

BY-LAWS OF THE PETPESWICK YACHT CLUB

DEFINITIONS:

1. In these by-laws, unless the context otherwise requires, expressions defined in the Societies Act, being Chapter 268 of the Revised Statutes of Nova Scotia, 1954, as amended, shall have the meanings therein defined.
2. In these by-laws:
 - (a) "Ballot" means a vote, either secret or public.
 - (b) "The Club" means the Petpeswick Yacht Club.
 - (c) "Flag Officer" means a member of the Club holding a rank of Commodore, Vice Commodore, or Rear-Commodore.
 - (d) "Yacht" means a power yacht or a sailing yacht:
 - i. "Power Yacht" means a yacht whose normal means of propulsion is power.
 - i. "Sailing Yacht" means a yacht whose normal means of propulsion is sail.
 - (e) "Special resolution" means a resolution passed by not less than three quarters (75%) of such members entitled to vote as are present in person or by proxy at a special or general meeting, of which, notice of the meeting specifying the intention to propose the special resolution has been duly given.

NAME:

3. This association shall be known as the Petpeswick Yacht Club.

OBJECTIVES:

4. The objectives of the Club shall be:
 - (a) To promote yachting and water sports and recreational activities in the Province of Nova Scotia.
 - (b) To encourage its members to become proficient in navigation, in the personal management, control and handling of their yachts and watercraft, and in all other matters pertaining to seamanship.

(c) To provide for the instruction of children and adults of the Province of Nova Scotia in matters pertaining to the art of seamanship and other water-based activities.

(d) To provide a boat docking, mooring and storage facility.

(e) To provide a venue for local community events and facility rentals.

FLAGS:

5. The ensign of the Club shall be the Flag of Nova Scotia
6. The burgee shall be an orange triangle divided by a blue stripe with a black letter "P" set in a white circle located centrally on the foreground.

MEMBERS AND THEIR ELECTIONS:

7. The members of the club, "members in good standing", shall be those persons who have paid dues and other annual fees within the periods prescribed by the Management Team, submitted a membership application, and have agreed to abide by (and do abide by) any rules and regulations outlined within these bylaws and by the club. A member remains in good standing until such time as they have been notified of the expiry of their membership for the valid reasons set out in these bylaws, until they notify the club of their resignation, or until they have been expelled.

SINGLE MEMBERS:

8. This membership category applies to persons **at** the age of nineteen years or older who wish to become SINGLE members and where the member is the ONLY person who will use and enjoy the Club's boating, social, and Learn-to-Sail programs, and other facilities at the Petpeswick Yacht Club. This membership allows one vote at the Annual General Meeting and the member is permitted to stand for management team positions.

FAMILY MEMBERS:

9. This membership category applies to persons **at** the age of nineteen years or older who wish to become FAMILY members and applies to households where, in addition to the main member, their spouse, partner, and /or related children (up to the age of 22 years), will, from time to time, use and enjoy our boating, social, and Learn-to-Sail programs, and other facilities at the Petpeswick Yacht Club.

- (a) The family members outside of the main member and spouse or partner shall be considered Co-Members who may enjoy the privileges of membership excluding proprietary rights, the right to vote at the Annual General Meeting, and the right stand for management positions. The names and ages of the Co-members will be documented on the Membership Application form.
- (b) This membership, while in good standing, allows one vote at the Annual General Meeting and the main member and the spouse or partner are permitted to stand for management team positions. The remaining family members shall be considered Co-Members who will share and enjoy the privileges of membership excluding the rights to vote at the AGM or stand for management positions.

STUDENT MEMBERS:

10. Any single person, who is at the ages of nineteen to twenty-five (19-25) years inclusive and who is attending an educational institution on a full-time or part-time basis, shall be eligible to join the Club as a STUDENT member. The STUDENT membership fee will be at a discount to the SINGLE membership rate, as determined by the Management Team, and all rights, privileges and regulations pertaining to a SINGLE membership will apply, EXCEPT that a STUDENT member shall NOT have proprietary rights that provide an equity interest in the property of the Club, does NOT have a vote at the Annual General Meeting and may NOT stand for management team positions.

RESIGNATION OF MEMBERS:

11. A member may resign at any time by way of a written notice to the Commodore or Secretary. The written notice shall result in the immediate loss of Club rights and privileges including proprietary rights to the property of the Club. The resigning member will be invoiced for any outstanding dues or fees such as outstanding membership dues, docking fees, mooring fees, or storage fees.

DISCIPLINE AND EXPULSION OF MEMBERS:

12. (1) If it comes to the attention of the Committee of Management through a formal complaint that any member or co-member has willfully
- (a) infringed any section of the by-laws of the Club, or
 - (b) has been guilty of conduct which is deemed to be, or has potential to be, injurious to the reputation or welfare of the Club,

that member or co-member may be expelled by the Committee of Management or suspended from the privileges of the Club for such period as the Committee of Management determines at a meeting of the Committee of Management for which no less than one week's notice has been given to every member of the Committee of Management stating the object of the meeting.

12.(2) One week's notice in writing shall also be given to the accused person advising him/her of the complaint against them and requiring the member or co-member to appear at the meeting to show sufficient cause why he/she should not be expelled or suspended.

12.(3) At the meeting, the Committee of Management shall consider the complaint and if the accused member or co-member is present, this person shall be heard by the Committee of Management before it determines the matter.

12.(4) A member or co-member may only be expelled or suspended after a vote by ballot has produced at least a two-thirds majority of the members of the Committee of Management present at the meeting.

12.(5) The Secretary shall at once notify in writing by postal mail or email, any member so expelled or suspended of the expulsion or suspension.

12.(6) No Ex-Commodore shall be present at a meeting or a portion of a meeting of the Committee of Management involving disciplinary action against any member.

12.(7) Notwithstanding any other provision in these bylaws, the Chairperson of the Committee of Management shall vote on any ballot taken pursuant to the provision of this Section.

13.(1) Any member or co-member expelled or suspended under the provisions of Section 14 may within one month after receiving notice of his/her expulsion or suspension, appeal to a committee of five members comprising of four retired Flag Officers, one of whom should be a retired Commodore, and all of whom are currently members in good standing who have most recently held those offices plus a voting member, preferably a practicing barrister, nominated by the appealing member. If there are less than four retired Flag Officers on such an appeal committee, or if the appealing member or co-member fails to nominate a voting member, the vacancies shall be filled by additional voting members, nominated by the Committee of Management. The member of the appeal committee who has held the senior office the most recently, shall act as chairperson.

13.(2) The Commodore shall convene such appeal committee within seven days after receiving such notice of appeal. The appeal committee shall schedule a hearing for some time not later than seven days after the day it was so convened and shall give at least three clear days' notice in writing to the appealing member or

co-member of the time and place of such hearing.

- 13.(3) The decision of the appeal committee shall be determined by the majority vote of its members and shall be final.
14. Any member or co-member so expelled shall forfeit any proprietary right in the property of the Club.
15. Any such suspension or expulsion shall not relieve the member or co-member suspended from the payment of dues or other debt due from the member to the Club.

MEMBERSHIP DUES:

16. Annual Membership dues shall be fixed from time to time by majority vote at the Annual Meeting of the Club.
17. Any member whose dues for the current year are not paid by the 31st day of May of that year shall be considered in arrears. Such members shall then be notified to the effect that unless the member's dues are paid within two weeks of his/her receipt of the notice, the Committee of Management shall strike the member's name from the membership role.

MEETINGS:

18. The Annual General Meeting (AGM) of the Yacht Club shall be held each year after October 31st and before December 31st. The financial statements of the preceding year, which shall end on October 31st, shall be submitted, and the Committee of Management for the next year shall be elected and installed.
19. A special meeting may be called by the Commodore whenever he/she thinks it necessary or when the Commodore is required to do so in writing signed by at least one-third of the voting members, stating the purpose of such a meeting. If the Commodore fails to call a meeting, one-third may themselves call a meeting by notice signed by the requestors.
20. One week's notice in writing of any meeting shall be given by postal mail or electronically (email) to each member.
21. The notice calling any meeting shall state the business to be done at this meeting, and at a special meeting, no business shall be taken up which has not been specified in the notice.
22. Twenty-five percent of the voting membership in good standing, either represented in person or by written proxy, shall constitute a quorum.

23. Any voting member in person present at a meeting is entitled to one vote.
24. When a motion has been defeated twice in any twelve-month period, no further motion to the same effect may be introduced for twelve months from the date when the motion was last defeated.
25. (1) Unless a majority of the members consent to a different order of business for that meeting, at each meeting the Club shall conduct its business in the following order:
- (a) Consideration and approval of minutes.
 - (b) Reconsideration of motions for which due notice has been given.
 - (c) Business arising from the minutes.
 - (d) Reading and consideration of correspondence, petitions, and memorials.
 - (e) Reading of reports of committees and officers.
 - (f) Consideration of motions or resolutions of which notice has been given to the membership at least two weeks in advance.
 - (g) Notices of motions.
 - (h) Unfinished business.
 - (i) Miscellaneous new business.
 - (j) Elections.
25. (2) Withstanding the provision of Sub-section (1) and except when any question is actually under discussion, the Chairperson may take up any item of business out of its usual order or bring before the Club any matter that the Chairperson may have in charge or otherwise alter the order of business.
26. The rules of conduct at all meetings of the Club shall be in accordance with Robert's Rules of Order and the rules attached to these by-laws as Appendix "A".
27. Notice of nominations proposed by the Nominating Committee shall be sent to each member of the Club with the notice calling the Annual General Meeting. The notices shall be mailed or delivered at least two weeks in advance of the meeting date.
28. A candidate who is to be elected shall secure a majority of the votes cast and where two or more ballots are necessary, the name of the candidate receiving the lowest number of votes shall be dropped at each succeeding ballot.
29. A vacancy occurring in the Committee of Management during the year may be filled by appointment by the remaining members of the Committee.
30. If any member of the Committee of Management, or of any sub-committee thereof, other than a Flag Officer, is absent from any three successive meetings of the Committee without tendering to the Committee of Management an excuse deemed satisfactory by the Committee of Management and so recorded, that member shall thereupon cease to be member of such Committee or sub-committee and shall be notified to this effect by the Secretary.

31. The Club may, by special resolution, remove any member of the Committee of Management before the expiration of the period of office and appoint another person in his/her place. The person so appointed shall hold office during such time only as the officer in whose place he/she is appointed would have held office if he/she had not been removed.

OFFICERS AND THEIR DUTIES:

32. The officers of the Club shall consist of a Commodore, Vice-Commodore, Rear-Commodore, Learn to Sail Director, Treasurer, and Secretary.

COMMODORE:

33. It shall be the duty of the Commodore to take command of the Club, preside at all meetings, to enforce the by-laws and regulations, and generally to carry on the work of the Club and promote its interest.

VICE-COMMODORE:

34. It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his/her duties, and in the Commodore's absence, to act in the position of Commodore. The Vice-Commodore shall be responsible for all aspects of the Club's buildings and grounds, including but not limited to maintenance, repair, and insurance.

REAR-COMMODORE:

35. It shall be the duty of the Rear-Commodore to assist the Commodore and Vice-Commodore, and in their absence, to act in their stead. The Rear-Commodore shall be responsible for all aspects of boating including but not limited to wharf maintenance and storage, rental of wharf space, moorings, and land storage of boats.

Learn To Sail (LTS) DIRECTOR:

36. It shall be the duty of the Learn To Sail Director to be responsible for all aspects of the Learn To Sail program. The LTS Director will interface with Sail Nova Scotia and operate the Learn To Sail program as per Sail Canada's CANSail standards. The LTS Director will lead and provide direction to the LTS Committee.

TREASURER:

37. It shall be the duty of the Treasurer to receive all monies from the Secretary and deposit them in a bank approved by the Committee of Management. The Treasurer shall pay all bills contracted by the Club and passed by the Committee of Management, keeping a correct account of the same, and furnish at every

Management meeting, a statement of the finances of the Club to the Committee of Management. The Treasurer shall be liable to account for the funds of the Club whenever so required by the Committee of Management.

SECRETARY:

38. It shall be the duty of the Secretary to keep a correct role of management team members with dates of election. The Secretary shall notify each member elected of his/her election, collect all dues and assessments, and hand same to the Treasurer, notify members of meetings of the Club and of the Committee of Management, and keep minutes of such meetings, conduct all correspondence, take charge of the books, records, and papers and generally discharge such other duties as are assigned to the Secretary by the Committee of Management.

AUDITORS:

39. The accounts and expenditures of the Club shall be subject to review engagement by an independent accountant at a frequency not longer than 5 years prior to an Annual Meeting by a person, or persons, appointed by the Management Committee.

BOOKS AND RECORDS

40. The books and records of the Club shall be kept at the registered office of the Club or such other place as the Committee of Management may recommend and may be inspected by any member of the Club upon 10 calendar days' notice to the Commodore.

COMMITTEE of Management

41. The Committee of Management shall consist of the three Flag Officers, the Treasurer, the Secretary, a Learn To Sail Director, the Social Committee Chair, and at least three Members-at-Large. Of these members of the Committee, it is preferable to have at least five members who are boat owners and have a berth or mooring at PYC. The immediate Past Commodore shall be an ex-officio member of the Committee, but he/she shall not be entitled to vote.

42. Non-Committee members, who are required to report on specific projects etc. at a meeting of the Committee of Management, will be expected to leave the meeting after their report has been presented, and associated questions answered to the satisfaction of the management committee.

43. On an annual basis the Committee of Management will appoint no less than three club members in good standing to a Learn to Sail Committee, for the purposes of supporting and advising the Learn to Sail Director with the chair of said committee

hereby being known as Learn to Sail Director with an executive vote for the Club committee.

44. The Committee of Management shall constitute the Board of Directors of the Club and shall be responsible for the general management and supervision of the affairs of the Club and each member of the Committee of Management shall be a Director of the Club. Members of the Committee of Management shall not receive any remuneration unless remuneration has been approved by the membership at an Annual Meeting.
45. The Committee of Management shall meet as often as is required for the dispatch of business. Five members, including at least one Flag Officer, shall constitute a quorum.
46. The Committee of Management may from time to time appoint sub-committees and delegate to them such of its duties as it deems proper, provided that no sub-committee will have power to expend any money without the authority of the Committee of Management. Only the Chairperson of any sub-committee need be a member of the Committee of Management.

RACE COMMITTEE:

47. When the Committee of Management deems it necessary, there shall be a sub-committee of the Committee of Management composed of five or more members who shall elect its own chairman and secretary from among its members. They shall be appointed as in case of other sub-committees, and shall be known and designated as the Race Committee, and shall be responsible for the conduct and management of the races of the Club. Three members of the sub-committee shall constitute a quorum.
48. The Race Committee shall appoint courses, time limit and officers of the day for each race and shall have the power to alter, or postpone any race, prize or course where is deemed necessary in the interests of the Club to do so.
49. In the event of any cup or prize not being awarded for any cause, the Race Committee may decide when such cup or prize shall be competed for, and if advisable, change the course thereof, or decide whether such cup or prize shall revert to the Club.
50. The Race Committee shall, on the request of yacht owners (members of the Club) sailing private races, arrange to have races started and timed, the expense being borne by the Club, and the results of the race recorded in the Club books.
51. All races and all yachts sailing therein, shall be under the direction of the Race Committee, and all entries shall be subject to its approval. All matters connected with races shall be subject to its approval and control, and any doubt, question, or

dispute which arises shall be subject to its decision. Such a decision shall be based upon the sailing rules and regulations adopted by the Club. So far as the same are applicable; but as no rules are capable of meeting every incident and accident of sailing, the Race Committee shall keep in view the ordinary customs of the sea, and discourage any attempt to win a race by other means than fair sailing and superior speed and skills. A decision of the Race Committee shall be final unless it thinks fit, on the application of any person interested or otherwise, to refer any question to the decision of the Canadian Yachting Association. No member of the Race Committee shall take part in the discussion or decision of any disputed question in which he/she is interested.

52. The Race Committee shall submit a report of all races to the Committee of Management and shall suggest an appropriate time and place for the awarding of prizes and trophies.
53. No act or proceeding of the Race Committee within the scope of its duties, as herein defined, shall require the approval of the Committee of Management; but nothing in this Section shall be construed to deprive the Committee of Management of its power to remove the Race Committee and to appoint another committee, or itself to perform the duties so delegated if the Race Committee fails to perform the same.

SAILING RULES AND REGULATIONS:

54. The sailing rules and regulations of the Club shall be those of Sail Canada unless or until altered by special resolution of the Club.

FINANCIAL YEAR:

55. The financial year of the Club shall end on the 31st day of October, and all accounts of the Club shall be closed on that date.

SEAL:

56. The Committee of Management shall have the custody of the Seal of the Club. It shall not be affixed to any instrument except by the authority of the Committee of Management and in the presence of at least one member of that Committee and the Secretary, or such person as the Committee of Management shall appoint for that purpose; and one committee member and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Club is so affixed in their presence.

CHEQUES and ELECTRONIC PAYMENTS

57. All cheques and electronic payments drawn on the Club's account shall be approved by at least two persons authorized to sign by resolution of the Committee of Management, and the joint approval documented by email trail or paper documentation. Exemptions to this requirement will be granted to the Treasurer for regularly recurring bills and for expenditures below a dollar threshold, which threshold will be established by the Committee of Management on an annual basis.

BORROWING POWERS

58.(1) The Committee of Management on behalf of the Club may from time to time:

- (a) raise or borrow money for the purposes of the Club;
- (b) secure the repayment of monies so raised or borrowed in such manner and on such terms and conditions in all respects as it sees fit, and in particular by execution and delivery of mortgages of the Club's real or personal property, or by the issue of bonds, debentures, stock of the Club, unsecured or secured by mortgage or otherwise or charged upon all or any part of the property of the Club, both present and future;
- (c) Sign or endorse bills, notes, acceptance cheques, contracts and other evidence or securities for money borrowed or to be borrowed for the purposes aforesaid;
- (d) Pledge debentures as securities for loans.

58.(2) No power set out in sub-section 60(1) shall be exercised until the particular case for which the power is to be invoked has been sanctioned by a special resolution passed by a majority of three-quarters of the members entitled to vote as are present in person or by Proxy at a special or general meeting for which notice specifying the intention to propose the resolution has been duly given.

AMENDMENTS:

59. These by-laws and the memorandum or any portion of them or it, may be amended or repealed only by special resolution at an Annual Meeting to which due notice has been given to the voting members.

MARINA MANAGEMENT

60. The management of the wharves, anchors and moorings etc. falls within the envelope of the Rear Commodore to manage.

61. Slip and mooring designations will be based on the safety of personnel, the facility and vessels.
62. Slips and moorings will be guaranteed provided payment or partial payment is received in the period of time requested.
63. Persons that 'give up' their slip during any given year, will go back on the waiting list should they decide that they want to get back in.
64. Boaters are required to volunteer a portion of their time to Marina activity when called upon to do so. This includes putting the wharves in and taking them out, preventive maintenance, emergency repairs, storm mitigation, new construction, etc. Management reserves the right to impose a per diem on those who are unable to volunteer.
65. Pets will be kept on a leash or confined aboard the owners' vessel whilst berthed at the marina.
66. PYC members and authorized guests only are permitted on the wharves. Members are responsible for guests.
67. All boaters and guests are expected to behave in an orderly fashion and abide by Halifax Regional Municipality Noise By-Laws.
68. Boaters are expected to abide by the Canadian Small Vessel Regulations.
69. All vessels must have Liability Insurance as a minimum, and proof of insurance provided annually at time of application and upon renewal. This also applies to vessels stored on site at PYC. Where a member is unable to obtain the required boat insurance, the Committee of Management may, at its discretion, grant a limited time waiver while repairs are made and insurance is arranged.

APPENDIX "A"

RULES OF CONDUCT AT MEETINGS

In general, meetings will be conducted in accordance with Robert's Rules of Order and in addition, the following rules will be followed:

1. The chairperson shall preserve order and endeavour to bring all business to a speedy and proper result.
2. The Chairperson shall state every motion properly presented to the meeting and before putting it to a vote shall ask, "Is the meeting ready for the Question?" If no member offers to speak, he/she shall put the question after which no member shall be permitted to speak upon it.
3. The decision of the Chairperson on points of order shall not be debatable unless the Chairperson entertains doubt upon the subject and invited discussion. He/she shall decide questions of order subject to an appeal to the meeting by any member. When

the questions of order subject to an appeal to the meeting by any member. When the chairperson permits discussion on a point of order, no member shall speak more than once.

4. When an appeal is made from the decision of the Chairperson on a point of order, the Chairperson shall forthwith put the question, "Shall the decision of the Chair be sustained?"
5. The Chairperson shall, and any member may, call to order any member who violates any rule of order.
6. No member shall speak more than twice on any motion except to explain a misconception of his/her remarks, but the mover of a substantive motion shall have the right to speak a second time to reply and sum up in closing the debate.
7. No member shall speak more than ten minutes upon any matter at one time, without the leave of the meeting.'
8. No member shall stand, speak or whisper so as to interrupt any member who is speaking in the meeting, unless it be to speak to order or to ask the Chairperson for leave to explain.
9. When a member wishes to explain a misunderstanding, he/she shall ask leave of the Chair, without further comment, and if permitted, shall explain an actual misunderstanding of language.
10. When a member speaks to order, the question of order shall be decided before the matter under discussion is proceeded with.
11. When a member wishes to speak on a matter, he/she shall address any remarks to the Chair and he/she shall confine himself/herself to the matter in question.
12. If more than one member indicates a desire to speak at one time, the Chairperson shall determine who indicated the desire first, and that member shall be permitted to speak first.
13. The Chairperson may censure any member who:
 - a) while speaking impeaches the motives of another member
 - b) while speaking treats another member with personal disrespect.
 - c) uses unbecoming language.
 - d) willfully violates any rule of order.
14. If any member considers that he/she has been personally aggrieved by a rebuke of the Chairperson, he/she may appeal from such rebuke of censure to the meeting.
15. When a division on any question is demanded, the Chairperson shall call for the yeas and nays, i.e., the members voting in the affirmative shall rise and be counted and then sit down, and the Chairperson shall then declare the results.
16. Unless he/she is personally interested in the result or is excused from voting by the Chairperson, each member present when a motion is put forth shall vote on that motion.
17. A majority vote shall determine all questions arising in the meeting and the Chairperson shall cast the deciding vote in the case of a tie.
18. Resolutions and amendments thereto are substantive motions, and all other motions are procedural.
19. All substantive motions shall be moved, seconded, and recorded, repeated by the Chairperson before being debated and are open for debate after being so repeated.