The

Queen City Yacht Club

CONSTITUTION

1970

MARACLE PRESS

The Queen City Yacht Club

Organized 18th July, 1889
and
Incorporated by Letters Patent
18th November 1921

Subscribers to the Memorandum of Agreement:

Thomas Albert Edward World
William Dixon Thomas
Blake Van Winckle
Richard Slee
Robert Andrew Farquharson

The Queen City Yacht Club

1970

Commodore
L. A. CANHAM

Vice Commodore
R. E. NORTON

Rear Commodore
R. HAMBURGH

Fleet Captain
K. O. DOUGLAS

Treasurer
G. M. PROCTOR

Secretary
G. J. van DORSSER

Committee Chairman

R. A. THOMAS
M. LOUGHBOROUGH
M. F. SEYMOUR
F. MADRICK
P. F. CRIDLAND
H. B. FIDDAMAN
J. V. PERDUE
J. H. PITCHER

The following constitution—incorporated as By-Law Number One—breaks new ground for our Club. The task was originally undertaken by our late Commodore John Welsh to provide our members with a concise and practical statement of the traditional principles by which the Club has been governed since 1889.

I am grateful for the advice and assistance of our members for the drafting, engrossing, and finally, the ratification of this By-Law.

L. A. Canham
Commodore

Algonquin Island,
Toronto,
September, 1970.

BY-LAW NUMBER ONE

being a by-law relating to the affairs of

The Queen City Yacht Club

Be it enacted as a by-law of THE QUEEN CITY YACHT CLUB (hereinafter referred to as the "Club").

GENERAL

Objects

1 The objects of the Club are:—to encourage members to become proficient in the management, control and handling of their yachts, in navigation and in all matters pertaining to seamanship, and to promote yacht architecture, building, sailing, and racing.

Head Office

2 The head office of the Club shall be in the City of Toronto, in the county of York, and Province of Ontario.

Seal

3 The corporate seal of the Club shall be in the form impressed hereon.

MEETINGS

Annual Meeting

4 The annual meeting of the Club shall be held at such place in Ontario on such day in each year as the Directors may by resolution determine, provided that such annual meeting

shall not be held later than sixty days after the end of the Club's Fiscal year. Such meeting shall be held to receive the reports and statements required by the Corporations Act, to be read at and laid before the Club members at the annual meeting, to elect Directors and appoint the auditor for the ensuing year and fixing or authorizing the Directors to fix his remuneration, and for the transaction of such other business as may properly be brought before the meeting.

Special Meetings

5 The Commodore, the Vice-Commodore or the Rear-Commodore shall have the power at any time to call a special meeting of the Club to be held at such time and such place within Ontario as may be designated by the Directors or the person calling the meeting.

General Meetings

6 Other general meetings of the Club may be convened by order of the Commodore, Vice-Commodore or Rear Commodore or by the Board by their own motion, or on requisition of any ten members entitled to vote at the meeting proposed to be held at any time and any place within the province of Ontario.

Notice of Meetings

7 Notice of the time and place of each meeting of the Club shall be given not less than seven days before the day on which the meeting is to be held, to the auditor of the Club and to each member entitled to vote at the meeting.

All notices shall be given to the members by ordinary mail and shall specify all elections to be held at the meeting and notices of special meetings shall specify the general nature of the business which is to be transacted thereat.

Persons Entitled to be Present

8 The only persons entitled to attend a meeting of the Club shall be those entitled to vote thereat, the auditor of the Club, others entitled to be present under the Corporations Act and persons admitted on the invitation of the Chairman of the meeting or with the consent of the meeting.

Quorum

9 The Quorum for the transaction of business at any meeting of the Club shall be at least fifteen members or one fourth of the members whichever is the lesser. The Commodore or in his absence the Vice-Commodore or in the absence of the Commodore and the Vice-Commodore, the Rear-Commodore shall take the chair and shall preside at all meetings of the Club. If the Commodore or Vice-Commodore or Rear-Commodore are not present, the members present shall choose one of their members to be Chairman of the meeting.

Right to Vote

10 At each meeting of the Club every senior member, who is at the proper time entered in the books of the Club as a member in good standing shall be entitled to one vote. No voting by proxy shall be allowed.

Votes to Govern

11 At all meetings of members every question shall, unless otherwise required by law or by the by-laws of the Club, be decided by a majority of the votes duly cast on the question. At all meetings of members every question shall be decided by a show of hands, unless a poll thereon be required by the Chairman or be demanded by any member present in person. After a show of hands has been taken upon any question, the Chairman may require or any member entitled to vote may demand a poll thereon. Whenever a vote by a show of hands shall have been taken, unless a poll be so required or demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the proceedings shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against any resolution or other proceedings in respect of the said question, and the result of the votes so taken shall be the decision of the Club in the annual, special, or general meeting, as the case may be upon such resolution.

Polls

12 If a poll be required by the Chairman of the meeting or be duly demanded by any member and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the Chairman of the meeting may direct. Upon a poll each member entitled to vote at the meeting shall be entitled to one vote and the result of the poll shall be the decision of the Club in annual, special or general meeting, as the case may be, upon the question.

Casting Vote

13 In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

Adjournment of Meetings

14 The Chairman may, with consent of any meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members; except that when a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an ordinary meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with notice calling such original meeting.

Order of Business

15 The order of business at all meetings of the members of the Club shall be as follows:—

(a) Reading notice calling the meeting and proof of service of same;
(b) reading minutes of preceding meeting;
(c) confirmation of any by-laws or resolutions

passed by the Directors since the last general meeting;
(d) member receiving reports of committee Chairmen;
(e) election of Directors and appointment of auditors at such meeting;
(f) unfinished business;
(g) new business.

DIRECTORS

Powers

16 The Club shall be managed by the Board of Directors, who shall have full power and authority to manage and control the affairs and business of the Club. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a Quorum of the Board remains in office.

Number and Quorum

17 At the annual meeting, the members shall vote for a Commodore, a Vice-Commodore, a Rear-Commodore, a Fleet Captain, a Secretary, a Treasurer and the Chairmen of the standing committees, which persons when so elected shall constitute the Board of Directors of the Club of whom nine shall constitute a Quorum for the transaction of business at any meeting of the Directors.

Votes to Govern

18 The majority vote of Directors shall carry any resolution. The Chairman shall have no

second or casting vote. In the event of a tie vote, it shall be the duty of the Chairman to declare the motion or resolution lost. A resolution signed by all the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

Notice of Directors Meetings

19 Reasonable notice of Directors meetings shall be given to each Director personally, and in default of personal notice, notice shall be given by mail addressed to each Director at his last known address at least three days before the meeting; however; that if a certain day or date in each month is affixed by the Directors for holding regular meetings no notice need be given, and provided also, that no notice of any Directors meeting need be given to any Director who is out of the province of Ontario.

Term

20 The Directors shall hold office from the date of the meeting at which they are elected or appointed until the annual meeting next falling, or until their successors are elected or appointed, and retiring Directors shall be eligible for re-election if otherwise qualified. So long as a quorum of Directors remains in office, any vacancies from time to time occurring in the Board of Directors may be filled by such Directors as remain in office. A person appointed by such Directors as remain in

office, to fill a vacancy in the Board of Directors shall hold office for the balance of the unexpired term of the vacating Director.

Removal from Office

21 Any member of the Board of Directors may at any time be removed from office, with or without cause, by a resolution passed at a special meeting of the members called for that purpose. A vacancy so caused may be filled at such meeting from persons nominated at such meeting, and the person so elected shall hold office, subject to the terms of this clause, for the remainder of the term of office of the person so removed.

Resignation

22 The resignation of a Director shall become effective upon the acceptance thereof by the Board of Directors or at the expiration of five days after notice in writing thereof signed by such resigning Director shall have been sent to the Club.

Disqualification

23 At any general meeting, the meeting may by resolution declare that any member shall cease to be a member of the Board and his office be vacated:—

(a) if he holds any other office or place of profit under the Club;
(b) if he is concerned in, or participates in the profits of any contract with the Club, provided that no Director shall vacate his office by reason of his being a shareholder or member of any corporation which has entered into any contract with ordinary work for the Club of which he is a Director, but he shall not vote in respect of any such contract or work.

Irregularity

24 No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding.

Order of Business

25 The order of business at meetings of the Board of Directors shall be as follows:

(a) reading the notice calling the meeting and proof of service of same
(b) reading minutes of the last meeting of Directors and confirming same
(c) receiving reports
(d) unfinished business
(e) new business

This order of business may be altered at any meeting by a majority of the Directors present.

Nominations and Elections

26 Nominations for Officers and Chairmen of standing committees shall be given to the Secretary in writing with the consent of the nominee and all such nominations shall be included in the notice of the annual meeting. If less than three nominations be received for any office on

the Board of Directors in the manner above provided for, nominations may be received at the annual meeting, except that a member duly nominated and subsequently defeated, may be nominated for one other office at the annual meeting.

OFFICERS

Ex-officio Committee Members

27 The officers of the Club shall consist of a Commodore, a Vice-Commodore, a Rear-Commodore, a Fleet Captain, a Secretary, and a Treasurer, and shall be elected yearly to hold office until the next annual meeting of the Club or until their successors shall have been elected or appointed, and shall be ex-officio members of all standing Committees. All the elected officers shall retire at each annual meeting and shall be eligible for re-election if otherwise qualified.

Commodore

28 The Commodore shall take command of the squadron, be chief executive officer of the Club, and preside at all meetings of the Club. It shall be his duty to enforce the by-laws, rules and regulations.

Vice-Commodore

29 The Vice-Commodore shall perform the Commodore's duties during the Commodore's absence and it shall be his duty to assist that officer in the discharge of his duties.

Rear-Commodore

30 The Rear-Commodore shall officiate in the absence of the Commodore and Vice-Commodore, assist these officers in the discharge of their duties. He shall be Chairman of the sailing committee, shall superintend all regattas and races, shall endeavor to promote the best interests of the Club in sailing matters generally. He shall have custody of all trophies and sailing records and all other properties pertaining to sailing activities.

Fleet Captain

31 The Fleet Captain shall superintend all vessels and tenders owned by the Club. It shall be his duty to encourage yacht owners in the Club to become proficient in the personal management, control, and handling of their yachts in navigation, and in all matters pertaining to seamanship. He shall assist the Commodore, the Vice-Commodore and the Rear-Commodore in the discharge of their duties.

Flag Officers

32 The Commodore, Vice-Commodore, Rear-Commodore and Fleet Captain shall be designated Flag Officers of the Club and shall be entitled to display their official flag when on board.

Secretary

33 It shall be the duty of the Secretary to issue notices for all meetings and conduct all corres-

pondence of the Club, keep all books required by the Corporations Act, and make all requisite entries therein, under the Corporate Seal of the Club. The Secretary may appoint assistant secretaries with the approval of the Board.

Treasurer

34 It shall be the duty of the Treasurer to receive all revenues of the Club, to prepare estimates of revenue and expenditures from year to year, to prepare a complete statement of the Club's finances and to submit the same to the Board of Directors prior to the annual meeting. He shall keep a full and accurate account of the receipts and disbursements of the Club and books belonging to the Club. He shall have the care and custody of all the funds and securities of the Club, and shall deposit the same in the name of the Club in such banks or such depositories as the Board of Directors may direct.

Signing Officers

35 Unless otherwise provided by resolution of the Directors, the Treasurer and either of the Commodore or Vice-Commodore shall sign all cheques, drafts, notes and orders for the payment of money and he shall pay out of and dispose of the same under the direction of the Board of Directors.

Variation of Duties

36 From time to time, the Board may vary or limit the powers or duties of any officer or officers.

Fidelity Bonds

37 The Board may require such officers, employees and agents of the Club, as the Board deems advisable, to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

STANDING COMMITTEES

Sailing Committee

38 The Sailing Committee shall, subject to the approval of the Board of Directors, have entire control of all sailing matters of the Club. The committee shall take charge of the Club's races and regattas. The Rear-Commodore shall be the Chairman of the Sailing Committee.

Management Committee

39 The Management Committee shall superintend and co-ordinate the general operations of the Club including the supervision of the duties of the Club manager, and all staff employed by the Club. The Vice-Commodore shall be the Chairman of the Management Committee and the members thereof shall be the Fleet Captain, the Treasurer and the Chairman of the House Committee.

House Committee

40 The House Committee shall have the general supervision of the Club's premises subject to the jurisdiction of the Management Committee, shall make periodic inspections of the

Club House and its facilities, and shall make reports and recommendations to the Management Committee.

Entertainment Committee
41 The Entertainment Committee shall take charge of the entertainment and social activity of the Club and arrange for all necessary publicity of same subject to the approval of the Board of Directors.

Membership Committee
42 The Membership Committee shall receive all applications for membership in the Club and present them to the Board of Directors from time to time. The Chairman shall furnish to prospective members details and facilities of the Club.

Marine Yard Committee
43 The Marine Yard Committee shall be responsible for the operation and maintenance of the marine railway yard, and yacht storage facilities.

Mooring Committee
44 The Mooring Committee shall have jurisdiction over the Club's mooring grounds and anchorage.

Publicity Committee
45 The Publicity Committee shall take charge of the publication of the "CLIPPER" newsletter and any other reports which the Board of Directors may require.

Junior Club Committee
46 The Junior Club Committee shall supervise and promote the interests of the Junior Club program.

Planning Committee
47 The Planning Committee shall co-ordinate immediate and long range planning of the development and growth of the Club.

Enforcement of Club Regulations
48 It shall be the duty of the Chairmen of standing committees to enforce the observance of all Club regulations, and report the breach of the same to the Commodore, or the next senior officer present, and the Board of Directors.

Protection of Officers and Chairman of Standing Committees
49 No Officer or Chairman of any standing committee of the Club shall be liable for the acts, receipts, neglects or defaults of any other member of any committee or sub-committee or officers, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Club through the insufficiency or deficiency of the title to any property required by order of the Board for, or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or for any loss or damage arising from the

bankruptcy and insolvency or tortious act of any person with whom any of the monies, securities or effects of the Club shall be deposited, or for any loss occasioned by any error or judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonesty.

Indemnity of Officers and Chairmen of Standing Committees

50 Every Officer or Chairman of a standing committee of the Club and his heirs executors and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Club, from and against:—

(a) all costs, charges and expenses whatsoever which he sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office;

(b) all other costs, charges and expenses which he sustains or incurs in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

MEMBERS

Members

51 The Directors may elect members who shall have the privileges conferred by the by-laws and regulations of the Club. There shall be the following classes of members of the Club: Honorary members, Life members, Senior members, Non-resident members, Intermediate members, Junior members and Student members.

Honorary Members

52 An honorary member shall be one to whom the privileges and freedom of the Club have been presented for important services rendered the Club. The Board of Directors may appoint as honorary member, any senior member of the Club who has attained sixty years of age and who has been a senior member for twenty continuous years. Appointment of honorary members shall be in the sole discretion of the Board of Directors, and such member shall not be eligible to vote or hold office in the Club. An honorary member shall be exempt from the payment of any fees and shall be entitled to the privileges of the Club for a period of one year from the date of his appointment.

Life Members

53 All existing Life memberships shall be maintained but no new Life memberships shall be created.

Senior Members
54 Senior members shall mean members twenty-one or more years of age, shall have all the privileges of the Club, and shall be eligible to hold any office and sit on the Board of Directors.

Non-resident Members
55 A non-resident member shall be one who resides more than twenty-five miles from the Club House. A Non-resident member shall have restricted privileges of the Club as defined by the Board of Directors. He shall not be entitled to vote and shall not be eligible to hold office.

Intermediate Members
56 The Directors may elect persons from the ages of sixteen to twenty years inclusive as of the first day of January as Intermediate members of the Club. Intermediate members of the Club shall have restricted privileges of the Club as defined by the Board of Directors. They shall not be entitled to vote and shall not be eligible to hold office.

Junior Members
57 Persons less than sixteen years of age as of the first day of January in any current year may be admitted to membership upon such terms as the Board of Directors may prescribe. They shall not be entitled to vote and shall not be eligible to hold office.

Student Members
58 Student members shall mean members sixteen years of age or more who qualify as full time students. A Student member shall have restricted privileges of the Club as defined by the Board of Directors. They shall not be entitled to vote and shall not be eligible to hold office.

Transfer of Application
59 A member in good standing may apply to be transferred from membership in one class to membership in another, and if the applicant has the qualifications for the class of membership for which he has applied, the Directors may elect such member to membership in the other class.

Regulations
60 The Directors may make regulations relating to the application for election of members not inconsistent with the provisions of this by-law.

Fees
61 The annual and other fees, dues and assessments which the members shall pay to the Club shall be such as the Directors may from time to time determine.

Nomination and Admission
62 Candidates for admission as members of the Club shall be proposed by one member entitled to vote and seconded by another, by a

proposal in writing, and signed by both the proposer and seconder, which nomination shall be published in the next following issue of the "CLIPPER". The Chairman of the membership committee shall submit the proposal to the Board of Directors at their first meeting after the publication of the name of the proposed candidate in the "CLIPPER", and if no ballot shall have been demanded, the Board of Directors may either direct the name of the candidate to be held over for a subsequent meeting or, by resolution, admit the candidate to membership, or refuse to do so. Applicants for membership must be introduced to at least two members of the Board of Directors.

Ballot on Members

63 Any member of the Club may demand a ballot to be taken by notifying the Secretary in writing at any time before the application has been passed by the Board of Directors. The Secretary shall thereupon notify the proposer and seconder of this fact and they may then withdraw the application. If the application is not withdrawn within seven days of the mailing of the notice to the proposer and the seconder, the Secretary shall publish a notice in the next following issue of the "CLIPPER" that a ballot has been demanded and the date on which the same will be held. The ballot shall take place at a special general meeting called for the purpose and the candidate receiving more than six-sevenths of the ballots cast shall be admitted

to membership. Voting by proxy shall not be allowed. A candidate who is not admitted on a ballot shall not be eligible to be proposed again within a one year period.

Payment of Accounts

64 A member's account is due when rendered. A member's account becomes past due and in arrears if unpaid by the last day of the month on which the account is rendered. If unpaid by the last day in the month on which the account was rendered, the Board of Directors may take disciplinary action against such member and impose such penalties as the Board may prescribe.

Arrears of Annual Dues

65 A member whose annual dues are unpaid after the 31st day of May in the year in which such dues are levied, shall forthwith cease to be a member of the Club.

Misconduct of Member

66 Should the conduct of any member, either in or out of the Club, be, in the opinion of the Board of Directors, injurious to the character and interests of the Club, or should any member persistently refuse to conform to any by-law or rule or regulation of the Club, the Board of Directors may reprimand, and/or suspend, and/or request such member to resign; and should he not resign within fourteen days of the mailing to him at his address as shown by the books of the Club, a letter con-

taining such request, the Board of Directors shall be empowered to remove his name from the list of members, at a meeting of the Board, duly called for the purpose, and notice of such meeting shall be given to the member, at least seven days prior to the date of such meeting. Notification of the member's reprimand and/or suspension and/or expulsion shall be forwarded to him by mail. The Senior Officer present on the Club's property or grounds at any time shall have the power to suspend immediately any member of the Club for flagrant breach of rules. The member shall remain suspended pending the decision of a Board meeting which shall be called within seven days to consider same.

Refund of Fees

67 On resignation or expulsion, a member shall have no claim for the refund of any part of his fees for the current year.

Non-liability of Club for Personal Property

68 It is a condition of the use of the Club's premises, services, or privileges that a member's personal property while in the custody of (by bailment or otherwise) or in the control of, or on the premises or property of the Club, is at all times at the member's risk. The Club and its servants do not incur any liability at law for loss of or damage of such personal property from any cause whatsoever.

Members of Yacht Clubs

69 Any member of a recognized Yacht Club, on being introduced by a member, may be admitted as a privileged person of the Club and any such person so introduced, if an owner of a yacht, may be entitled to take part with his yacht in any race of the Club, excepting those for the Club's Cups provided that the Club to which such person belongs extends the same privileges to the yacht owning members of THE QUEEN CITY YACHT CLUB.

CAPITAL DEVELOPMENT FUND

Objects

70 There shall be a fund for the future capital development of the Club. The Board of Directors shall cause to be set aside certain monies, hereinafter prescribed, in a fund, to be used only for major plant expansion or replacement, and shall not be used for the operation or maintenance of the Club; nor for casual or temporary improvements to the Club property. The capital and income from the fund shall not be pledged as collateral for any loan, nor in any other way hypothecated.

Special Committee

71 The Board of Directors shall appoint a special committee composed of the Commodore, the Treasurer and a Senior member in good standing, to administer the Capital De-

velopment Fund and to report, from time to time to the Board of Directors.

Source and Allocation

72 Monies for the Capital Development Fund shall be derived from the following revenue sources, namely:—

(a) from initiation fees	50%	of receipts
(b) from membership fees	5%	of receipts
(c) from bar receipts	4%	of gross sales
(d) from locker rentals	2%	of gross receipts
(e) from mooring and marine yard	1½%	of gross receipts

All income resulting from this fund shall be re-invested in the fund, and shall not be considered as being in lieu of any monies that shall be, or should have been, set aside from Club receipts hereinbefore set forth.

BY-LAWS

Reservation

73 This by-law shall be deemed to be subject to the original memorandum of agreement of the Club and supersedes and invalidates the previous by-laws and all amendments thereto.

Amendments

74 Amendments and additions to this by-law shall only be made at a general meeting duly called for the purpose, or at an annual general meeting provided that written notice of such

motion has been forwarded to the Secretary at least fifteen days before the meeting in question.

Members Bound By By-laws

75 All members shall, by accepting membership, be deemed to have notice of and to agree to be bound by all the rules and regulations duly made thereto or hereafter to be made by the Club or by duly authorized officers or by the Board of Directors.

Repeal

76 All former by-laws of the Club are repealed from and after the coming into force of the By-law Number One without prejudice to any action heretofore taken thereunder.

Coming Into Force

77 This By-law shall come into force on the day on which it is confirmed by the members.

RATIFIED and CONFIRMED by the members of The Queen City Yacht Club at a Special General Meeting, duly called for the purpose at the Club House on Friday, the 11th day of September, 1970.

Witness the Seal of the Club

L. A. CANHAM
Commodore

G. J. van DORSSER
Secretary