

Mooredale Sailing Club  
Constitution and By-laws

CURRENT

JAN 31/95

Jake Smythe

UNDER THE AUSPICES OF RMPA

1. Name The name of the club shall be the "Mooredale Sailing Club".
2. Affiliation The club shall operate in association with the Rosedale-Moore Park Association, 146 Crescent Road, Toronto, Ontario, M4W 1V2.

3. Purpose

ALL ASSETS ARE PART OF THE RMPA CORPORATE ASSETS

1. To own, possess administer and enjoy all the property, leases, equipment and all other assets whatsoever of the Mooredale Sailing Club.

2. To provide such facilities as may be necessary for the members of the club to participate in sailing, whether training, racing or pleasure sailing, and to maintain shore facilities and boats and equipment as may be necessary from time to time.

3. To be able to participate in the joint sailing facilities of the Outer Harbour Sailing Federation in co-operation with the other clubs and associations comprising the federation.

4. Validity NOT SURE OF THE VALIDITY OF THIS. THIS IS A QUESTION & MAY NOT BE A PROBLEM

This constitution shall be the only constitution of the Mooredale Sailing Club and that any by-laws made subsequent to the adoption of this constitution shall be the only operating valid by-laws of the club.

1. Fiscal Year and Membership Year SHOULD BE SAME AS RMPA, SEPT. 1 TO AUG 30

The fiscal year shall be from October 1<sup>st</sup> to September 30<sup>th</sup>. The membership year shall be from February 1<sup>st</sup> to January 31<sup>st</sup> of the following year.

2. Annual general meeting

The annual general meeting of the club shall be held at Mooredale House or such other place as may be decided in the fall of each year no later than the middle of November.

Written notification of the time and place shall be sent to each active member in good standing at least 10 days in advance of the meeting and shall be published in the Mooredale newsletter preceding the meeting. The non-receipt of such notice by any active member shall not invalidate the proceedings of the meeting in any way.

3. Special General Meetings

Special general meetings shall be called by the Commodore within 30 days after a receiving requisition in writing from ten or more active members in good standing or upon advice from the executive board.

Notices of such general meetings shall state the matter or business to be brought before the meeting. Written notification shall be given as for the annual general meeting and non-receipt of notices shall in no way invalidate the proceedings of special general meetings.

4. Voting

4.1 Each active member in good standing present shall be entitled to one vote on each matter or item of business arising at any general meeting.

4.2 All votes for officers and members of the executive board shall be by secret ballot when any position is contested.

4.3 When a vote results in a tied vote a second ballot shall be immediately taken. If the tie is not broken on the second ballot the motion is declared lost or in the election of officers and members of the executive board the chairman shall cast the tie-breaking vote.

4.4 In all meetings with the exception of the election of officers and members of the executive board, where the voting shall be noted in sub-section 8.3 above, the chairman shall have full voting privileges.

## 5. *Nominations for Members of the Executive Board*

Nominees for all offices must be active members in good standing at the date of their nomination. Nominations for members of the executive board shall be in the hands of the secretary before the annual general meeting. These nominations shall be in writing and the consent of the nominee to act, if elected, obtained. Nominations may be made from the floor if the proposer and seconder are present and the nominee also present publicly declares the willingness to serve if elected.

## 6. *Quorum*

A quorum for annual or special general meeting shall be fifteen percent of the active members in good standing.

## 7. *Order of Business*

### 7.1 *Annual General Meeting*

Readings of notice calling meeting  
Minutes of previous meeting  
Matters arising from the minutes  
Communications  
Enquiries  
Report of officers  
Committee reports  
Motions before the meeting  
New business  
Election of officers for coming year  
Adjournment

### 7.2 *Special General Meetings*

Reading of the notice calling meeting  
Communications  
Motion before the meeting  
Adjournment

## 8. *Executive Board*

8.1 The government and management of the club shall be vested in the executive board consisting of the following elected officers:

The Commodore  
The Vice-Commodore/Safety Officer  
The Past Rear Commodore  
The Treasurer  
The Secretary  
The Fleet Captain  
The Sailing Officer  
The Social Convenor  
The Membership Chairperson  
The House and Grounds Officer  
The Fleet Training Officer  
The Newsletter Editor

*THERE IS NO LISTING OF OUR RMPA REPRESENTATIVE AS AN OFFICIAL EXECUTIVE MEMBER.*

*PREVIOUSLY THE COMMODORE WAS THE RMPA REPRESENTATIVE.*

8.2 The executive board shall be limited to 12 persons. The executive board may extend voting privileges where convenors and chairpersons are appointed for a one year term.

THERE HAVE BEEN TIMES WHEN <sup>AN</sup> ~~OUR~~ MSC EXECUTIVE MEMBER <sup>WAS</sup> ~~WAS~~ NOT "AN ACTIVE MEMBER IN GOOD STANDING"

8.3 Each member of the executive board shall be an active member in good standing of the club throughout the term of office. Failure to maintain good standing shall result in the forfeiture of the office.

8.4 Vacancies occurring in the board from time to time may be filled until the next annual meeting by the remaining members of the board electing some duly qualified active member in good standing to fill the vacant position or positions on the board.

The executive board shall be empowered to enact such rules and regulations as it may deem desirable for the proper conduct of the affairs of the club. Every new rule or regulation and every repeal, amendment, modification or variation thereof, unless in the meantime confirmed at a general meeting duly called for that purpose, shall have force only until the next annual general meeting of the club and in default of confirmation thereat shall from that time cease to have force and in that case no new rule or regulation to the same or like effect, or re-enactment thereof, shall have any force until confirmed at a general meeting of the club. Any such rule or regulation must be published in the club's newsletter immediately following the adaptation of the said rule or regulation. However, the rule or regulation shall have full validity before such publication.

ALL LONG TERM CONTRACTS SHOULD GO TO RMPA

8.5 The power or authority to make long term agreement or contract involving a cost in excess of \$1,000 shall require the approval of the executive board. Two signing officers for such documents shall be designated by the executive board following the annual general meeting.

RMPA

8.6 A copy of all contracts and agreements shall become part of the club records and shall be kept in the records of the secretary, *AND IN THE OFFICE OF RMPA*

8.7 Every member of the executive board shall, at all times, while acting in their capacity as an executive board member, be indemnified and saved harmless by the membership of the club from and against:

- A. Any liability and all costs, charges and expenses that he or she may sustain or incur in respect of any actions, suit, or proceedings that is proposed or commenced against him or her for or in respect of the execution of the duties of his or her office and
- B. Any other liability and all costs, charges and expenses that he or she may sustain or occur in respect of the affairs of the club.

Such indemnification shall apply except in situations where the executive board member has failed to act honestly and in good faith.

## 9. Duties of the Commodore

9.1 To preside at all annual and special general meetings of the club and at all executive board meetings.

9.2 To take command of the squadron.

9.3 To enforce the constitution, by-laws, rules and regulations, *AND THE POLICIES OF RMPA*

9.4 To be a non-voting ex-officio member of all committees.

\* 9.5 *TO BE THE RMPA REPRESENTATIVE, OR TO DELEGATE HIS/HER REPRESENTATIVE*

## 10. Duties of the Vice-Commodore

10.1 To officiate in the absence of the Commodore and to assist that officer in the discharge of duties.

10.2 To be responsible for establishing water survival courses, setting Officer-of-the-Day assignments and be responsible for other areas of safety as shall be determined by the executive board.

10.3 To be a non-voting ex-officio member of all committees.

## 11. Duties of the Past Commodore

11.1 To officiate in the absence of the Commodore or Vice-Commodore

11.2 To assist the Commodore and Vice-Commodore in the discharge of their duties.

11.3 This office shall be filled by the outgoing commodore only.

## 12. Duties of the Fleet Captain

12.1 To be responsible for the care and maintenance of all boats in the club's fleet

12.2 To present a report to the executive board recommending policies concerning the club's fleet and its effective management at the close of the season's sailing so that changes in policy may be brought into effect in time for the following year's activities.

## 13. Duties of the Sailing Officer

13.1 To arrange and conduct all schedules of sailing for the members.

13.2 To consult with similar officers in other clubs or associations within the Outer Harbour Sailing Federation and with other community clubs in order to arrange schedules for the clubs or associations so that conflicts may be avoided.

13.3 To run regattas and races as may be necessary.

## 14. Duties of the House and Grounds Officer

14.1 To maintain and improve shore facilities including docks, grounds and buildings.

## 15. Duties of the Fleet Training Officer

15.1 To organise and administer an instruction program for club members for the purpose of providing training in the handling and control of the club's boats, in navigation and in all matters pertaining to sailing.

## 16. Duties of the Social Convenor

16.1 To organise and oversee all social events deemed to be club functions.

## 17. Duties of the Membership Chairperson

17.1 To promote membership in the Mooredale Sailing Club.

17.2 To prepare and distribute the annual membership directory and club handbook.

## 18. Duties of the Newsletter Editor

18.1 To publish and distribute club publications as determined by the executive board.

## 19. Duties of the Secretary

19.1 To attend and keep a record of all matters transacted at all executive board meetings and all general meetings of the Mooredale Sailing Club.

19.2 To execute any document as instructed by the executive board.

19.3 To conduct all correspondence pertaining to secretarial files.

19.4 To perform such other secretarial duties as may be assigned from time to time by the executive board.

## 20. Duties of the Treasurer

20.1 To collect or be responsible for the collection of all fees, dues, subscriptions and monies due to the club *MEMBERSHIP AND TO RMPA*

20.2 To be responsible for the accounting of all club monies.

20.3 To pay accounts as approved by the executive board.

20.4 To keep or be responsible for keeping in the books of the club regular accounts of transactions, finances, assets and liabilities of the club subject to the examination by the executive board and its auditors.

*DUTIES - IN EFFECT, TO SIMPLY KEEP THE BOOKS*

*THE ONLY LEGAL AUDITORS ARE RMPA'S*

*DOES THE MISC WANT THE TREASURER TO APPROVE ALL PAYMENTS?*

RMPA DOES NOT THINK THIS NECESSARY BECAUSE THE BOOKS RESIDE AT RMPA. MSC DOES NOT HAVE CUSTODY OF THE BOOKS

20.5 To have custody of and/or be responsible for the books, documents and securities of the club.

20.6 To submit <sup>PRESENT</sup> to the annual general meeting a statements of the club's accounts, <sup>AND PRESENT AN AUDITED STATEMENT ONCE A YEAR (AT JANUARY SPECIAL MTG.)</sup>

20.7 Financial records of the club shall be reviewed annually by two members of the executive board and one person from the membership at large not including the Treasurer. These persons shall have responsibility for expressing approval of the annual financial statement. This group shall inform the membership of the completion of the review process at the annual general meeting.

## 21. Board Meetings EXECUTIVE MEETINGS (USE OF THE TERM "BOARD")

21.1 Six members of the executive board shall constitute a quorum. <sup>SUGGEST 1/2 OF EXEC., PLUS ONE.</sup>

21.2 Meeting of the executive board may be called at any time by the Commodore or, in the Commodore's absence, by any two members of the board.

21.3 Members of the executive board shall be notified of all meetings of the board. Adequate notice by phone or by mail shall be required.

## 22. Order of Business at Executive Board Meetings

- Minutes of the last meeting
- Business arising from the minutes
- Communications
- Current business
- Reports
- New business
- Date of next meeting
- Adjournment

## 23. Committees and Delegations

23.1 The Commodore <sup>AND THE RMPA</sup> and the Vice-Commodore or their designated alternates shall be the two members to represent the club on Outer Harbour Sailing Federation executive committee.

23.2 There shall be appointed by the executive board standing committees and such ad hoc committees as may be required from time to time. Such committees shall exist for no more than one year but may be re-established by action of the executive.

23.3 No committee or person shall have power or authority to make contract on behalf of the club or to make any rule or regulation except such as shall be approved by the executive board which may at any time discontinue or control their actions. Committees shall meet at the call of their chairperson at such time as may be required.

## 24. Membership

24.1 Membership in good standing in the club shall be attained by completing a membership application form and by payment of all required fees.

24.2 The maximum membership quota shall be as the executive board may determine from time to time.

24.3 Classifications of members as well as qualifications and privileges of each classification shall be as the executive board may determine from time to time. The classification of members shall be as follows:

24.3.1 *Active membership* An active member must have attained the legal age of majority and have paid in full all fees (as established by the executive). An active member is entitled to enjoy all club privileges.

24.3.2 *Associate membership* An associate member is a non-voting, non-sailing member who has been granted this status by the executive, after having been a member in good standing for a minimum of three years, serving the club in an exemplary manner and paying in full all fees (as established by the executive), as well as remaining a member of the Rosedale-Moore Park Association.

CLARIFY THE AGE - WHAT ABOUT CHILD?

SOCIAL MEMBERS; - RMPA DOES NOT COUNT THEM AS MEMBERS

? RMPA IS NOT CLEAR, OR HAS SOME QUESTION ON THESE BECAUSE THE STATEMENTS MAY NOT BE IN LINE WITH RMPA'S OWN MEMBERSHIP RULES

24.3.3 *Honorary membership* An honorary membership may be granted by the unanimous vote of the executive. An honorary member is not liable for fees and is not entitled to vote at annual or special general meetings of the club. ?

24.3.4 *Holding membership* A holding member has no voting or other privileges. After paying a holding fee (as established by the executive). A holding member is allowed to rejoin at any time by paying in full the active membership fee, without payment of an initiation fee. ?

24.3.5 Boardsailing membership A boardsailing member must have attained the legal age of majority and have paid in full all fees (as established by the executive). A boardsailing member is entitled to year-round storage of a sailboard and to use of clubhouse and grounds. This membership does not permit voting, nor the use of club boats and does not include lessons.

24.4 Where applications for membership exceed the membership quota set by the executive board for the current year the applicants shall be put on a waiting list in order of application.

24.5 Vacancies in membership caused by resignation or non-renewal shall be filled from the waiting list in the order the applications are received.

24.6 Membership in the Mooredale Sailing Club includes membership in the Rosedale-Moore Park Association. ?

24.7 Membership identification may be issued to all members in good standing by the Treasurer or Secretary upon the Treasurer's assent.

## 25. Fees and Budget

25.1 The fees payable by all classes of member either as initiation fees or annual membership fees shall be set by the executive board as necessary. The fees and the budget for the ensuing membership year shall be ratified by the club membership at a general meeting to be held prior to January 31st.

25.2 Initiation fees and membership fees shall be due at the point of application for membership. Membership renewal fees shall become due by April 31st 30<sup>th</sup>

25.3 If the fees or any portion thereof or any other debt or obligation to the club by any member or other liability to the club are not paid by the member when due the Treasurer shall forthwith inform said member in writing of the default. If payment is not received within 30 days membership privileges shall be withdrawn. ?

## 26. Amendments to By-laws

26.1 Notice in writing of any change in the constitution or by-laws of the club to be proposed by any member at any annual or special general meeting must be left with the Secretary at least three weeks before such meeting and the Secretary shall give notice of such proposed change with the notice calling the general meeting.

26.2 No change shall be made in the constitution or by-laws of the club other than as provided for in this section except by a vote of the majority of the members present at an annual or special general meeting.

## 27. Trustees

\* The Mooredale Sailing Club executive board shall be trustees of all monies and the property of Mooredale Sailing Club with power to receive and hold monies, goods and properties and pay out monies from time to time on behalf of the club until such time as the club may become incorporated. RMPA SAYS THIS NOT LEGAL, AND IN FACT WHAT ACTUALLY HAPPENS. E.G. P. BUT MONEY

## 28. Guests

28.1 Active and honorary members may take guests sailing in the club's boats upon payment of a nominal fee to be set annually by the executive board.

28.2 The members are responsible for entering the guests' names in the signout book for boats, skipper and crew and is responsible for their guests' good behaviour, for their observation of club rules and regulations and for any damage that might happen to the club's property due to their guests' presence at the club.

28.3 Members are expected to be knowledgeable about and to observe the age restrictions of children as boat passengers under the club's insurance regulations. *WHAT IS THE AGE ?*

## 29. Fleet Policy

The fleet policy of the club shall be reviewed annually by the executive board with the advice of the fleet captain as may be required.

## 30. Discipline

30.1 Every member, on joining the club, undertakes to comply with the constitution and by-laws of the club, the by-laws of the Outer Harbour Sailing Federation and the regulations of the Toronto Harbour Commissioners and to conduct oneself in a proper manner.

30.2 Every member of the executive board and the assigned officer of the day has the right and duty to caution any member from taking a boat on the water or to recall a boat if it is believed the crew or skipper is unqualified, if believed the weather to be dangerous or if the club's rules and regulations are being disregarded.

30.3 In the event of any complaint as to the conduct of a member as being unworthy or injurious to the interests of the club or its members which prima facie has merit, the executive board shall set up a board of enquiry. At the hearing the complainant and the member shall be entitled to bring forward such facts, evidence and argument as they see fit.

On completion of the enquiry the board of enquiry shall either dismiss the complaint or, accepting the complaint, determine the punishment which may be suspension of sailing privileges for up to the whole season or termination of membership without refund of fee.

The votes of the board of enquiry shall be by secret ballot and must be carried by 75 percent of the vote or the motion fails.

30.4 Members of the club have a responsibility to become knowledgeable *AND TO FOLLOW* about the safety regulations and maintenance of boats and equipment.

## 31. General

All questions arising as to the interpretation and implementation of the constitution and by-laws shall be the responsibility of the executive board only.

*AND THE RMPA*