

FORM 3
SOCIETY ACT
CONSTITUTION

1. The name of the society is **MARTIN 242 FLEET ONE ASSOCIATION**.
2. The purposes of the Society are:
 - (a) *to provide an organization which represents Martin 242 sailors from the Vancouver area and to enhance the enjoyment of these sailboats;*
 - (b) *to promote and develop Martin 242 sailing and racing under the International Martin 242 Class Rules and Constitution and to promote and maintain the strict One Design character of the class;*
 - (c) *to encourage and foster the enjoyment of the day sailing, cruising and recreational aspects of sailing;*
 - (d) *to keep the cost of owning and racing a Martin 242 as low as possible consistent with enjoyment, seamanship and safety;*
 - (e) *to encourage the organization of, and participation in, inter fleet sailing, travel, sailing education and the introduction of newcomers to sailing.*
3. The Martin 242 Fleet One Association is a member-funded society, funded by members to carry on activities for the benefit of its members. On its liquidation or dissolution, the Martin 242 Fleet One Association may distribute its money and other properties to its members. (Nov. 8 2017)

BYLAWS

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "directors" means the directors of the Society for the time being;
 - (b) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means his address as recorded in the register of members.
 - (d) "technical matters" means matters governed by the Martin 242 Class Rules in effect from time to time.
 - (e) "owner member" means a member who has a least a twenty per cent financial interest in a Martin 242.(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 – Membership

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4. A person or organization may apply to the directors for membership in the Society and upon acceptance by the directors and upon payment of the appropriate dues shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. (1) The amount of the first annual membership dues shall be determined by the directors. After that the annual membership dues shall be determined by the directors and written notice of such dues shall be given to the members prior to the annual general meeting of the Society.
(2) The annual dues for the ensuing year shall be due immediately prior to the annual general meeting of the Society.
7. A person shall cease to be a member of the Society
 - (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on his death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 12 consecutive months.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

10. General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.
(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. An annual general meeting shall be held in January or February of each calendar year. Resolutions shall include, but not be limited to, election of directors and officers, approval of budget and approval of the Calendar of Events for the ensuing year. The Calendar of Events may include eligibility requirements for participation in Fleet events.

Part 4 – Proceedings at General Meetings

15. Special business is
 - (1) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (2) all business transacted at an annual general meeting, except:
 - (a) the adoption of rules of order;
 - (b) the consideration of the financial statements;

- (c) the report of the directors;
 - (d) the report of the auditor, if any;
 - (e) the election of directors;
 - (f) the appointment of the auditor, if required, and
 - (g) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
(3) A quorum is 20% of the members in good standing, but never less than 5 members.
(4) For resolutions on technical matters, 20% of the boat votes, as defined in Paragraph 22(2) below, must be represented.
17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to bylaw 19, the Fleet Captain, the Vice-Fleet Captain or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
19. If at a general meeting
(a) there is no Fleet Captain, Vice-Fleet Captain or other director present within 15 minutes after the time appointed for holding the meeting; or
(b) the Fleet Captain and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at any adjourned general meeting.
21. (1) Any resolution proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.
(2) In case of an equality of votes the chairman shall not have a casting vote or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
22. (1) A member in good standing present at a meeting of members is entitled to one vote on all matters except technical matters.
(2) One owner member per Martin 242 registered in Fleet One is entitled to vote on technical matters. This vote shall be known as a 'boat vote'.
(3) Voting is by show of hands or ballot
(4) Voting by proxy is permitted on technical matters only. A proxy must be signed by all the owner member(s) entitled to the particular boat vote and is valid for one date only. The proxy must include the date of the meeting, the boat name and the name of the person to whom the proxy is given. (Craig Strand Feb. 13, 2004 revision to match previous 1991 draft)

23. A member which is an organization may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5 – Directors and Officers

24. (1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
- (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The directors of the Society shall hold the offices of Fleet Captain, Vice Fleet Captain, Secretary, Treasurer, Past Fleet Captain, Events Chairperson, Editor, Nationals Chairperson, Interport Chairperson, Technical Chairperson, and Fleet Measurer. Any director may hold more than one office. The Designer, Don Martin, shall be a director at his option.
- (2) A majority of the directors shall be owner members.
- (3) The number of directors shall be a minimum of 6 or a greater number determined from time to time at a general meeting.
- (4) The officers and directors shall carry out their duties on behalf of the Society.
26. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
- (2) A Nominating Committee, consisting of the Fleet Captain, Vice-Fleet Captain and a minimum of two members who were past directors of the Society and are not currently serving as directors of the Society, shall select a list of candidates to be directors and to fill each office for the coming year.
- (3) This list or 'slate' must conform to these Bylaws in regard to the eligibility requirements of potential directors and the proportion within the directors of owner members.
- (4) The Vice-Fleet Captain shall approach the candidates on the list and establish their willingness to stand for office.
- (5) Once all the candidates have indicated their agreement, the list shall be published as an addendum to the Notice of Annual General Meeting required to be given to all members. The addendum should state that the list is the "Official Slate" as endorsed by the present directors and then outline the procedure for other nominations.
- (6) Any member in good standing can propose another member, who is eligible, for any office. The nomination must be delivered to the Fleet Captain no less than 7 days prior to the Annual General Meeting.
- (7) The nomination must be in writing and signed by the proposer and seconder, who must also be a member in good standing. The nomination must also be signed by the nominee declaring his/her willingness for his/her name to be nominated for the specified office.
- (8) Separate elections shall be held for each office to be filled.
- (9) An election may be by acclamation; otherwise it shall be by ballot.
- (10) If no successor is elected the person previously elected or appointed continues to hold office.
27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director. In considering the appointment, the remaining directors must take into consideration clauses 25(2) and 25(3) of the Bylaws.
(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
29. (1) The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
(2) Any director who fails to attend a fourth scheduled monthly meeting of directors in one calendar year shall cease to be a director or hold office from the date of that meeting and may not hold office or be a director until the next annual general meeting.
30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

31. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
(3) The Fleet Captain shall be chairman of all meetings of the directors, but if at a meeting the Fleet Captain is not present within 30 minutes after the time appointed for holding the meeting, the Vice Fleet Captain shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman of that meeting.
(4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of these powers to the earliest meeting of the directors to be held next after it has been done.
33. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, cable or fax, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
(a) no notice of meetings of directors shall be sent to that director, and
(b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

37. (1) Questions arising at a meeting of directors and committee of directors shall be decided by a majority of votes.
(2) In case of an equality of votes the chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is a valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

40. (1) The Fleet Captain shall preside at all meetings of the Society and of the directors.
(2) The Fleet Captain is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
41. The Vice Fleet Captain shall carry out the duties of the Fleet Captain during his absence.
42. The Secretary shall
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and directors;
 - (c) keep minutes of all meetings of the Society and directors;
 - (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain the register of members.
43. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary of the meeting.
44. (1) The Treasurer shall
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*; and
 - (b) render financial statements to the directors, members and others when required.
- (2) The offices of Secretary and treasurer may be held by one person who shall be known as the Secretary-Treasurer.
45. (1) The Nationals Chairperson shall organize the annual M242 North American Championships including promotion, sponsorship, prizes, racing and social events.
(2) The Events Chairperson shall supervise both the organizers of the Society's off-the-water events and a telephone committee which advises members of forthcoming racing and social events.
(3) The Technical Chairperson shall investigate proposals for changes in the Martin 242 Class Rules to be put forward to the International M242 Class Association.
(4) The Fleet Measurer shall keep a register of sails and issue Measurement Certificates which may be used to determine eligibility for Fleet events in an effort to ensure that all martin 242s sailed by members are certified under the Martin 242 Class Rules.
(5) The Editor shall produce the Martin 242 Fleet One Newsletter at least three times per calendar year. The Newsletter shall be circulated to all members in good standing and non-members who have paid the appropriate subscription.
(6) The Interport Chairperson shall organize sailing events with other fleets and in other areas.
(7) The Past Fleet Captain shall be the next previous Fleet Captain available and shall advise and assist the directors as required.

Part 8 – Seal

46. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Fleet Captain and Secretary or Fleet Captain and Secretary-Treasurer.

Part 9 – Society Funds

48. This part applies to budgetary matters and borrowing by the Society.
49. A yearly budget will be approved at each annual general meeting of the Society.
50. Any amendment to this budget must be made at an extraordinary meeting of the Society.
51. Additional expenditures causing the total approved expenditure to exceed the amount budgeted by more than \$500 require prior approval at an extraordinary meeting of the Society.
52. In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
53. No debenture shall be issued without the sanction of a special resolution.
54. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

55. This Part applies only where the Society is required or has resolved to have an auditor.
56. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
57. At each Annual General Meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting.
58. An auditor may be removed by ordinary resolution.
59. An auditor shall be promptly informed in writing of appointment or removal.
60. No director or employee of the Society shall be auditor.
61. The auditor may attend general meetings.

Part 11 – Notices to Members

62. A notice may be given to a member, either personally or by mail to him at his registered address.
63. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

- 64. (1) Notice of a general meeting shall be given to
 - (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.
- (3) Notice of the annual general meeting shall be given to members 21 clear days ahead of the date of the meeting.

Part 12 – Bylaws

- 65. On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the Constitution and Bylaws of the Society.
- 66. These bylaws shall not be altered or added to except by special resolution.

Dated this 15th day of June, 1991.

WITNESS

JOHN DEW 1670 – 29th Street, West Vancouver, B.C. V7V 4M8

Signature

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Address

SANDRA HEATH 2589 West 6th Avenue, Vancouver, B.C. V6K 1W4

Occupation

STEPHEN HUNTER 5938 Adera Street, Vancouver, B.C. V6M 3J4

(as to all signatures)

MARK ISAAK 101–2350 West 1st Avenue, Vancouver, B.C. V6K 1G2

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