



Current as of June 05, 2021

BY-LAWS

Part 1 - Definitions

1.1 In these by-laws:

- a) "Act" means the Societies Act of British Columbia as amended from time to time
- b) "Regulations" means the BC Societies Act Regulations as amended from time to time
- c) "Clubhouse" means the premises, docks and other facilities of the Summerland Yacht Club.
- d) "By-laws" means these by-laws as amended from time to time.
- e) "Clubhouse Services" means any service provided within the Clubhouse, including but not limited to, kitchen and/or bar services of any kind.
- f) "The Society" means Summerland Yacht Club
- g) "Club" means The Society
- h) "Executive Committee" shall mean the Commodore, Vice Commodore, Immediate Past Commodore, Treasurer, Secretary and elected Directors.
- i) "Notice" shall mean a communication from The Society to members via post, e-mail or other means.
- j) "Special Resolution" means a resolution requiring not less than a 2/3 majority approval by members present or voting by proxy.
- k) "Resolution" means a resolution requiring simple majority approval by members present or voting by proxy.
- l) "Secret Ballot" means an unidentifiable ballot cast by a member present in person or by their proxy at a Special or Annual General Meeting.
- m) "Electronic Vote" shall mean a vote cast using The Society website voting application.
- n) "Club Policy" shall mean an operating rule(s) of The Society not covered specifically by these by-laws.
- o) "Spouse" shall mean a person who is married to another person, or living with another person in a marriage-like relationship

Definitions in Act apply

1.2 The definitions in the Act as amended from time to time apply to these by-laws.

Interpretation

1.3 In these by-laws, words in the singular form include the plural and vice versa and words importing a specific gender include the other gender and a corporation.

Conflict with Act or Regulations

1.4 If there is a conflict between these by-laws and the Act, or the Regulations under the Act, the Act or the Regulations, as the case may be, prevail.

Conflict with The Society Policies

1.5 Where there is a conflict between a Club Policy and these by-laws, the by-laws shall prevail.

Part 2 – Membership

Application for membership

2.1 Applications will be considered in accordance with The Society's membership policy.

Acceptance of membership

2.2 Any membership applicant approved by the Executive Committee who has paid the necessary dues will have their membership accepted.

Inability to use facilities

2.3 A member who, for any reason, anticipates inability to use The Society's facilities for the whole of any one year shall be excused payment of the annual moorage fee provided that notice in writing is given to the Secretary before March 1st of that year. A member wishing to re-commence their moorage during the year in question, subject to available space, shall pay such portion of the annual moorage fees as the Executive Committee shall require. A member who gives up their moorage space is not guaranteed their original slip upon re-commencing their moorage.

Past member

2.4 Upon re-application by a past member, the Executive Committee may, at its discretion, excuse payment of an initiation fee, provided the applicant is re-applying within a three-year period dating from their last year of membership, and that the applicant was a member in good standing at the time of their last membership.

Membership categories

2.5 There shall be the following categories of membership with corresponding power to vote at all meetings of The Society as indicated hereunder. The rights and privileges of each category of members are as follows:

a) **A REGULAR MEMBER** is a person who at the date of joining is over the age of nineteen years and pays the required dues, levies and initiation fees. Moorage fees are also payable for dock space if required (subject to availability). A Spouse may be a joint member and have all the privileges and responsibilities of Society membership (Joint Membership). Only one party of a Joint Membership can hold an executive position and only one party can vote at any given time. All children of members, with parental approval, are invited to use the club facilities.

b) **A SPONSORED MEMBER** may be attached to a Regular Member *with a jointly-owned vessel* at the request of the Regular Member. Sponsored Membership is not available as a stand-alone class of membership, and is only available after the Regular Member is approved by the Executive Committee. The Sponsored Member may make use of The Clubhouse, and shall be subject to annual membership dues and the volunteer fee as established from time to time, however a Sponsored Member shall have no vote. The Sponsored Member is subject to the by-laws and policies of The Club, and the sponsoring Regular Member assumes responsibility for the proper conduct of the Sponsored Member. Sponsored Memberships will be terminated when the Regular Member ceases to hold membership. Sponsored Members must be approved by the Executive Committee. A sponsoring Regular Member may request that Sponsored Memberships attached to their membership be terminated. A Sponsored Member may apply to be a Regular Member under the applicable Club policies.

c) **A LIFE MEMBER** shall have one vote and be exempt from all but moorage fees and special levies.

d) **AN HONOURARY MEMBER** shall have no vote.

e) **AN ALUMNI MEMBER** is a person who has been a regular member or Life Member in good standing with assigned moorage for a period of time not less than that specified in the Society membership policy, who has been an active contributing member of the Club, and who for health, age or other reason decides to give up boating but wants to maintain membership status with the Club. An eligible member may make application, or be nominated by another member, to the Executive Committee for approval as an Alumni Member. The Executive Committee may approve the membership in accordance with the requirements specified in the Society membership policy. The Alumni Member will not be required to pay any of the normal club fees or levies other than the current fee for a FOB if required. The Alumni Member is a non-voting class of membership and will continue to enjoy the privileges and responsibilities of Society membership including access to Club facilities. The Spouse of an Alumni Member, if declared as a joint member during the period of being a Regular Member or Life Member, shall continue to be a joint member and enjoy the privileges and responsibilities of Society membership.

Transference of Membership

2.6 Transference of membership due to the death of a member shall be governed by The Society membership policy.

Member removal

2.7 Any conduct that the Executive Committee concludes is either unworthy of a member or otherwise injurious to the interests of the Club shall render a member liable to expulsion. The member will be given immediate written notice of the proposed expulsion including reasons for the proposed expulsion.

A member who is under notice of proposed expulsion and wishes to contest the notice of expulsion must request a meeting with the Member Review Committee to discuss the charges. This committee shall be made up of two executive members plus three regular members to be appointed by the Executive Committee as required. This meeting shall be held within thirty (30) days of any such request. At the request of the member, this meeting may be held in camera, closed to all other Society members or legal advisors, or open to all club members as observers only. In either case, the member may have another club member present for support and to speak on their behalf if desired. A person whose membership is under review by the Member Review Committee shall be free to continue to exercise all their privileges of membership until the decision is made by the Member Review Committee, except, if in the opinion of the board, the immediate safety of members, staff or property is at risk.

The expulsion decision shall be made by the Member Review Committee and shall be carried by a simple majority vote of the full five members and shall take force immediately. If expelled, the member loses all Society privileges of membership.

The expelled member shall have one opportunity to appeal the expulsion to a new Member Review Committee selected at the following Annual General Meeting within thirty (30) days of that Annual General Meeting. The appeal shall be heard within ninety (90) days of the Annual General Meeting.

If at any time The Society fails to take action within the time lines as set out above, the expulsion process shall be terminated completely against that individual.

Compliance with by-laws

2.8 Every member must comply with these by-laws and with the policies and rules of The Society. Failure to comply may result in one or more of the following actions:

- a) Application of bylaw 2.7
- b) Application of a fine not to exceed \$100.00. On a member's first incident of noncompliance that would be eligible for a fine, the member will be sent a warning letter or e-mail by the Executive Committee. The second incident by the member for the same infraction will result in notification of a fine, such amount to be established by the Executive Committee. The member may request a hearing with the Executive Committee within one week of receiving such a fine notification. The Executive Committee must grant a hearing to the member within two weeks of receiving a request from the member for a hearing. Unpaid fines will be added to the member's annual dues invoice.
- c) A member may report a bylaw violation to any Executive Officer or Director, who then, with the assistance of the Executive Committee, investigates the alleged violation.
- d) Bylaw and policy/rule infractions include, but are not limited to:
 - i) Failing to stop at the pedestrian walkway on entering the Clubhouse property.
 - ii) Improperly secured halyards causing a nuisance to other members and Clubhouse neighbours.
 - iii) Vessels with unduly loud exhausts.
 - iv) Excessive speed within the Clubhouse basin.
 - v) Members "lending" their moorage slip to a non-member.
 - vi) Storage of member dinghies on the docks or anywhere in the water of the basin.
 - vii) Behaviour that is offensive or overly loud anywhere on SYC property.
 - viii) Violation of any other rule or policy of The Society that may be in effect from time to time; new rules or policies will be communicated to members.

Membership dues

2.9 All fees and rates for each category of membership shall be proposed by the Executive Committee to the members at the Annual General Meeting as deemed necessary. Except for House Account Fees and Volunteer Fees, the fees for the upcoming year(s) shall be approved by resolution at an Annual General Meeting, and shall take effect on the first day of January in the year following unless otherwise stated. The Executive Committee shall prescribe policies for administering the payment of fees, dues and levies by members, including policies for the refund of any fees, dues or levies paid.

Regular Members shall be required to remit the following fees:

- a) A one-time initiation fee upon joining The Society, and thereafter, an annual membership fee
- b) If the member utilizes moorage, an annual moorage fee which shall entitle the member access to, and the use of, one assigned moorage at The Society's facilities.
- c) An annual volunteer fee as determined by the Executive Committee. A member wishing to perform volunteer work for The Society will be reimbursed at a rate up to the maximum of the annual volunteer fee.
- d) An annual house account fee as determined by the Executive Committee (see 5.7)
- e) Any special levy that may be in effect from time to time.

Member information

2.10 Members shall provide their current address and contact information, (including phone and email if applicable), which shall be recorded in the register of members of The

Society. Any notice sent to the address recorded in the register of members, whether by post or e-mail, shall be deemed to have been delivered to the member. Member information is subject to The Society privacy policy. Members wishing to access member contact information from the register of members must make their request in writing by sending their request to the Society office, and must clearly specify their need for such access. Such member will only be provided the name and one contact method from the register of members.

Moorage documents

2.11 Members with moorage shall annually sign a moorage contract and provide to The Society a valid copy of marine insurance indicating liability insurance of not less than two million dollars. The policy must be a marine policy. Insurance provided through a house insurance policy is not acceptable. Proof of insurance renewals must be provided to The Society no more than seven days after the expiration of the previous insurance coverage. Signed moorage agreements must be received by The Society no later than April 30th annually. Members may electronically upload their insurance and sign and bind their agreement using The Society's website membership form.

Member not in good standing

2.12 A member is not in good standing if the member fails to:

- a) pay the member's annual membership dues and fees, or any other debt owing by the member to The Society, or
- b) remit required documentation as set out in these by-laws, or
- c) comply with Section 2.8

Member not in good standing restrictions

2.13 A voting member who is not in good standing may not

- a) vote at a general meeting, or
- b) consent to a resolution of members, or
- c) participate in Club-sanctioned events, or
- d) access the Clubhouse facilities

Termination of membership if member not in good standing

2.14 The Executive Committee may cancel, with not less than 15 days Notice, the membership of any member not in good standing. The Executive Committee may, at its discretion, reinstate such member upon compliance with payment, by-law, policy and document requirements.

Appointment of Honourary and/or Life Members

2.15 The Executive Committee may nominate for election at an Annual General Meeting prospective Honourary and / or Life Members. The total of such members shall not at any time exceed 10 members. The election of Honourary and Life Members shall be by Special Resolution, which must be approved by not less than 2/3 of those members in good standing, present or represented by proxy at an Annual General Meeting.

Member Remuneration

2.16 No member shall be remunerated for services performed on behalf of The Society unless it is for trades or professional services approved by the Executive Committee.

Use of Clubhouse

2.17 Members may not use the Clubhouse for other than Society business without written permission from the Executive Committee. Requests must be made in writing, stating the specifics of the activity proposed.

Member Gain From Activities

2.18 The activities of The Society shall be carried on without providing financial gain to members. Any income, profits or accretions to The Society shall be used only in promoting the purposes of The Society.

Part 3 – Meetings of Members

Time and place of meeting

3.1 An Annual General Meeting must be held within five months following The Society's fiscal year end at the Summerland Yacht Club, or at a place determined by the Executive Committee. The members shall be given not less than 14 days Notice of the Annual General Meeting.

Ordinary business

3.2 No business, except the passing of the financial statements, the election of an Executive Committee, and any business recommended by the Executive Committee shall be discussed at the Annual General Meeting, unless:

- a) Not less than five members in good standing submit a written request to the Executive Committee not exceeding 200 words for an agenda proposal at least 30 days prior to the Annual General Meeting, and further
 - (i) The names of the requesting members must be included in the notice of the Annual General Meeting
 - (ii) Proposals that are substantially the same in nature as a proposal included in an Annual General Meeting in the previous two years will not be considered

Notice of Special Business

3.3 A notice of an Annual General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.

Special Resolutions

3.4 The following proposals shall require a Special Resolution:

- a) Amendments, deletions or additions to these by-laws and constitution
- b) Approval to borrow funds
- c) Approval of Special Levies
- d) Appointment of Life and/or Honourary members
- e) Disposition of Society assets in excess of ten thousand dollars
- f) Any other matter on which the Executive Committee deems a clear majority vote to be in the best interests of The Society

A Special Resolution requires approval of not less than 2/3 of the members entitled to vote, in person or by proxy at a Special or Annual General Meeting. Only limited (directed) proxies will be accepted for Special Resolutions. Special Resolutions may not be amended in any material manner at an Annual General Meeting.

Chair of meeting

3.5 The following individual must preside as the chair of a general meeting:

- a) the Commodore;
- b) the Vice Commodore, if the Commodore is unwilling or unable to preside as the chair;

c) one of the other directors present at the meeting, if the Commodore and Vice Commodore are unwilling or unable to preside as the chair.

Alternate chair of meeting

3.6 If, at a general meeting,

- a) there is no director present within fifteen minutes from the time set for holding the meeting, or
- b) none of the directors present is willing and able to preside as the chair of the meeting, the members who are present must elect one of those members to preside as the chair.

Quorum required

3.7 A quorum shall consist of 25 members in good standing present in person at a meeting. Proxies may not be counted in determining a quorum.

Lack of quorum

3.8 If, within 30 minutes from the time set for a general meeting a quorum of voting members is not present,

- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned until the same day the next week, at the same time and place, and if a quorum is not present from 30 minutes of the time set for the continuation of the adjourned general meeting, the voting members who are present in person at the meeting shall form a quorum.

If quorum ceases to be present

3.9 If at any time during a general meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, adjourn the meeting from time to time and from place to place, but no business may be conducted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. The meeting date for continuation of an adjourned meeting must be established prior to adjournment.

Notice of continuation

3.11 It is not required to give any notice of the continuation of an adjourned meeting or the business to be transacted at the continuation of an adjourned general meeting, except that, when a general meeting is adjourned for fourteen days or more, not less than seven days Notice must be given.

Order of business at a general meeting

3.12 The order of business at a general meeting is as follows:

- a) elect a person to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the last general meeting;
- e) deal with unfinished business from the last general meeting;
- f) if the meeting is an annual general meeting,

- i) receive the directors' report on the financial statements of The Society for the previous financial year, and the auditor's report, if any, on those statements,
- ii) receive any other reports of directors' activities and decisions since the previous annual general meeting, and
- iii) elect or appoint directors;
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

Chair has no casting or second vote

3.13 The chair of a general meeting does not have a casting or second vote at the meeting in addition to the vote to which the chair may be entitled as a member.

Methods of voting

3.14 At an Annual General Meeting, voting shall be conducted using voting cards by those physically present at the Meeting, excepting elections. Voting must be by secret ballot if, before or after any vote by use of voting cards, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting. Secret ballots shall be destroyed upon adjournment of the meeting. Electronic voting via The Society website, including elections, is permissible at the discretion of the Executive Committee, such votes to be cast no later than 24 hours prior to the Annual General Meeting.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting

3.16 Voting by proxy is permitted. Proxy votes are valid only for the meeting for which they are given. They remain valid for a meeting that is adjourned and recalled at a later date. Only members in good standing may act as a Proxy. Proxy forms must be:

- a) general in nature for items requiring a simple majority, including elections
- b) limited (directed) in nature for items requiring a minimum 2/3 majority

Special General Meeting

3.17 A Special Meeting may be requested by members under the following conditions:

- a) The signed written request(s) must be made by no less than 10% of The Society's voting membership
- b) The request cannot exceed 200 words in its entirety
- c) The request must be delivered to the registered address of The Society
- d) A copy must be delivered to each director of The Society

After receiving a valid request, the Executive Committee must, within 21 days, call a meeting to be held within 60 days of receiving the request.

Meeting Rules

3.18 In order to keep meetings on time and on topic, meetings shall be conducted according to the following rules:

- a) A member wishing to speak on a topic must be recognized by the Chair. On being recognized, the member shall stand and state their name.

- b) A member may speak twice on any one topic for a maximum of two minutes each time, however a member shall not speak a second time as long as other members are waiting to speak for the first time.
- c) A member speaking without recognition from the Chair shall be ruled out of order. The Chair may request a member who consistently speaks out of order to leave the meeting.
- d) The Chair may make exceptions to these rules provided the exceptions are applied equally to all members.

Part 4 – Directors

Election or appointment of Executive

4.1 At each annual general meeting, the voting members entitled to vote for the election or appointment of officers and directors must elect or appoint an Executive Committee.

Executive Committee members

4.2 The Executive Committee of The Society shall be Regular or Life Members of The Society, and shall consist of the Commodore, Vice Commodore, Secretary and Treasurer, each to be elected at an Annual General Meeting as officers and directors of The Society for two year terms, and nine directors who are to be elected for two year terms as follows:

Harbour Master

House Director

Yard Master

Staff Captain

Fleet Captain

Moorage Director

and three directors-at-large.

The retiring immediate Past Commodore shall also be an ex-officio member of the Executive Committee but shall have no vote.

A director may hold more than one position described in this by-law, but in any case shall have only one vote.

Executive Committee may fill casual vacancy on board

4.3 The Executive Committee, may at any time, by resolution, appoint a member as a director to fill a vacancy that arises on the Executive Committee as a result of the resignation, death or incapacity of a director during the director's term of office, and that member will have voting rights on committee decisions. Any member appointed under this by-law must provide a written letter of acceptance to the Executive Committee.

Term of appointment of director filling casual vacancy

4.4 A director appointed under by-law 4.3 ceases to be a director at the commencement of the Annual General Meeting following their appointment.

Remuneration of Executive Committee

4.5 A director must not be remunerated for being a director, but a director may receive remuneration for services provided to The Society in another capacity.

Directors must be qualified

- 4.6** (1) An individual must not be a director of The Society if the individual is not qualified to be a director under section 43 of the Societies Act
- (2) A director of The Society who is not, or who ceases to be, qualified under section 43 of the Societies Act to be a director of The Society must promptly resign.
 - (3) A director who is a citizen or dual citizen of the U.S. may not have signing

authority on Society bank accounts.

Validity of acts

- 4.7** (1) An act of a director or officer is not invalid merely because of an irregularity in the director's or officer's designation, election or appointment or a defect in the qualifications of that director or officer
- (2) An act of The Society is not invalid merely because
- (a) fewer than the required number of directors or officers have been designated, elected or appointed,
 - (b) the residency requirements for the directors or officers have not been met, or
 - (c) a majority of the directors or officers, contrary to Section 4.5, receive or are entitled to receive remuneration from The Society under contracts of employment or contracts for services.

Duties of Executive Committee

4.8 The Executive Committee shall administer and direct the affairs of their various portfolios in compliance with the by-laws and policies of The Society.

Part 5 – Proceedings of Directors

Executive Committee meetings

5.1 Any director may at any time convene an Executive Committee meeting.

Meeting valid despite omission to give notice

5.2 The accidental omission to give notice of an Executive Committee meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.

Conduct of meetings

5.3 The Executive Committee may regulate their meetings and proceedings as they think fit. Meetings must be held a minimum of six times in a calendar year.

Quorum of Executive Committee

5.4 The quorum is a majority of the Executive Committee positions that are filled and are qualified to vote.

Executive Committee voting

5.5 Matters arising at an Executive Committee meeting must be decided by simple majority vote. In the case of a tie vote the chair does not have a second vote, and the resolution will be deemed as failed.

Borrowing

5.6 The Executive Committee may not pledge the credit of The Society without approval from members obtained via Special Resolution at the Annual General Meeting or at a Special General Meeting.

House Account Fee

5.7 The issuance, terms and value of the House Account Fee shall be regulated by the Executive Committee. The fee has no cash value and will expire at the end of the fiscal year in which they were issued. In the event that Clubhouse services are declared permanently halted prior to September 30th by the Executive Committee for extraordinary

reasons such as:

- a) damage to the Clubhouse
- b) lack of staff
- c) an order from a branch of government to cease operation
- d) any other reason determined by the Executive Committee to warrant halting services,

the value of unused House Account Fees purchased that fiscal year will be reimbursed to members.

Sub-Committees

5.8 The Executive Committee may appoint such sub-committees as it may from time to time deem necessary, and may delegate to it such powers as it may think appropriate for such terms and conditions as shall be deemed expedient and/or required by law to accomplish the goals of The Society. Membership of such sub-committees shall be appointed by resolution of the Executive Committee. Officers of The Society shall be ex-officio, non-voting members of all sub-committees.

Sub-Committee powers

5.9 The directors may delegate to a sub-committee any of the directors' powers, except

- (a) the power to fill vacancies under by-law 4.3, and
- (b) the power to appoint or remove senior managers.

Committee meetings

5.10 A committee of directors established under by-law 5.8 may regulate its meetings and proceedings as it thinks fit.

Obligations of committee

5.11 A committee of directors established under by-law 5.8, in the exercise of the powers delegated to it, must

- (a) conform to any rules imposed on the committee by the directors, and
- (b) report every act or thing done in the exercise of those powers to the earliest directors' meeting held after the act or thing has been done.

Spending Restrictions

5.12 The Executive Committee shall have the authority to approve expenditure of up to ten thousand dollars without approval from the membership; such approval to be recorded in the Executive Committee minutes. The Executive Committee has the authority to approve required emergency expenditures exceeding ten thousand dollars, providing the expenditure is necessary for the safe and efficient operation of the Clubhouse. Emergency expenditures must be authorized via resolution at an Executive Committee meeting.

Conflict of Interest

5.13 Whenever an Officer or Director of The Society has a financial or personal interest in any matter coming before the Executive Committee, the Committee shall ensure that:

- a) the interest of such officer is fully disclosed to the Executive Committee;
- b) no interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Executive Committee at which such matter is voted upon;
- c) any transaction in which a Director or Officer has a financial or personal interest shall be duly approved by members of the Executive Committee not so interested;
- d) payments to the interested Officer shall be reasonable and shall not exceed fair

market value;

e) minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Executive Representation

5.14 An Executive representing The Society shall identify themselves accordingly to third parties.

Tenders for Society projects

5.15 Any Society projects inviting competitive bidding shall have such bids opened in the presence of a quorum of the Executive Committee. The successful bid may not necessarily be the lowest bid. The Executive Committee shall select the bid deemed to present the best value for The Society, and such bid, if accepted, will be accepted by a resolution of the Executive Committee.

Contracts

5.16 The Executive Committee, or any person or sub-committee delegated by the Executive Committee to act as agent for The Society or its members, may conclude contracts as necessary for the operation of The Society and maintenance of The Clubhouse.

Part 6 - Elections

Nominations

6.1 All nominations for office must be received no less than fourteen days prior to the Annual General Meeting. Nomination forms will be available at the Summerland Yacht Club office. Nominations will not be accepted from the floor at the Annual General Meeting, except as permitted by Section 6.2

Nomination from floor

6.2 If the number of candidates for election is equal to the number of vacancies to be filled, then all candidates shall be deemed elected. If the number of candidates is less than the number of vacancies, then nominations may be accepted from the floor. Nominations from the floor will not be eligible for electronic voting.

Executive Committee Appointments

6.3 In the event there is no nominee for any of the four Officer positions, the elected Executive Committee may appoint those vacancies, and the appointees shall have the right to vote at Executive Committee meetings.

Determination by lot

6.4 In the event of the ballot failing to determine the members of the Executive Committee because of an equality of votes, the candidate or candidates to be elected from those having an equal number of votes shall be determined by lot.

Multiple candidates

6.5 Multiple candidates running for a position shall be chosen by a simple plurality of votes. In the case of three candidates running for two open positions, the two candidates receiving the most votes shall be elected.

Secret Ballot

6.6 Election voting shall be by secret ballot, cast by members in good standing, present in person or by proxy. As nominations could be made from the floor in some cases, only general proxies are acceptable for voting. Members may vote electronically using The

Society website at the discretion of the Executive Committee, such votes to be cast no later than 24 hours preceding the start of the Annual General Meeting.

Part 7 – Limitation of Liability

Executive Committee saved harmless

7.1 In exercising the authority vested in the Executive Committee by members of The Society, members of the Executive Committee are indemnified and saved harmless out of the funds of The Society from and against:

- a)** all costs, charges and expenses whatsoever that such Director or Officer sustains or in or about any action, suit or proceeding that 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; and,
- b)** all other costs, charges and expenses that he sustains or incurs in or in relation to the affairs of The Society;
- c)** except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default as determined by a court of law.

Society saved harmless

7.2 Members of The Society, their guests and visitors use The Society's premises and facilities entirely at their own risk. The Society does not accept liability for personal damage, injury or loss arising out of the use of The Society facilities, either sustained by members, their guests or visitors, or caused by members, their guests or visitors, whether such damage, injury or loss may have been attributed to, or was occasioned by the neglect, default or negligence of any of them, the Officers, or employees of The Society.

Part 8 – Dissolution

Distribution of Assets

8.1 Upon the winding-up or dissolution of The Society, the assets of The Society shall be liquidated. Any funds remaining after the payment of all costs, charges, debts and expenses owing or incurred by The Society shall be distributed equally to its Regular Members and Life Members in good standing.