



KANATA SAILING CLUB
BY-LAWS
(REVISED November 2012)

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By-Law No. 1

(revised November 2012)

Incorporating revisions to the original By-Law 1 enacted in the now repealed By-Laws 2, 3, 4, 5, 6, 7 and 8.

A By-Law relating generally to the transaction of the business and affairs of the

Kanata Sailing Club

BE IT ENACTED and it is hereby enacted as a by-law of the Kanata Sailing Club (hereinafter referred to as the "Corporation") as follows:

ARTICLE 1 - DEFINITIONS

Annual General Meeting is a meeting of the members of the Corporation held following each financial year.

Annual Membership Fee is the fee due to the Corporation to register one membership of any class from the date of registration through to the start of the following sailing season.

Board of Directors is comprised of the officers as defined in **Article 4 – Officers**.

Member is an adult identified in a membership of any class that has been registered with the Corporation.

Voting Member is an adult member in good standing holding one of the following membership classes: Honorary, Family, Single or Student.

ARTICLE 2 – GENERAL

Section 2.01 - Head Office

The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

Section 2.02 - Seal

The seal, an impression of which is stamped in the margin, shall be the corporate seal of the Corporation.

Section 2.03 - Purpose

The purpose of the Corporation shall be to provide sailing and related activities and social activities on a non-profit basis for its members and to promote good seamanship, sportsmanship and fellowship at all times. The Corporation shall promote the sport of sailing within the community.

Section 2.04 - Nature of the Corporation

The Corporation will be run primarily on a cooperative basis such that in return for being provided with sailing and social facilities at nominal cost, members are expected to donate their time and labour in order to help administer the Corporation and to help build, install and maintain the fleet and facilities of the Corporation.

Section 2.05 - Interpretation

In this by-law and in all other by-laws of the Corporation hereinafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or

the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ARTICLE 3 – BOARD OF DIRECTORS

Section 3.01 – Composition

The affairs of the Corporation shall be managed by a Board of Directors, identified in Section 4.01. Any *Voting Member* may serve as a Director.

Section 3.02 – Term

One Term shall start at the Annual General Meeting and span two consecutive sailing seasons ending at the election at the Annual General Meeting following the second sailing season.

Each director shall be elected at the Annual General Meeting to hold office for *One Term*. This section shall not limit the powers of the Board or the members to replace or add directors under Sections 3.04, 3.05, 3.06 or 3.07

Section 3.03 – Election

The election may be by a show of hands unless a ballot is demanded by any *Voting Member*.

Section 3.04 – Removal

Voting Members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their Term.

Section 3.05 – Vacancies

Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the *Voting Members*, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual General Meeting at which the Directors for the ensuing Term are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. In default, or if there are no Directors then in office, the meeting may be called by any *Voting Member*.

Section 3.06 – Increase in Directors

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred which may be filled in the manner above provided.

Section 3.07 – Powers

The directors shall manage the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Section 3.08 – Additional Powers

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immoveable, real or personal, or any right or interest therein owned by the Corporation, for such

consideration and upon such terms and conditions as they may deem advisable.

Section 3.09 – BOARD OF DIRECTOR MEETINGS

Section 3.09.01 – Quorum

A majority of the directors shall form a quorum for the transaction of business.

Section 3.09.02 – Location

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

Section 3.09.03 – Waiver of Notice

No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

Section 3.09.04 – Calling

Board of Directors' meetings may be formally called by the Commodore or, in the absence of the Commodore, Vice-Commodore or by the Corporate Secretary on direction in writing of two directors.

Section 3.09.05 – Notice

Notice of such meeting shall be communicated to each director not less than three days before the meeting is to take place.

Section 3.09.06 – Regular Meetings

The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.

Section 3.09.07 – Meeting After Annual General Meeting

A Board of Directors' meeting may also be held without notice immediately following the Annual General Meeting of members.

Section 3.09.08 – Errors of Notice

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

Section 3.09.09 – Method of Voting

Questions arising at any meeting of directors shall be decided by a majority of votes. Each member of the Board of Directors shall have only one vote. In case of an equality of votes, the Chairperson, in addition to his or her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

Section 3.10 – Remuneration

The directors shall receive no remuneration for acting as such but they may be reimbursed for expenses incurred for the Corporation provided such work and expenses are approved by the Board of Directors.

Section 3.11 – Rules and Regulations

The Board of Directors shall have the power to make rules and regulations from time to time concerning the administration of the Corporation.

Section 3.12 – Election Committee

An Election Committee consisting of a Chairperson and at least two other members all of whom are not

candidates for nomination to the Board of Directors shall be appointed by the Board of Directors at least 30 days before the Annual General Meeting. The Election Committee shall receive nominations and investigate the good standing of nominees and nominations; solicit such other nominations as may be required to fill any vacancies on the Board of Directors; prepare the ballot for the election; introduce candidates to the Annual General Meeting; conduct the election; declare the results to the Annual General Meeting and notify each candidate of the results.

Section 3.13 – Nominations for Election to the Board of Directors

A nomination shall be made in writing by at least two Voting Members and shall indicate in writing the consent of the nominee to serve as a member of the Board of Directors. The Corporate Secretary, at least one week prior to the date of the Annual General Meeting, shall publish in the manner prescribed for giving notice of meetings, a list of nominations received by the Chairperson of the Elections Committee. There shall be a period of at least two weeks open for receipt of nominations. Nominations may also be made by motion immediately preceding the election at the Annual General Meeting providing the nominee is present and verbally consents to serve on the Board of Directors.

ARTICLE 4 – OFFICERS

Section 4.01 – Officers

There shall be a Commodore, Vice-Commodore, Purser and Corporate Secretary.

There should be a Communications Director, Harbourmaster, Membership Director, Sailing Director, Site Director, Social Director, and Training Director, and such other officers as the Board of Directors may determine from time to time.

Each officer shall perform such other duties as may from time to time be determined by the Board of Directors.

Section 4.02 – Appointment

One person may hold more than one office except the office of the Commodore. The officers named in Section 4.01 shall be elected by the Board of Directors from among their number at the first meeting of the Board after the Annual General Meeting. A director shall not serve in the office of Commodore for more than two consecutive years.

Section 4.03 – Commodore

The Commodore shall, when present, act as Chairperson at all meetings of members and of the Board of Directors. The Commodore shall be charged with the general management and supervision of the affairs and operations of the Corporation and shall perform such other duties as shall from time to time be prescribed by the Board of Directors. The Commodore with one other officer appointed by the Board of Directors for the purpose, shall sign all by-laws.

Section 4.04 – Vice-Commodore

During the absence or inability of the Commodore, his or her duties and powers may be exercised by the Vice-Commodore and if the Vice-Commodore or such other director as the Board of Directors may appoint for the purpose exercises any such duty or power, the absence or inability of the Commodore shall be presumed with reference thereto. The Vice-Commodore shall ensure that the Corporation has adequate insurance for Directors, assets and liability as per Article 11. The Vice-Commodore shall coordinate safety matters.

Section 4.05 – Purser

The Purser shall keep an account of all the financial transactions and of the financial position of the Corporation. Such accounts shall be rendered at every meeting of the Board of Directors unless the Board of Directors directs otherwise. The Purser shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor.

Section 4.06 – Corporate Secretary

The Corporate Secretary shall attend all meetings of the Board of Directors and the members; keep proper record of all votes and minutes of all proceedings; be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation; give all notices required to be given to members and to directors; and be the custodian of the Corporate seal of the Corporation.

Section 4.07 – Communications Director

The Communications Director shall be responsible for general communications among the general membership and public via various means that the Board of Directors deem appropriate, including arranging for the preparation and circulation of a newsletter at intervals specified by the Board of Directors. The primary goal of the Communications Director is to ensure that all the messaging from all of the Directors is communicated in a prompt and effective manner.

Section 4.08 – Harbourmaster

The Harbourmaster shall be responsible for the maintenance, purchase and disposal of all boats and monitor their use.

Section 4.09 – Membership Director

The Membership Director shall be responsible for promotion of the Corporation and the registration of all memberships.

Section 4.10 – Sailing Director

The Sailing Director shall be responsible for all aspects of organized sailing activities.

Section 4.11 – Site Director

The Site Director shall be responsible for maintenance, purchase and disposal of all site assets and manage the site facilities, including the allocation and use of club leased lands.

Section 4.12 – Social Director

The Social Director shall be responsible for all aspects of social activities.

Section 4.13 – Training Director

The Training Director shall be responsible for all aspects of training and member certification for use of the club fleet.

Section 4.14 – Other Officers

The other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board of Directors.

Section 4.15 – Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the Commodore, and one other officer designated by the Board of Directors and the Corporate Secretary shall affix the seal of the Corporation to such instruments as require the same. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

ARTICLE 5 - MEMBERSHIP

Section 5.01 – Membership Qualification

No person shall be a member of the Corporation unless they are 18 years of age on April 1 of the financial year in which they apply for membership.

Section 5.02 – Classes

There shall be five classes of membership in the Corporation namely, Honorary, Family, Single, Student and Social.

Section 5.02.01 – Honorary Members

An Honorary Member may be awarded by the Board of Directors for life based upon extraordinary contributions by that individual to the Corporation. The Board will consider a comprehensive written submission of these contributions, which is to be signed by two Voting Members, and must be submitted to the Board of Directors for their review. The submission must be approved by a minimum of two-thirds (2/3) of the Board of Directors. Honorary Members shall be exempt from paying the Annual Membership Fee. Honorary Members are required to pay other annual fees in accordance with the provisions of Section 5.04.

Section 5.02.02 – Family Members

Children under 18 years of age are considered as part of a Family membership. Family Members shall be entitled to one vote per adult member at all meetings of members and shall pay annual fees in accordance with the provisions of Section 5.04.

A Family is defined as two adults in a spousal relationship living at the same address or a single parent and dependants 18 years of age or under.

Section 5.02.03 – Single Members

A Single member shall be entitled to one vote at all meetings of members and pay annual fees in accordance with section 5.04.

Section 5.02.04 – Student Members

A Student is a person older than 18 and under the age of 25 and registered full time as a student at a learning institution. Student Members shall be entitled to one vote at all meetings of members and shall pay annual fees in accordance with the provisions of Section 5.04.

Section 5.02.05 – Social Members

Social Members shall not be entitled to vote at, nor shall they be entitled to notice of meetings of members. They are entitled to use only the shore facilities and have no sailing privileges. They shall pay the Annual Membership Fee in accordance with the provisions of Section 5.04

Section 5.03 – Resignation

Any member may resign from the Corporation by delivering a written resignation to the Membership Director. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by them to the Corporation prior to acceptance of their resignation.

Section 5.04 – Fees

Fees payable by members shall be set by a majority vote of the Board of Directors.

Section 5.05 – Special Classes of Membership

Notwithstanding any other provisions to the contrary, the Board of Directors may, by unanimous

resolution, establish special temporary classes of membership in addition to the above classes established by these by-laws or may amend such classes. The term of any such special or amended membership classes shall last until the next annual meeting and the establishment or amending of such membership classes must be approved by a vote of the members of the Corporation.

ARTICLE 6 – MEETINGS OF MEMBERS

Section 6.01 – Meetings

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

Section 6.02 – Business at Annual General Meeting

At every Annual General Meeting, in addition to any other business that may be transacted, the report of the directors, and the financial statement shall be presented and a Board of Directors elected. Auditors may be appointed for the ensuing year and, if appointed, the remuneration of the auditors shall be fixed.

Section 6.03 – Calling

The Board of Directors, the Commodore or the Vice-Commodore shall have power to call at any time a general meeting of the members.

Section 6.04 – Notice

Notice of members' meetings, annual or general, shall be communicated to each *Voting Member* at least 14 days prior to the date of the meeting

Section 6.05 – Errors in Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and, may ratify, approve and confirm any or all proceedings taken or had thereat.

Section 6.06 – Address for Notice

For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be their last address recorded on the books of the Corporation.

Section 6.07 – Adjournments

Any meetings of the members or of the directors may be adjourned to anytime and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required on any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Section 6.08 – Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than 20 percent of the total *Voting Members*, present in person or represented by proxy;

Section 6.09 – Voting Members

Each *Voting Member* shall at all meetings of members be entitled to one vote and they may vote by proxy.

Section 6.10 – Proxies

A proxy need not themselves be a member but before voting shall produce and deposit with the Corporate Secretary sufficient appointment in writing from the voting member(s) that they represent.

Section 6.11 – Method of Voting

At all meetings of members every question shall be decided by a majority of the votes of the *Voting Members* present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. In case of an equality of votes, the Chairperson, in addition to his or her original vote, shall have a second or casting vote.

Section 6.12 – Poll

Every question shall be decided in the first instance by a show of hands unless a poll be demanded by a *Voting Member*. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the *Voting Members* present in person or by proxy, and such poll shall be taken in such manner as the Chairperson of the meeting shall direct and the result of such poll shall be deemed the decision of the Corporation.

Section 6.13 – Declaration of Resolution Passed

A declaration by the Chairperson of the meeting at a meeting of members or of the directors that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

Section 6.14 – Members' Requisitions for Meeting

Not less than ten *Voting Members* may request the Board of Directors to call a meeting of the Corporation for any purpose concerned with its affairs that is not inconsistent with the Corporations Act. The requisition shall state the general nature of the business to be presented to the meeting and shall be signed by the requisitionists and shall be deposited with the Corporate Secretary and may consist of several documents in like form and each signed by one or more requisitionists.

Section 6.15 – Requisitioned Meeting

Upon deposit of the requisition, the Board of Directors shall call forthwith a meeting of the Corporation for the transaction of the business stated in the requisition. If the Board of Directors does not within twenty-one days from the date of deposit of the requisition call and hold such meeting, any of the requisitionists may call such a meeting which shall be held within sixty days from the date of the deposit of the requisition. A meeting called pursuant to this and the preceding clause shall be called as nearly as possible in the same manner as meetings are called under the by-laws.

Section 6.16 – Rules of Order

Except as otherwise stated in these by-laws, Roberts Rules of Order shall be used at meetings of the members and of the Board of Directors.

ARTICLE 7 – FINANCIAL YEAR

Section 7.01 – Financial Year

Unless otherwise ordered by the Board of Directors, the financial year of the Corporation shall terminate on the 31st day of October in each year.

ARTICLE 8 – AMENDMENTS

Section 8.01 – Amending By-laws

The by-laws of the Corporation may be enacted, and the by-laws repealed or amended by a by-law enacted, by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the *Voting Members* present or by proxy at a meeting duly called for the purpose of considering the said by-law.

ARTICLE 9 – COMMITTEES

Section 9.01 – Types of Committees

Committees specifically named in these by-laws or in the Rules and Regulations of the Corporation shall be designated as Standing Committees. Other committees established from time to time by the Board of Directors shall be designated as Ad Hoc Committees.

Section 9.02 – Terms of Reference

Committees shall review and report on all matters arising out of the terms of reference laid down by the Board of Directors.

Section 9.03 – Powers

Committees will exercise such powers as may be delegated from time to time by the Board of Directors within the terms of reference laid down in these by-laws. Decisions made by any committee are subject to the approval of the Board of Directors.

Section 9.04 – Election of Committee Members

Except as otherwise provided in these by-laws, the Board of Directors at its first regular meeting following the Annual General Meeting or as soon as possible thereafter shall elect from the members in good standing, Chairpersons and members of the Standing Committees who shall hold office until the next Annual General Meeting.

Section 9.05 – Number of Members on a Committee

The Board of Directors, at any regular meeting, may, on application of the Chairperson of a Standing Committee, increase the number of members of that Committee, or fill vacancies of members or of the Chairperson of such committee by the appointment of members of the Corporation such that, if possible, said members on any one Committee shall be greater than two.

Section 9.06 – Ad Hoc Committees

The Chairperson and members of ad hoc Committees shall be appointed by resolution of the Board of Directors and shall be chosen from among members in good standing.

Section 9.07 – Membership Committee

The Board of Directors shall establish a Membership Committee consisting of three *Voting Members* who shall be responsible for reviewing membership applications, and the promotion and publicity of the Corporation within the community.

Section 9.08 – Added Duties of the Membership Committee

The Membership Committee shall deal with all complaints regarding the conduct of members, including breaches of safety and other Corporation regulations. Before making recommendations to the Board of Directors, the Membership Committee shall notify the member in question in writing of their right to

appear before the committee to discuss the complaint. Decisions by the Membership Committee may be appealed to the Board of Directors.

Section 9.09 – Safety Committee

The Vice-Commodore shall establish a Safety Committee consisting of two Voting Members who shall be responsible for establishing safety policies and ensuring these policies are followed by all members and reporting and taking action or making recommendations on any safety incidents.

ARTICLE 10 – BORROWING OF MONEY

Section 10.01 – Borrowing Money, Issuing Securities and Securing Liabilities

The Board of Directors may from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or money borrowed, or other debt or liability of the Corporation.

The Board of Directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board of Directors all or any of the powers conferred on the Board of Directors above to such extent and in such manner as the Board of Directors shall determine at the time of each such delegation.

ARTICLE 11 – INSURANCE

Section 11.01 – Required Insurance Coverage

Each succeeding Board of Directors shall ensure that as a minimum, the following areas of insurance coverage for the Corporation, and its Directors, be maintained on a continuing basis, and with appropriate levels of coverage:

- (a) Commercial Marine and Liability Insurance;
- (b) Commercial General Liability and Property Insurance; and
- (c) Directors' and Officers' Liability Insurance.

Levels of coverage shall be reviewed annually, and determined in conjunction with the recommendations of the Corporation's insurance broker, and with a view to ensuring the Corporation meets or exceeds insurance norms for sailing clubs of a similar nature, or other similar recreation oriented non-profit organizations.

In addition to comprehensive liability coverage both on and off the water, all Corporation property shall be insured to an appropriate level. This will require an annual review of insured values for all property including buildings, building contents, fleet and fleet parts and accessories, and will require maintenance and timely submission to the insurer of accurate and updated inventory records by the Board of Directors.

Additional insurance coverage may be determined to be necessary and entered into by the Board of Directors as the need arises.

Passed by the Board of Directors and sealed with the corporate seal thisth day of November, 2012

Signed by Commodore