General Bylaws

Île Perrot Yacht Club

Approved at the June 21, 2023 Special Meeting of the members
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1 The Club

1.1 History

On April 20, 1966, a group of sailing enthusiasts, who had been working out of the Grove Hotel Yacht Club before the property was sold to the City of Beaconsfield, founded Le Club Nautique de l'Île Perrot Inc. a non-profit corporation.

The Club Nautique de l'Île Perrot inc. was founded for the purpose of operating a yacht club and promoting the activity of sailing. It began its activities by renting, from the Club de voile de l'Île Perrot, the property located at 1248 boulevard Perrot, in the parish of Notre-Dame-de-l'Île-Perrot. On June 6, 1977, the Club Nautique de l'Île Perrot inc. purchased and became the owner of the building at 1248 Perrot Boulevard, which it still operates and uses today.

The Club Nautique de l'Île Perrot inc. is a self-sufficient organization administered by and for the members, with the participation of members in all activities. These activities include maintenance and development work which, by decision of the Board of Directors, are to be carried out by the members. Members who join the Club must abide by the spirit in which the Club was founded and in which it has been operated in the past.

1.2 Name and location of head office

The name corporation as registered with the Registraire des entreprises du Québec is the “Le Club Nautique de Île Perrot Inc.” and may sometimes be referred to as “Île Perrot Yacht Club”. Its head office and place of business are located at 1248 boul. Perrot, Notre-Dame-de-l'Île-Perrot, Québec, Canada.

2 Definitions and objects of the corporation

In this by-law, unless the context indicates otherwise, the following terms mean:

- “Club" means the Club Nautique Île Perrot or the Île Perrot Yacht Club.
- “Board" or "BOD" means the Board of Directors of the Club.
- “Member in good standing" means a member who has met all obligations including the payment of all dues and monies owing to the Club when due, participation in the work and compliance with the rules of the Club as determined by the Board of Directors.
- “Maintenance work" means the maintenance, repair, installation, renovation and replacement of the Club's real and personal property.
- “Spouse" means the legal or common-law spouse of a member in good standing, without discrimination as to sex, whose name is entered in the register of members.
- “Head Office" means the Club's clubhouse located at 1248 Perrot Boulevard in Notre-Dame-de-l'Île-Perrot.
- “Rules and Policies" means an internal governing document approved by the Club which describes a set of operational procedures, rules and policies of the Club.
- “AC" means the Advisory Committee.
- “AGM" means the Annual General Meeting.
- “NC" means the Nominations Committee.
- “Notice" means a communication in paper or electronic form.

2.1 Interpretation

The provisions of these rules shall be interpreted in such a way as to ensure compliance with the objects of the Club, as set out in Article 2.2 hereof, and the sound and efficient administration of the Club.

The use of the masculine gender in these bylaws is for ease of reference only and applies equally and indiscriminately to all gender identities.

2.2 Objects

The purpose of the Club is:

1. To provide and maintain at reasonable cost to its members, facilities which include harbour, pavilion and other facilities, services and equipment including storage and launching necessary for the practice of recreational and sport sailing (racing).
2. To provide the member in good standing (regular member and honorary life member) with a harbor berth and appropriate winter storage space for the yacht, subject to the availability of facilities.
3. To promote the practice of sport and recreational sailing with respect for others.
4. To provide recreational facilities and facilitate the organization of various activities for members.

3 Members

3.1 Categories

The Club has six (6) categories of membership as follows

- Honorary life members
- Regular members and their spouses
- Members aged 65 and over who have been members for more than 10 years
- Associate members
- Junior members
- Special members

3.2 A/ge

For the purposes of Articles 3.4, 3.5, and 3.7, the age of a member shall be determined on the first day of January.

3.3 Honorary Life Members

Honorary Life Members are individuals who are offered access and privileges for life because of their service to the Club or their contribution to the sport of sailing. Their appointment is by resolution passed unanimously by all members of the Board.

They are exempt from initiation fees, dues and special contributions, but must pay for their purchases and other services offered by the Club. They have all the rights and privileges of regular members including the appointment of a spouse or partner as described in Article 3.4.

They are eligible to serve on the Advisory Committee, the Nomination Committee, and other ad-hoc and operational committees, but are not eligible to serve on the Board.

3.4 Regular Members and their spouses

A Regular Member is a natural person of legal age who is interested in the aims and activities of the Club and who agrees to abide by the standards and all the rules of the Club, including financial responsibilities, and who is granted Regular Membership by the Board upon application.

A regular member in good standing and his/her spouse may be elected to a position of Director, may serve on committees and have the right to vote at meetings of members. The name of the spouse must be entered in the register of members.

The privileges of the regular member apply to the spouse and, depending on their age, to their children and grand-children whose names and ages are indicated on the membership application form. While it is permissible for a spouse to use the regular member's yacht in the

Club's harbour facilities without the presence of the regular member, this privilege does not extend to a person who is an associate member under Article 3.4.1.

The children or grand-children of a regular member, who are more than twelve (12) years of age and less than twenty-five (25) years of age, must be registered as junior members in the membership register.

The regular member is obliged to keep the information about his/her immediate family or the associate member up to date in the membership register. Depending on their age, the member may apply for membership for their children.

3.4.1 A Regular Member without a spouse shall be entitled to take on an Associate Member. Notwithstanding Articles 3.6 and 4.1, 4.2 and 4.3 there shall be no charge to the person who obtains Associate Membership under this circumstance. The name of the person must be entered as an Associate Member in the Register of Members.

3.4.2 The spouse or associate member so appointed under Article 3.4 shall lose his or her status if the regular member with whom he or she is associated removes his or her name from the register of members or if the regular member has defaulted on his or her obligations and consequently loses his or her status as a member in good standing.

3.4.3 Upon the death of a Regular Member, his or her status as a Regular Member shall be transferred to his or her spouse. If he/she had an associate under Article 3.4.1, he/she loses his/her associate membership but may apply for renewal of associate membership as described in Article 3.6 but without the fee exemptions described in Article 3.4.1.

3.5 Members aged 65 and over

Regular Members who reach the age of sixty-five (65) and who have been members in good standing continuously for at least the last ten (10) years, shall receive a reduction in annual dues as determined by the Board and approved by the Members at a meeting of the Members. Except for this reduction in dues, such members shall be considered Regular Members as defined in Article 3.4 with all privileges and obligations.

However, in order to benefit from a reduction in annual dues, the eligible member must apply in writing to the Membership Officer, informing the Club that he/she meets the requirements for such a reduction.

The reduced fee for a member sixty-five (65) years of age or older shall be effective only as of the fiscal year of the Club following receipt of the aforementioned notice.

3.6 Associate Members

An associate member is a natural person of legal age who wishes to enjoy only some of the privileges of the Club. These privileges include sailing as a crew member with a regular

member, signing in to make purchases at the bar, participating in organizing activities, using the Club's facilities and inviting people to Club activities. The associate member participates in maintenance and development work as determined by the Board.

An associate member may not own a boat at the Club, nor use a boat without the presence of a regular member, nor vote or be elected to any office or committee. He may however participate in the work of a committee as a non-voting member.

An associate member who wishes to become a regular member in order to enjoy all privileges including the ownership and use of a boat at the Club, must complete and submit a written application to the Membership Officer and follow the procedures as outlined in Articles 5.1 through 5.5.

3.7 Junior Members

A Junior Member is a natural person over the age of twelve (12) and under the age of twenty-five (25). He/she shall be entitled to such privileges appropriate to his/her age as may be prescribed by the Board, excluding the right to vote and to be elected.

Children and grand-children of Life Members or Regular Members in good standing may become Junior Members upon application by either parent to the Membership Officer. They are exempt from paying the initiation and membership fees. Other individuals over the age of twelve (12) and under the age of twenty-five (25) may become junior members by resolution of the Board of Directors upon application by two regular members in good standing.

3.8 Special Members

The Board may, at its discretion, appoint special members. The term of such membership shall be one (1) year and may be renewed from year to year. Such non-voting members shall have such rights and obligations as may be determined from time to time by the Board.

3.9 Guests

Honorary members, regular members, associate members and junior members may invite any person to the Club to participate in Club activities. Such persons may not be invited to participate in Club activities more than five (5) times during the year.

3.10 Reciprocity

The Board may establish reciprocal agreements with other clubs allowing specific access to services for all members of clubs participating in these agreements.

3.11 Membership Register

The Board of Directors shall maintain a membership register that includes the status of each member as well as his name and the names of his family affiliates, his residential address, email address, telephone number, address for receiving disciplinary notices, notices of meetings of members, and all other communications from the club, as well as any other information concerning the member's sailboat that is necessary for the general management of the club. The Board may, by resolution, modify the list of information required to ensure the proper management of the club.

Members are required to notify the Board of any changes to their own information included in the membership register.

4 Membership fees

4.1 Determination of the various membership fees

In order to ensure sound management of the Club's financial resources, the Board of Directors shall review annually the various fees to which members are subject. These fees include, among others, initiation fees, membership fees, dock fees, launch and haul out fees, storage fees, as well as all other fees for the different classes of members and fees necessary for the proper functioning of the club.

4.2 Payment arrangements

The Board shall establish the terms of payment for each type of membership fee, the possibilities of staggering payments for certain types of membership fees, the due dates and fees for late payments, and the rules concerning the types of transactions permitted for making payments.

4.3 Approval process

The membership fees, as described in Article 4.1, and the terms of payment, as described in Article 4.2, and their amendments shall be prepared by the Board of Directors and then presented to the members for approval at a general meeting. At this meeting the members can either approve the proposals of the Board or propose alternatives and then approve the proposals or its alternatives.

The details of the approved membership fees are incorporated in Part ‘A of the Club Rules and Policies

5 Admission of a Member

5.1 Proposal

Any person wishing to become a regular member of the Club must be proposed to the Board by two (2) regular or honorary life members, using the application form provided for this purpose by the Membership Chairman.

The applicant must agree to abide by the rules and regulations of the Club. The applicant must own a sailboat at the time of application and must provide the specifications of the sailboat required on the application form. The Board must ensure that the Club can accommodate the specified yacht in its harbour facilities before evaluating the application and acting on it.

Any person wishing to become a member of a category other than regular member (articles 3.3, 3.4, 3.5) must do so by completing the form provided for this purpose by the Membership Chairman. The person must agree to abide by the rules and regulations of the Club.

5.2 Admission

A candidate shall be admitted on probation by the approval of two-thirds (2/3) of the members of the Board forming a quorum at a Board of Directors meeting.

5.3 Notice

The Board shall notify the applicant in writing of his/her acceptance for a probationary period of twenty-four (24) months. At the end of the probationary period, acceptance as a regular member shall be contingent upon participation in mandatory Club activities including maintenance and landscaping, compliance with Club rules and policies, and compliance with all of the provisions described in Articles 7.1, 7.2, and 7.4.

5.4 Probation

An admitted candidate becomes a member of the Club, on probation, for a period of twenty-four (24) months, during which time the candidate has all the rights and obligations of a member.

During the probationary period, the Board may conduct evaluations and inform the candidate on probation. At the end of the probationary period, the status of a probationary member is formally assessed by the Board, which notifies the candidate whether or not he or she has been accepted as a regular member. The decision of the Board is discretionary and may include an extension of the probationary period, but the Board shall follow, with the necessary adaptations, the provisions of Articles 6.4, 7.1, 7.2, 7.3 and 7.4 of this Regulation.

5.5 Resignation from the club

A member may resign from the Club at any time by giving written notice to that effect to the Membership Chairman. The notice of resignation and its acceptance by the Membership Chairman, does not in any way exempt the member from his obligations. Upon sending the notice, the member must honor all sums due to the Club as well as any future sums for as long as the member's boat remains on the Club's property.

5.5.1 Return of a former member

A former member who had resigned from the Club and wishes to return as a regular member must apply for membership in the same way as a new member as described in Articles 5.1, 5.2, 5.3, and 5.4.

If accepted as a member as described above, he/she must pay all fees described in Article 4, including the initiation fee. However, the Club may grant a discount on the initiation fee under certain conditions. The policy regarding such a reduction, if the Club so decides, is determined in accordance with the provisions of Articles 4.1, 4.2 and 4.3.

6 Discipline

6.1 Suspension and expulsion

The Board may, by resolution of two-thirds (2/3) of the directors forming a quorum, meeting for that purpose, suspend or expel any member who :

- refuses or fails to comply with the provisions of these Bylaws and the rules of the Club or commits any act deemed unworthy, contrary or detrimental to the objects of the Club as described in Article 2.2;
- fails to pay the sums payable to the Club to which he/she is liable and does not remedy the situation within thirty (30) days, following receipt of a written notice by the Membership Chairman, demanding payment of the sums due to the Club.
- has not launched his boat during the last three (3) sailing seasons.

6.2 Disciplinary notice

The Board shall, before suspending or expelling a member, send to the member at the address entered in the Membership register to receive such communication from the Club a notice providing the following information: the facts of which he or she is accused, the date, time and place of the meeting at which the sanction or sanctions to which the member is liable will be discussed.

6.3 Disciplinary meeting

At this meeting, which must be held within a minimum of fifteen (15) days of the written notice specified in Article 6.2 of this Regulation, the Board shall give the member the floor. Whether or not the member is present, the member may request that the chair of the meeting read a statement setting out the reasons for the member's opposition to the proposed sanction.

6.4 Notice to a member

The Board shall, within fifteen (15) days of the disciplinary meeting, notify the member in writing of the Board’s decision. The decision of the Board shall be final and without appeal.

7 Maintenance of good standing

7.1 Existing member

Annual renewal of membership in good standing is contingent upon payment of all fees in accordance with the rules in force as described in the "Rules and Policies" of the Club.

7.2 New member

In the case of a new member, this status shall be effective upon admission and payment of all fees according to the rules in force as described in the "Rules and Policies" of the Club.

7.3 Refunds

Refunds of dues, if any, shall be determined in accordance with the rules in force as described in the "Rules and Policies" of the Club.

7.4 Default

Members who fail to pay their annual dues or any amount due are subject to disciplinary action as described in Articles 6.1 to 6.4. In the event of non-payment, a member may be refused the use of the harbour and the Club's services and facilities until he/she has paid all sums due in accordance with the provisions of Articles 4.1, 4.2 and 7.1.

7.5 Request for payment delays

Members who have not paid all amounts due on time may request a delay in payment of arrears and the applicable late payment charges. This request must specify the desired delay in payment, as well as the reasons justifying it, and must be sent in writing to the Club for the attention of the Board.

7.5.1 Decision of the Board

Within thirty (30) days of receipt of the request for an extension, the Board shall inform the member of its decision in writing to the member's last known address, which decision shall be final and without appeal.

8 Members’s meetings

8.1 Annual general meeting (AGM)

The annual meeting of the members of the Club is prescribed in the Quebec Companies Act.

The AGM shall be held on a date to be determined by the Board each year, which date shall be within ninety (90) days after the end of the Club's fiscal year which ends on October thirty-one (31) of each year. The annual meeting shall be held at the head office of the Club or at any other place within a radius of twenty-five (25) kilometers of the Club as determined by the Board.

The agenda of an annual meeting shall include: the receipt of the annual balance sheet and financial statements of the Club, the election of directors, the election of members to the Advisory Committee, the ratification of bylaws adopted and actions taken by the Board and officers since the last annual meeting of members, the appointment or non-appointment of an auditor for the current fiscal year, and such other business as may be brought before the meeting by the Board.

8.1.1 Exceptionally, and in case of force majeure in order for the Club to meet its legal obligations as described in the Quebec Companies Act, the Board of Directors may convene a General Meeting to be held by videoconference. In this case, the same provisions concerning the notice of meeting and the agenda apply. The Board must then take the necessary steps to facilitate decision-making and the validity of the results when proposals are to be put to a vote.

8.2 Auditor

At the AGM, members may request that an auditor be appointed. If the meeting makes such a request, it may then select its own auditor and fix his remuneration or leave it to the Board to propose an auditor and his remuneration for approval.

No director or officer of the Club or any person who is a partner, spouse or family member of the director or officer may be appointed as auditor..

8.3 Replacement

If the auditor dies, resigns, ceases to be qualified or becomes unable to fulfill his or her duties before the expiry of his or her term of office, the Board may appoint a replacement who shall hold office until the next annual meeting of members.

8.4 Annual Spring Meeting

A membership meeting is usually called by the Board at the beginning of the boating season to submit to the membership for approval recommendations regarding recurring budgetary expenditures, capital expenditures and various projects for the upcoming or current year, if these items have not already been approved at the previous AGM or special meeting. In addition to budgetary matters, items such as amendments to bylaws, responsibilities and policies, race management and other matters may also be on the agenda as may any other matter necessary for the proper functioning of the Club. The procedures for notice and agenda for the Spring Annual Meeting are the same as for the Annual General Meeting (Articles 8.1 and 8.6).

8.5 Special Meetings

8.5.1 Calling of a Special Meeting by the Board:

A special meeting of the members shall be held at the registered office of the Club or at such other place within a radius of ten (10) kilometers of the Club as the Board may determine. It shall be the duty of the Commodore or the Board to call such meetings, when deemed expedient for the proper administration of the affairs of the Club and notice of such meetings shall be sent to the members in accordance with the provisions of Article 8.6.3.

8.5.2 Calling a Special Meeting by Written Request of the Members

Under the Quebec Companies Act, members may request that a special meeting be called. However, this request must be sent in writing to the Board and be signed by at least ten (10) regular members, including honorary members. In accordance with the provisions of the law, in order for such a request to be admissible, the specific item(s) to be considered must be clearly stated in the request. Where these requirements are met, the Board shall be required to convene a special meeting of the members no later than twenty-one (21) days following receipt of the request and notice of the meeting shall be sent to the members in accordance with the provisions of Article 8.6.3. Only the items specified in the request may be included on the agenda of this meeting.

If the Board fails to convene such a meeting within the stipulated period, it may be convened by the signatories of the written request.

8.6 Notice of Meetings

8.6.1 Annual General Meeting - The Annual General Meeting of Members shall be announced by written notice sent to each Member at their email address as recorded in the Club's register at least twenty-one (21) days prior to the date fixed for the meeting.

8.6.2 The Spring General Meeting, if held, shall be announced by written notice sent to each member at their email address as recorded in the Club's register, at least twenty-one (21) days before the date fixed for the meeting.

8.6.3 Special meetings of members must be announced by written notice sent to each member at their email address as recorded in the Club's register, at least seven (7) days before the date set for the meeting.

8.6.4 For members who have opted not to receive email from the Club, notice of the AGM and Spring General Meeting shall be mailed to the address recorded in the Club's register at least fourteen (14) days prior to the date set in the notice. In the case of a Special Meeting, notice shall be mailed at least seven (7) days prior to the date specified in the notice.

8.7 Chairman and secretary of the Meeting

The Commodore of the Club or, failing that, the Vice Commodore or such other person as may from time to time be appointed for that purpose by the Board, shall preside at meetings of members. The Secretary of the Club or any other person appointed for this purpose by the Board shall act as secretary of the meetings of members and shall keep the minutes of the meeting for this purpose.

8.8 Quorum

Twenty-five percent (25%) of the Honorary Life Members and Regular Members in good standing shall constitute a quorum for any meeting of members. A quorum need not remain in existence for the duration of a meeting. In the case of a meeting to dissolve the Club, a quorum shall be established in accordance with the provisions of Article 14.3 hereof.

8.9 Adjournment

If a quorum is not present at the time a meeting is called, the members present may, after fifteen (15) minutes, adjourn the meeting for a period not exceeding one month from the date of adjournment. The meeting may proceed without notice other than the announcement made at the meeting until a quorum is present. Any meeting following an adjournment at which a quorum is present may discuss, deliberate and transact the business of the Club in the same manner as it would have been transacted at the original meeting had the latter been held.

8.10 Voting rights

At a meeting of members, honorary life members, regular members in good standing and their spouses are entitled to one vote each. Voting by proxy is not permitted.

8.11 Majority decision

Except as otherwise provided in the Quebec Companies Act, and in sections 14 and 15 of this by-law, all questions submitted to a meeting of members shall be decided by a simple majority (50% + 1) of the votes validly cast.

8.12 Equality of votes between members

The chairperson of the meeting has the same vote as any other member but does not have a casting vote. In accordance with the principles of good governance, if there is an equality of votes on a proposal, the chairperson may try to find a proposal that has a wider consensus among the members on the item under discussion. If he/she is unable to do so, the proposal is rejected.

In the election of a director, if there is a tie or if no majority of votes (51%) is reached by a candidate, the name of the person with the lowest number of votes among the candidates in the race shall be struck from the ballot and the meeting shall proceed to a second round of voting. If after two (2) rounds there is still no majority decision, and there is still more than one candidate, the position shall be declared vacant.

The Board may then, at a subsequent meeting of the Board, proceed as provided for in Article 8.5, either to appoint an interim director, or to decide to sit with one less director.

8.13 Voting by show of hands

At meetings, except in the case of an election, voting shall be by show of hands. In this case, members vote by raising their hands and the number of votes is calculated according to the number of hands raised. The declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against such resolution.

8.14 Procedure at meetings

The chairman of any meeting of members shall ensure that the meeting is conducted in an orderly manner and shall conduct the proceedings with due respect for the members and persons present. His decision on any matter shall be decisive and binding on all members. In particular, he/she shall have the power to dictate the procedure to be followed, subject to these bylaws, and to expel from the meeting any person who is not entitled to attend and any member who disrupts the meeting.

A declaration by the chairman of any meeting that a resolution has been carried either unanimously or by a definite majority or rejected shall be conclusive evidence of that fact.

If the chairperson of the meeting fails to faithfully discharge his or her duties, the members at the meeting may at any time remove him or her from office and replace him or her with another person chosen from among the regular members in good standing.

8.15 Implementation of alternate year election process

At the first annual meeting following the adoption of these bylaws, the positions of director eligible for election in even-numbered years shall be for a period of one year in order to introduce the principle of alternation referred to above.

9 The Board of Directors

9.1 Number of members

The affairs of the Club shall be administered by a Board of Directors consisting of ten (10) members (described under Article 10 Directors)

9.2 Term of office

The term of office of each director shall be two (2) years depending on the year in which the position is up for election.

A director shall remain in office until the expiration of his or her term, or until his or her successor is appointed or elected. In accordance with the principles of good governance, half (5) of the directors' positions are up for election at AGMs held in even-numbered years, and the remaining five (5) positions are up for election at AGMs held in odd-numbered years (Articles 9.1 to 9.8).

> **9.2.1** Directors are required to notify the Secretary of the Board and the Chair of the Nominating Committee by October thirty-one (31) of each year of their intention to stand for re-election.

9.3 Eligibility of candidates

Only regular members in good standing of the Club and their spouses are eligible for election as directors. Outgoing directors are eligible for re-election. However, the holder of the office of Commodore may not serve more than two (2) full consecutive terms.

In keeping with the principles of good governance and ethics, two members of the same immediate family may not serve on the Board of Directors at the same time. However, one may serve on one of the committees at the same time as the other is serving on the Board of Directors.

9.4 Nomination of candidates

Subject to the provisions of Articles 8.12, 9.10 and 9.11, no person shall hold office as a Director of the Club unless nominated and elected as hereinafter provided.

The nomination process shall be administered by the Nominations Committee (Articles 13 to 13.3).

9.5 Nomination Process

9.5.1 Who can nomination a candidate

All members in good standing, regular members, spouses, honorary life members and members aged 65 and over, are entitled to nominate a candidate for an elected position.

9.5.2 Opening of the nomination period

The nomination period shall begin at least twenty-one (21) days prior to the Annual General Meeting (in accordance with the notice of meeting).

The Chair of the Nominating Committee shall then notify the membership by email and by posting at the Club of the positions to be filled, and of the directors who wish to serve a second two-year term as provided for in the bylaws. However, in consideration of Article 9.2.1, the Chair of the Nominations Committee may open the nomination period as early as November 1st of each year. If the Chair of the Nominations Committee is notified of additional withdrawals after the date of the initial notice, he shall inform the members as soon as possible.

9.5.3 Nomination and submission of names of candidates

All nominations must be made in writing, using the form prescribed by the Nominations Committee. The nomination must have the support of at least two (2) eligible members described in Article 9.5.1 and must have been accepted by the nominee.

The names of the nominees must be received by the Chair of the Nominations Committee at least fourteen (14) days prior to the date set for the Annual Meeting of Members.

Upon receipt of a candidate's name, the Chair of the Nominating Committee shall make the necessary verifications and inform the Secretary of the Club, who shall make this information available on the Club's website and by posting it in the Clubhouse as soon as possible and in any event at least five (5) days before the meeting.

9.6 Election

Directors are elected each year at the annual meeting of members. The Chair of the Nominations Committee, or another member delegated by the Nominations Committee, shall act as Chair of the election at the AGM. In the event that there is only one candidate to be elected to a position, the election shall be by acclamation. If there is more than one candidate to be elected to a position, the election shall be by simple majority, by secret ballot.

9.7 Secret ballot

In a secret ballot election, the Nominations Committee shall prepare the list of candidates for each position, the ballot papers and the ballot box. Only one ballot paper is given to each voting member. The number of ballots distributed shall be recorded. Once the voting is done, the counting is done by the nominations committee and the result is announced immediately to the members present.

9.8 Absence of a candidate at the AGM

At a Members' AGM, if the Nominations Committee advises the meeting that no one has applied for a position on the Board, the position shall be considered vacant. The Board, after consultation with the NC, may appoint an interim Director or temporarily reduce the number of Directors in accordance with Article 9.10 of these bylaws.

9.9 Withdrawal of a Director

A Director ceases to be a member of the Board and to hold office if he:

- submits his resignation in writing to the Board, the Commodore or the Secretary of the Club at a meeting of the Board;
- dies, becomes insolvent or is disqualified;
- ceases to be a member in good standing;
- is removed from office as hereinafter provided.

9.10 Vacancies

Any Director whose office has been declared vacant may be replaced by resolution at a meeting of the Board. In this case, the replacement shall hold office only for the remainder of the unexpired term of his or her predecessor.

When vacancies occur on the Board, it shall be the duty of the remaining Directors to fill the vacancy by appointing a person with the same qualifications as his or her predecessor, and in the meantime, so long as a quorum remains, they may validly continue to hold office.

9.11 Removal from office

Any director may be removed from office, for cause or without cause, prior to the expiration of his or her term, at a meeting of members called for that purpose, by a vote of a majority of the regular and honorary life members present.

The removal of a director, like his or her election, shall be at the pleasure of the members; it may be done at any time and need not be based on any specific grounds, whether serious or not.

9.12 Remuneration

Directors are not remunerated for the performance of their duties.

9.13 Indemnification

Every director (or his heirs and assigns) shall be liable, if necessary and at all times out of the funds of the Club, free and clear:

- all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought against him, in respect of or in connection with any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his office
- for all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Club, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

No director or officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other director, officer, or employee, or for any loss, damage or expense occasioned to the Club by the insufficiency or deficiency of title to any property acquired by the Club, or for any loss or damage arising from the bankruptcy or insolvency or tortious acts of any person, firm or corporation with whom any money, securities or effects have been lodged or deposited, or for any other loss, damage or misfortune of whatever nature which may happen in the execution of his duties or in connection therewith, unless the same shall have arisen by his act or willful act.

The directors shall, for the purposes of this article, ensure that the Club obtains and maintains at all times insurance covering the above risks.

9.14 Duties

No director shall confuse any property of the Club with his or her own or use for his or her own benefit or for the benefit of any third party any property of the Club or information obtained by reason of his or her duties unless he or she is expressly and specifically authorized to do so by the members of the Club.

Each director must avoid placing himself in a situation of conflict between his personal interest and his obligations as a director of the Club. They must immediately disclose to the Club any

interest they have in a company or association likely to place them in a conflict of interest situation, as well as any rights they may have against it, indicating, where applicable, their nature and their value.

For the purposes of this article, the Board should develop and adopt a code of ethics and professional conduct for directors. This code should include guidelines on a range of topics such as: board solidarity, confidentiality of information, management of conflicts of interest, duty of care and commitment of members and annual declaration of interests.

9.15 General powers

The directors of the Club shall administer the affairs of the Club and shall enter into all contracts in its name which the Club may validly enter into. In general, they exercise all other powers and perform all other acts that the Club is authorized to exercise and perform by virtue of its charter or in any other capacity whatsoever. They adopt and apply all rules they deem necessary for the proper functioning of the Club. They shall create committees as required.

9.16 Financial management

9.16.1 Managing banking, and transactions

The Board has the responsibility to manage financial resources of the Club in the best interests of its members. This includes but is not limited to:

- retaining the services of a financial institution
- establishing the necessary banking tools and accounts to meet club needs,
- selecting and naming among those Board directors that will have specific responsibilities to play in managing the treasury
- establishing limits on allowable transactions by individual directors

The details of the financial rules and policies in force are written in the Club “Rules and Policies -Part A” Club Finances and Fees.

9.16.2 Expenditure over $15,000

Notwithstanding the foregoing, all expenditures in excess of fifteen thousand dollars ($15,000.00), all mortgage guarantees, membership dues and all matters relating to the financial policies of the Club shall be approved by the Board of Directors and then submitted to the members in good standing at a meeting of the members.

10 Administrators

10.1 The Commodore

The Commodore, as President of the Club, shall preside at all meetings of the members and special meetings and shall ensure that the Constitution, Bylaws and Rules of the Club are observed.

He shall serve on all committees except the Nominating Committee.

He shall ensure that all deeds, titles and other valuable documents and property are properly safeguarded and passed on to his successor. A complete list of all such items shall be recorded in the minute book.

His term of office is two (2) years. He shall be up for election in even years and shall be eligible for re-election.

A director may not serve more than two consecutive full terms as Commodore.

10.2 The Vice Commodore

The Vice Commodore assists the Commodore in the performance of his duties and replaces him when the latter is absent.

The Vice Commodore is a member of all committees except the standing committees (Articles 12 and 13).

The Vice Commodore is responsible for the management and operation of the bar and food services and the staff employed therein and provides the required level of support to members organizing private events.

The term of office is two (2) years. He is elected in odd years and is eligible for re-election.

10.3 The Rear Commodore

The Rear Commodore assists the Commodore and Vice Commodore in the performance of their duties and replaces them when they are absent.

He is a member of all committees except the standing committees.

He/she shall be responsible for promoting sailing, Club races and various special racing or recreational sailing events. The Rear Commodore shall ensure that the Club's boats used for racing are maintained in good order and are properly rigged.

His term of office is two (2) years. He shall be elected in even years and shall be eligible for re-election.

10.4 The Secretary

The Secretary has the following responsibilities:

- To keep the current membership register up to date and to maintain the membership history in the Club's books.
- Notify members of all meetings.
- Keep a record of the minutes of all meetings of the Club and record the names of all members present.
- To conduct the correspondence of the Club.
- To act as Secretary to the Board.
- To file all documents, records, reports, communiqués and correspondence relating to the affairs of the Club.
- Produce the interim and annual update declarations to the Registraire des entreprises du Québec.

His term of office is two (2) years. He shall be elected in even years and shall be eligible for re-election.

10.5 The Treasurer

The Treasurer has the following responsibilities:

- Ensure that the funds of the Club are deposited in an appropriate financial institution and that instruments of withdrawal or payment be in accordance with Club rules as described in the “Rules and Policies” of the Club.
- To submit a report of the Board on transactions and cash on hand, as requested by the Commodore or the Board and in accordance with the “Rules and Policies”.
- To issue statements of account for all monies payable to the Club.
- Receive all monies due to the Club, pay all accounts and bills previously approved by the Board and keep proper accounts.
- Prepare and submit the various reports concerning national, provincial and municipal taxes, and the payment of these taxes according to government requirements (including the payment of dues to the Registraire des entreprises du Québec).
- To present at the annual meeting a report of the financial activities of the Club for the completed fiscal year and a statement of income showing all receipts, disbursements and the financial position of the Club at the end of the fiscal year.
- To ensure that all documents or deeds constituting title to property or acquisition of property of the Club are drawn up in the name of the Club.

His term of office is for two (2) years. He is elected in odd years and is eligible for re-election.

10.6 The Harbour Master

The Harbour Master has the following responsibilities:

- Planning the deployment of yachts in the harbor and in the wintering areas.
- Supervising the harbour facilities, checking the condition of docks, mooring lines and buoys, and maintaining and rigging the boats and barges used in the harbor only.
- Maintains the equipment required for the launching and unloading of sailboats (including cranes and jibs) and ensures that the operators are properly certified.
- Supervises and directs the launching and hauling out of sailboats.
- Ensures the application of harbour rules as directed by the Board.
- Prepare and submit to the Board requests for materials and supplies required to maintain the harbor facilities in good condition.

His term of office is for two (2) years. He is elected in even years and is eligible for re-election.

10.7 The Membership Chairman

The Membership Chairman has the following responsibilities:

- Create and maintain a register of all members and make this register available to the Secretary and other officers as required.
- Receive applications for membership.
- To notify each applicant of his admission as a new member and to provide him with a copy of the rules and regulations of the Club.
- To act as a resource person for the members regarding the affairs of the Club and to act as a liaison between the members and the Board.
- To calculate the dues payable by the member and, under the responsibility of the Treasurer, to issue, receive and deposit the dues.

His term of office is two (2) years. He shall be elected in odd years and shall be eligible for re-election.

10.8 Directors with assigned portfolio

Three director positions on the Board are to fulfill roles and responsibilities that are determined and assigned by the Board on the basis of needs.

A number of roles within the club need to be under the responsibility of a Board director. Typically such roles include but are not restricted to management of grounds, clubhouse, and social activities.

The elected board shall assign specific roles according to needs.

The first of these directors shall be elected in even numbered years, shall serve for a term of two (2) years, and shall be eligible for re-election.

The second and third of these directors shall be elected in odd numbered years, shall serve for two (2) years, and shall be eligible for re-election.

11 Meetings of the Board of Directors

11.1 Date and frequency of meetings

The Directors shall meet as often as necessary but shall meet a minimum of six (6) times per year.

11.2 Calling of meetings and venue

Meetings of the Board are convened by the Commodore or the Secretary, on the instruction of the Commodore, or at the written request of at least four (4) Directors. They are held at the registered office or at any other place designated by the Commodore or the Board within a radius of ten (10) kilometers of the Club.

11.3 Notice of meetings

Notice of a meeting of the Board shall be given by letter, fax or e-mail addressed to each director at their respective address as mentioned in the register of members. The notice period, except in case of emergency, shall be at least five (5) clear days. Any director may waive notice of the meeting in writing. If all the directors are present or if those absent consent in writing, the meeting may be held without prior notice. The presence of a director at a meeting covers the absence of notice as to that director.

11.3.1 Guests: The Chairperson may, on his/her own behalf or on behalf of the Board, invite any person or persons deemed relevant to attend a Board meeting in order to participate in the discussion of specific items on the agenda.

11.4 Quorum and voting

The quorum for the holding of meetings of the Board shall be six (6) Directors. A quorum shall exist for the duration of the meetings.

11.5 Chairman and secretary of the meeting

The meetings of the Board are chaired by the Commodore or, in his absence, by the Vice Commodore. The Secretary of the Club shall act as Secretary of the meetings. If they fail to do so, the directors shall choose a chairman or secretary from among themselves.

11.6 Procedure

The chairperson of the meeting shall ensure the smooth running of the meeting and, in general, shall conduct the proceedings in all respects. If the chairperson fails to perform his duties faithfully, the directors may at any time remove him from office and replace him with another person.

11.7 Voting

Each director is entitled to one vote and all questions must be decided by a majority. Voting shall be by show of hands. Voting by proxy is not permitted. The chairperson of the meeting shall not have a casting vote in the event of a tie. Only those persons duly elected or appointed as directors under these rules shall be entitled to vote.

11.8 Signed resolution

A resolution in writing, signed by all the directors, is valid and has the same effect as if it had been passed at a meeting of the Board duly called and held. Such a resolution shall be inserted in the minute book of the Club following its date, in the same manner as a regular minute.

11.9 Participation by telephone or otherwise

Directors may, if all agree, participate in a Board meeting by means which permit all participants to communicate with each other orally or in writing, including by telephone or computer. They are then deemed to have attended the meeting.

11.10 Minutes

The minutes and resolutions of the Board are available to Club members.

12 Advisory Committee

The purpose of the Advisory Committee is to ensure the continuity of the Club's orientations with successive Boards of Directors. It should establish, maintain and review the long-term direction of the Club and advise the Board on the implementation of that direction. The Advisory Committee shall also keep abreast of best practices in ethics and professional conduct and shall advise the Club in achieving the objectives set out in Article 9.1.4.

The Board of Directors may call upon the knowledge and experience of the members of the Advisory Committee for all matters concerning the medium and long term of the administration, activities and facilities of the Club.

12.1 Appointment and term of office

The members of the Advisory Committee are elected by the members of the club during an annual general meeting. The Advisory Committee shall consist of a minimum of three (3) and up to five (5) regular members and honorary members. The term of office for a member shall be three (3) years. A member exiting the advisory committee may be re-elected to another term.

At least one (1) member shall be replaced every two years. Vacancies shall be filled by election at the annual meeting of members following the procedures outlined in 9.5.1, 9.5.2, and 9.5.3.

The Advisory Committee shall have the authority to select regular members and honorary members to fill any vacancies that may occur between two (2) Annual General Meetings of Members. Their term of office shall end at the next meeting. No member of the Advisory Board may be a member of the Board.

If necessary, depending on the topics on the agenda of a Board meeting, the Commodore or the Chair may invite one or more members of the AC to attend. Also, the Commodore or his delegate may be invited to attend an Advisory Board meeting.

> **12.1.1** Joint meeting of the Board of Directors and the Advisory Committee - The Commodore shall convene a joint meeting of the Board of Directors and the Advisory Committee, preferably at the beginning of the term of office, to establish the working objectives of the Advisory Committee in relation to the medium and long term development of the Club.

12.2 Responsibilities

The Advisory Committee shall choose a chairperson from among its members each year. Meetings, the minutes of which shall be recorded, shall be held as often as deemed necessary. The Advisory Committee shall report to the membership at least once a year.

13 Nominations Committee

The Board of Directors shall establish a special committee of three (3) honorary members or regular members in good standing who are not members of the Board. The responsibility of the Nominations Committee shall be to manage the election process of the Club, to collect, identify and submit names of candidates for the various positions necessary for the proper functioning of the Club. This committee shall be referred to as the Nominating Committee (NC) and the members shall be appointed by the Board.

13.1 Composition and mandate of the NC

The Secretary of the Club shall inform the members of the composition of this committee, in writing and by posting at the Club on the same date as the Spring General Meeting if convened and if not, by June 1st of each year.

Members of the Nominating Committee shall not serve for more than four (4) consecutive years and at least one (1) new member shall be appointed by the Board of Directors each year. The members shall select from among themselves the person who will act as Chair of the NC.

13.2 The main roles of the NC

To promote engagement, identify and recruit candidates for the various positions to be filled on the Board of Directors.

To assist in the medium term development of the club's resources by identifying candidates for various roles within the organization and thereby provide support to the Board members.

To collect and submit candidates duly nominated in accordance with Article 9.5 of these bylaws for election at an annual meeting of members.

To manage the Club's election process and act as the Election Chair at the Annual General Meeting.

13.3 Joint meeting of the Board and the NC

The Commodore must convene the members of the Board of Directors and the members of the NC at least once a year, preferably at the beginning of the term of office, in order to establish the NC's work objectives related to the identification of the human resources required by the Club in the short and medium term. Thereafter, exchanges between the Board and the NC

must be maintained with the aim of identifying the resources best suited to meeting the Club's needs.

14 Dissolution of the Club Nautique de l’île Perrot

14.1 First Meeting

If the Board of Directors is of the opinion that the Club should be dissolved, it shall call a special meeting of the members for that purpose, by means of a notice sent to the members at their respective addresses, as mentioned in the books of the Club, at least thirty (30) days prior to the date fixed for the meeting, the sole purpose of which shall be to inform the members of the necessity of dissolving the Club.

14.2 Second Meeting

Following the special information meeting referred to in Article 14.1, if the Board chooses to dissolve the Club, it shall call a second special meeting of the members for the sole purpose of dissolving the Club, by means of a notice sent to the members at their respective addresses, as mentioned in the Club's register, at least thirty (30) days before the date set for the meeting.

At this second special meeting, no business shall be transacted other than the dissolution of the Club.

14.3 Quorum

The quorum at the special meeting of members to dissolve the Club shall be twenty-five percent (25%) of the Honorary Life Members and Regular Members in good standing.

Notwithstanding Article 8.10, at such a special meeting to dissolve the Club, only Honorary Life Members and Regular Members in good standing present at the meeting shall be entitled to vote.

14.4 Decision by two-thirds vote

The decision to dissolve the Club by the members shall require the consent of two-thirds (2/3) of the members present at the meeting. Voting by proxy is not permitted.

14.5 Dissolution of the Club

If the Special Meeting votes to dissolve the Club, the Board shall take all necessary and useful steps to give effect to that decision and to transfer the property and assets of the Club to an organization or organizations having objects that are similar to those of the Club.

15 Modification to the bylaws

The bylaws may only be amended, altered or repealed by a two-thirds (2/3) vote of the members present and entitled to vote at a meeting of members. The text of any proposed change shall be set out in the notice of the meeting.