, it is the clear decision of the members that the affairs of the Kingston Yacht Club are to be concluded, the means by which this is accomplished must be in keeping with the Letters Patent; to wit:
 - o “The Corporation shall be a Corporation without share capital”;
 - o “The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in promoting its objects”.
- (ii) Notwithstanding the article entitled: “Procedure at General Meetings”, herein, no *decision to dissolve the Kingston Yacht Club* shall be effective until it is confirmed by a majority of at least three-quarters of all voting members in good standing at a General Meeting of the members.
[Note: Remembering that KYC does not recognize proxy votes under any conditions: Article 16(ii) – Procedure at General Meetings, this calls for such a momentous decision as to dissolve the Club to be agreed-to by least 75% of members in good standing not merely those ‘in good standing and personally present’.]
- (iii) Upon dissolution of the Kingston Yacht Club, all Club capital assets shall be placed in the hands of the Club’s solicitors who will be charged with the liquidation and / or the distribution of these assets, as necessary.
- (iv) Proceeds resulting from such dissolution and liquidation shall first be applied to eliminate any indebtedness in accordance with the laws of the land.
- (v) The whole of any proceeds residual from the dissolution of its capital and the repayment of its debt shall be distributed among those not-for-profit organizations within the City of Kingston which broadly subscribe to the objectives of the Kingston Yacht Club as articulated in the Letters Patent: “to encourage the building and sailing of yachts, skiffs and canoes, motor boating, rowing, canoeing and all aquatic and other sports among amateurs”.

ARTICLE NO.23: THE SALE OF MAJOR ASSETS OF THE KINGSTON YACHT CLUB

- (i) If it is the clear decision of the members that that any of its major assets (such as, but not limited to: KYC Clubhouse, etc.) are to be sold or their use to be otherwise transformed, the means by which this is accomplished must be in keeping with the Letters Patent; to wit:
 - o “The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in promoting its objects”.
- (ii) Notwithstanding the article entitled: “Procedure at General Meetings”, herein, no decision to sell or otherwise redeploy any of its major real estate holdings shall be effective until it is confirmed by a majority of at least three-quarters of all voting members in good standing at a General Meeting of the Members.
- (iii) Unless undertaken as part of the dissolution of the Club, proceeds resulting from any such a sale or redeployment shall be used solely to promote the continued viability of the Kingston Yacht Club and its objectives.”

ARTICLE NO. 31. REPEAL OF FORMER BY-LAWS

All by-laws heretofore enacted and still in force are hereby repealed except that the schedule of fees shall continue to have full force and effect. Current holders of wet moorings and boathouses shall not lose their rights to such moorings and boathouses upon the enactment of these by-laws.

Compare current article at left with proposed **Article No.25: Repeal of Former by-Laws**, below.

ARTICLE NO. 32. AMENDMENT OF BY-LAWS

- (i) The Board of Directors may vary or rescind any section of these by-laws, or enact new by-laws, but any such change, unless in the meantime confirmed at a Special Annual Meeting, shall be effective only until the next Annual General Meeting, to which it shall be submitted for confirmation of the members. The members may confirm, reject, amend or otherwise deal with such a change and it shall thereafter have effect only if and as finally approved by the members; but no act done or right acquired prior to the members' rejection, amendment or other dealing is prejudicially affected thereby.
- (ii) Notwithstanding the foregoing, no amendment of the provisions of clause (i) of Article No. 3., or to clause (iv) of Article No. 10., shall be effective until confirmed by a general meeting of its members.

ARTICLE NO. 33. RULES OF ORDER

- (i) The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Kingston Yacht Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any Special Rules of Order the Kingston Yacht Club may adopt.

Compare proposed article at right with current **Article No.31: Repeal of Former by-Laws**, above.

ENACTED this 29th of November 2007

WITNESS the Corporate Seal of the Club

ARTICLE NO. 23. AMENDMENT OF BY-LAWS

- (i) The Board of Directors may vary or rescind any section of these By-Laws, or enact new By-Laws, **in accordance with the article entitled: 'Power of the Board of Directors', herein**, but any such change, unless in the meantime confirmed at a Special General Meeting, shall be effective only until the next Annual General Meeting, to which it shall be submitted for confirmation of the members. The members may confirm, reject, amend or otherwise deal with such a change and it shall thereafter have effect only if and as finally approved by the members; but no act done or right acquired prior to the members' rejection, amendment or other dealing is prejudicially affected thereby.
- (ii) **Notwithstanding the foregoing, no amendment to limit, rescind or otherwise infringe upon a member's right to vote as described in the articles entitled: "Membership" and "Procedure at General Meetings", herein, shall be effective until confirmed by a simple majority of the members in good standing and personally present at a General Meeting of the members which shall comprise a simple majority of all voting members.**
- (iii) Notwithstanding the foregoing, no amendment to limit, rescind or otherwise alter the provisions in the articles entitled "Membership Mooring and Yard Fees" and "Power of the Board of Directors", herein, shall be effective until confirmed **by a simple majority of a** General Meeting of the members.
- (iv) **Notwithstanding the foregoing, no amendment to limit, rescind or otherwise alter the articles entitled: "Dissolution of the Kingston Yacht Club" or "The Sale of Major Assets of the Kingston Yacht Club", herein, shall be effective until it is confirmed by a majority of at least three-quarters of the members in good standing and personally present at a General Meeting of the members which shall comprise a simple majority of all voting members.**
[See also note in Article No.22(ii)]
- (v) **No motion to rescinded or amended this article ("Amendment to the By-Laws"), all or in part, shall be effective until it is confirmed by a majority of three-quarters of members in good standing and personally present at a General Meeting of the members which shall comprise a simple majority of all voting members.**

ARTICLE NO. 24. RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Kingston Yacht Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any Special Rules of Order **that** the Kingston Yacht Club may adopt.

ARTICLE NO. 25. REPEAL OF FORMER BY-LAWS

All By-Laws heretofore enacted and still in force are hereby repealed except that the schedule of fees shall continue to have full force and effect. Current holders of wet **and dry** moorings and **boatsheds** shall not lose their rights to such moorings and **boatsheds** upon the enactment of these By-Laws.

ENACTED this _____

WITNESS the Corporate Seal of the Club

Appendix 2.1: KYC By-Laws (2007 Edition) – Rights and Privileges of Membership, by Class and Category

Membership Class:	Full			Senior & Associate														
	Single	Family	Life	Senior	Associate	Introductory	Crew	Social	Intermediate	Junior	Non-Resident	Temporary	*Nominee	Non-Active (Grandfathered)	Honourary	Corporate	Associate Corporate	Corporate Member Nominee
Membership Category																		
Rights & Privileges [✓]																		
Right to one (1) vote at General Meetings	✓	✓	✓															✓
Right to Stand for Office	✓	✓	✓															✓
Right to nominate Candidates for Office	✓	✓	✓															
Right to nominate a Nominee & affiliated Members, w/No Fee		✓	✓															
Right to nominate a *Nominee Member, w/Additional Fee				✓	✓			✓			✓					✓	✓	
10 Membership Points /an	✓	✓	✓															
5 Membership Points /an				✓	✓	✓	✓		✓	✓								
Exempt from Membership Fees			✓												✓			
Wet Mooring	✓	✓	✓															
Boatshed	✓	✓	✓															
Winter Storage	✓	✓	✓															
Community Club Program	✓	✓	✓															
Dry Mooring	✓	✓	✓	✓	✓	✓	✓		✓	✓								
Clubhouse & Property				✓	✓	✓	✓	✓	✓	✓	✓			✓	✓	✓	✓	✓
Racing	✓	✓	✓	✓	✓	✓	✓		✓	✓		✓				✓	✓	✓
Credit Privileges	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓			✓	✓	✓	✓	✓
Learn-to-Sail Programs	✓	✓	✓	✓	✓	✓	✓	✓	✓									
Membership in the CYA	✓	✓	✓	✓	✓	✓	✓		✓	✓								

Changes as of 2007 AGM :	Added	✓
	Removed	✓

Appendix 2.2 KYC By-Laws - Proposed Rights and Privileges of Membership, by Class and Category

Membership Class :	Full				Senior & Associate										
	Single	Family: Member & Nominee	Life: Member (& Nominee)	Corporate	Senior	Associate (& Nominee)	Junior	Non-Resident	Honourary	Non-Active (Grandfathered)	Temporary	Associate Nominee	Corporate	Associate-Corporate	Corporate Member Nominee
Membership Category															
Rights & Privileges [✓]															
Right to one (1) vote at General Meetings	✓	✓✓	✓(✓)	✓✓									✗		
Right to Stand for Office	✓	✓✓	✓(✓)	✓✓											
Right to nominate Candidates for Office	✓	✓✓	✓(✓)	✓✓											
Right to nominate Candidates for Membership	✓	✓✓	✓(✓)	✓✓									✗		
Right to nominate dependents as affiliated Members, w/No Fee	✓	✓	✓												
Right to nominate a Nominee Member, w/No Fee		✓	✓												
Right to nominate a Nominee Member, w/Additional Fee					✗	✓		✓	✓	✗	✓				
10 Membership Points /an	✓	✓	✓												
5 Membership Points /an					✗	✓	✓	✓	✓		✓				
Exempt from Membership Fees			✓						✓						
Wet Mooring	✓	✓	✓												
Boatshed	✓	✓	✓												
Winter Storage	✓	✓	✓												
Community Club	✓	✓	✓												
Dry Mooring	✓	✓	✓		✗	✓	✓	✓	✓	✗	✓		✗	✗	✗
Clubhouse & Property	✓	✓	✓	✓	✗	✓	✓	✓	✓		✓		✗	✗	✗
Racing	✓	✓	✓	✓	✗	✓	✓	✓	✓	✗	✓		✗	✗	✗
Credit Privileges	✓	✓	✓	✓	✗	✓	✓	✓	✓		✓				
Learn-to-Sail Programs	✓	✓	✓	✓	✗	✓	✓	✓	✓		✓				
Member of Long-standing : 'Senior'	✓	✓	✓	✓		✓		✓	✓						
Membership in the CYA	✓	✓	✓		✗	✓	✓	✓	✓		✓				

Proposed Changes for 2009	Add	✓
	Remove	✗