CLUB DE YACHTING
PORTAGE CHAMPLAIN INC.

STATUTES

OF THE

CLUB DE YACHTING

PORTAGE CHAMPLAIN INC.

Revised: June 15, 2020

TABLE OF CONTENT

Articles	Subjects	Pages
I	Name and Head Office	3
II	The masculine includes feminine	3
III	Goals	3
IV	Member's status	3
V	Meetings	5
VI	Official Leaders of the Club	6
VII	Board of Directors of the Club	7
VIII	Committee of Trustees of the Club	8
IX	Club's Funds	8
X	Membership and Subscription Fees	9
XI	Elections	9
XII	Bids of Contracts and Others	10
XIII	Duties and obligations	11
XIV	Disciplinary Procedures	11
XV	Affiliation to Appropriate Agencies	12
XVI	Statutes	12
XVII	Amendements to the statutes	12
XVIII	Implementation and Cancellation of Statutes	12

ARTICLE I
Name and Head Office

Section A.
This organization will be known as the Club de Yachting Portage Champlain Inc., hereafter referred to as **« the Club** ».

Section B.
The Head Office will be located at the 'Capitainerie' or at any place decided by **« the Club** ».

ARTICLE II
Masculine and feminine

Section A.
Unless the context indicates otherwise, the masculine gender includes the feminine gender.

ARTICLE III
Goals

The goals of the Club are to encourage and promote boating and its security; to offer the best opportunity to all persons eligible to fully participate in it; to encourage sportsmanship and camaraderie between Members; to effectuate any work and necessary or required improvements in order to maintain the property and assets (docks, buildings and others) to the highest standards possible; to offer the best services possible to the Members and visitors; to sponsor any athletic, social or other type of activity, that can contribute to the finances and goals of the Club,

The Club offers the services of a marina to its clients, both in French and in English.

ARTICLE IV
Members' status

Section A.

Any person is eligible to become a Member, subject to the provisions of these statutes and regulations of the Club.
Members are grouped into the following categories: active member, inactive member and honorary member. No member can be part of more than one (1) category at any time

Section B.
An active Member is one who is the owner of the boat registered at time of request of dock and who has paid his annual membership fees and other charges fixed by the Club for the lease of a dock.

An active Member shall enjoy all rights and privileges to which he is entitled as a member of the Club, including the right to speak at meetings and the right to occupy a position within the Club, provided they fulfil the requirements laid down in the present statutes of the Club.

However, to meet equity between all tenants of docks, the right to vote is one (1) vote by leased dock (hereinafter 'Active voting Member') and the right to occupy a position within the Club is limited to one (1) active member by leased dock.

Section C.
An inactive member is defined as an active member who proved that he sold his boat and that he is in the market for another boat. This member will normally have a period of two years to purchase a new boat. This deadline could be extended by a maximum of six months by the board of directors.

During this period, the inactive member will not be required to contribute to the operating expenses of the Club. However, he will be required to contribute to the Club special contributions. Club special contributions must be approved by active members at a General Meeting of members.

Section D.
The Club may grant the status of honorability to any Member who has completed ten (10) or more years as an active Member and who will no longer be active. Proposals for the award of membership of honorability must be presented and submitted to a vote at a regular meeting of the Board of Directors. You can appeal the decision of the Board of directors not to award honorary status at the next regular meeting of the members of the Club.

If this person becomes eligible as an active Member, his title of honorability will have to be cancelled and for as long as he will be an active member.

These honorable persons may be granted the privilege to attend the meetings of the Members, they can be designated to sit on committees, as determined by the Commodore of the Club and benefit from the privilege of transmitting to the Members the report of the activities of these committees. However, these honorable persons cannot hold a position within the Club, cannot be elected as delegates and have neither the right to speak or vote in the Affairs of the Club.

Section E.
All Members, employees, guests and others are subject to the rules and regulations of the Club.

Section F.
Any person applying for membership as defined herein must complete a written application and obtain the approval of the Board of Directors. Moreover, each member shall pay the membership fee required, current contributions and other charges fixed by the Board of Directors.

Members must immediately inform the office of the Club of any change of address, e-mail and telephone number.

No Member of the Club as well as the members of the immediate family i.e. father, mother, brother, sister, brother-in-law, sister-in-law and child or child of married or de facto spouse can hold a position for which there is an employer/employee relationship between that person and the Club.

The Manager (the supervisor of attendants) is entitled to attend meetings (on the invitation of the Commodore).

ARTICLE V
Meetings

Section A.
The annual general meeting of the Members of the CYPC will be held annually at a date and location***, either physical or electronic or a combination of both,*** determined by the Board of Directors.

Section B.
The Chairman will have the authority to take any reasonable measure necessary to maintain order.

Section C.
A special meeting of the Members shall be convened when thirty-five percent (35%) of the voting active Members will make the request in writing (one (1) vote per rented dock). or by order of the Board of directors or of the Commodore. Special meetings will be held as soon as reasonably adequate provided that, when the annual general meeting of the Members is scheduled within thirty (30) days of the request for special assembly, the Commodore can defer this Assembly at the date of the annual meeting already attached. The special meetings will be held in the same way as the annual general meeting of the Club. Any ***physical*** meeting will be held within twenty (20) kilometers of the Club's Head office.

Section D.

An email stating the place and the date of a meeting shall be sent by the Club to each Member at least fifteen (15) days prior to a meeting. The assemblies must be planned so that Members can have the opportunity to attend. The purpose of all special meetings must also be communicated.

Section E.
At the annual general meeting or any special meeting, quorum is twenty percent (20%) of the voting active Members (as defined in article IV, section B) (one (1) by leased dock).

Section F.
Unless otherwise provided herein, all questions requiring a vote shall be determined by the majority of active voting Member present (one (1) vote per leased dock) by voting on the question.

Section G.
Unless otherwise specified herein, the rules of order for meetings procedures will be the procedures of deliberative assemblies of the code Morin. Two (2) copies of the procedures of the deliberative assemblies of the code Morin, which complies with the new civil code, will be made available to the members of the Board. The Commodore will have custody of a copy and the Secretary-Archivist of the other.

Section H.
General meetings are held in French and an English translation of the important points is made if there are unilingual English-speaking Members in attendance who request them. Members who attend the meeting use the language of their choice.

Section I.
If an active voting Member (as defined in Article IV, Section B) (one (1) per leased dock) is unable to attend the annual general meeting or any special meeting, he may sign a proxy allowing another active member or the Board of Directors to represent him and vote in his place at the meeting. An active member may not hold more than two (2) proxies at a meeting. However, there is no limit to the proxies given to the Board of Directors. To be valid, the proxy must be in writing and contain the following: the date, the name and the original signature of the voting active member who cannot be present, and the name of the voting active member who may replace him or her of the assembly. Proxies must be submitted to the Secretary-Archivist before the start of the meeting. Notwithstanding the above, no proxy will be accepted for the vote in the election for the Board of Directors. Similarly, members cannot submit their candidacy at the election if they are not present at the meeting.

ARTICLE VI
Official leaders of the Club

Section A.
Statutory leaders of the Club are the Treasury Director, the Secretary-Archivist Director, the docks and human resources Director, the Director of social activities, the Director of special projects and the Commodore. The Vice-Commodore will be chosen among the directors by the Commodore, following the AGM.

Section B.
The functions of statutory leaders of the Club and of the employees will be as determined in the statutes of the Club and any other function that may be stipulated herein or by the Commodore.

Section C.
1. The Commodore sees to the respect of the statutes, regulations and rules of the Club. The Commodore or a representative appointed by him assumes the Chair at meetings of the Club and decides upon any matter of procedure. The Commodore's functions include those of delegate or representative in any conference or

any meeting to which the Club has the right to be represented. The Commodore shall ensure the proper functioning of the Club.

2. The Commodore shall have the authority to resolve any controversy or dispute which might arise within the Club members and for which no provision is made herein.

3. The Commodore sees that the financial statements and the minutes of all general meetings and of the meetings of the Board of Directors can be consulted by the members, in a reasonable manner. The Commodore must also produce an annual financial report and distribute it to the members during the convening of the annual general assembly.

Section D.
The Vice-Commodore assists the Commodore in the exercise of its functions and responsibilities and performs his own duties under the direction of the Commodore. The Vice-Commodore is the delegate or representative in any assembly or conference in which the Club has the right to send more than one delegate or representative.

Section E.
The Secretary-Archivist assists the commodore in the exercise of his functions and responsibilities and performs his own duties under the direction of the Commodore. The Secretary-Archivist drafts the minutes of any meeting of the Club and of any meeting of the Board of Directors. He has custody of the official registers and all other Club's official and legal documents in electronic format.

Section F.
The directors assist the Commodore in the performance of his official duties. They are designated numerically only for election purposes.

Section G.

1. Any officer of the Club having custody of any book or record of the Club must keep them carefully and be ready at any time to submit them to an audit, inspection or authorized examination.

2. Any officer must, at the end of his term, at a revocation or when his position is declared vacant, pass to his successor duly appointed or elected or, where a successor would not be chosen, to the appointed trustee, all books, documents, money and other property in his possession belonging to the Club and he is relieved of his obligations only after completing this duty.

Section H.
Wages (if applicable) and/or expenditures (if applicable) and other statutory leaders travel expenses are fixed by the members of the Club at the annual general meeting when the budget is approved. Travel expenses will be paid every three months. These cover a period of one year from the date of the AGM. The amount paid is calculated in proportion to the time spent (the week is the basis of calculation used) by a member on the Board.

Section I.
Duties of employees, in general, will be determined by the Board of Directors.

Section J.
The Board of Directors, on the recommendation of the Commodore, has the power to dismiss a member of the Board of Directors that does not fulfil his duties or is not acting in the best interests of the Club. The Commodore will appoint a replacement until the next AGM, at which a replacement will be elected.

Section K.
In addition, in order to maintain the administrative efficiency of the Club in communications and continuity of processes and procedures, while maintaining the integrity of the files and records of the Club, the members of the

Board of Directors shall have an e-mail account and use it, and be able to effectively use the software WORD and EXCEL.

ARTICLE VII
Board of Directors of the Club

Section A.
Statutory officers of the Club are the Board of Directors of the Club. The functions of the members of the Board of Directors will be as determined in the statutes of the Club and any other function that could be determined by the Club from time to time.

Section B.
The Board of Directors has full responsibility for all activity of the Club that is not the object of the mandate of one or several officers or that is not reserved to the members. It must decide of any appeal submitted. The Board of Directors meets at least once a month. The Commodore has the authority to convene additional meetings of the Board when he considers it necessary, or at the request of the majority of the Board of directors (quorum is the majority of its members).

When the Commodore of the Club deems it necessary, the Board of Directors may meet by teleconference.

Section C.
The General Assembly of the Club's members will annually choose, among active Members, an internal auditor who will decide himself whether the formation of a Committee is required. The members of the Audit Committee should not be members of the Board of Directors of the Club nor be the spouse of a member of the Board of Directors. This Committee, without remuneration and travel expenses, will have the mandate to:

-monitor and verify operations and the operation of the Club in ensuring that it is managed in a sound and prudent manner and in compliance with all rules of supervision;

-to submit annually to the Board of Directors reviews, observations, suggestions and recommendations and, for submission to the annual general meeting;

-to ensure compliance with laws, regulations, standards of work and any other task that the Internal Auditor deems necessary for the good works of the Club's operations.

Section D.
The role of the Board of Directors of the Club will be to ensure the protection and promotion of all aspects of the Club that are essential to the well-being of the Members of the Club. In addition, each member of the Board of Directors shall consult members in order to ensure that the Board of Directors reflects the line of thinking of the members of the Club.

Section E.
1. The Board of Directors of the Club conducts usage and sound management of the funds of the Club. The disbursements must be carried out in accordance with the provisions of article VIII, section C, and article IX, section C, of the Statutes of the Club.

2. The Board of Directors performs and controls the investment of the Club.

3. The Board of Directors shall hire the staff necessary to the conduct of the Affairs of the Club. It may at any time terminate the employment of such personnel. The Board of Directors can also let go an employee on reasonable grounds.

4. The Board of Directors sets the remuneration of all persons employed by the Club or individuals whose services were retained by it.

5. The Board of Directors appoints all committees, additional delegates if necessary and performs any other function relating to its position.

6. The Commodore must vote when his vote is used to finalize a decision on a question or during the holding of a secret ballot.

ARTICLE VIII
Committee of Trustees of the Club

Sectin A.
Under their functions, at least three (3) members of the Board of Directors of the Club form the Committee of Trustees, of which two (2) are the Commodore and the Treasurer. The Commodore annually designates the other members of the Board as trustees.

Section B.
The Trustees ensure that the administration of the finances of the Club conforms to the present statutes. The Trustees are responsible for the funds and property of the Club and see the perception and the appropriate management thereof for the sole purpose of the Club, according to the standardized accounting methods.

Section C.
Any cheque or other financial document must bear the signature of two (2) Trustees and they shall notify any bank or other financial institution holding the funds or assets of the Club of this condition. In no case, the beneficiary of a payment made by the Club shall be one of the signatories of this payment.

Section D.
The Treasurer shall conduct a review of the financial statements of the Club. He presents a monthly financial report; he hands over a copy of that report to the Board of Directors of the Club.

Section E.
The Board of Directors retains and mandates in each financial year of the Club a firm of public Certified General Accountant so that it assists the members of the Board of Directors in their functions and conducts a report of a review of the Club's accounts at least once during the year.

Section F.
The Trustees shall ensure that officers and employees of the Club (if applicable) subscribe bonds.

Section G.
The titles of ownership of land, building or other property owned by the Club shall be duly established on behalf of the Club.

ARTICLE IX
Club's funds

Section A.
General funds or assets of this Club will solely be used for the purposes set forth herein or such as required for transactions and the smooth running of its affairs.

Section B.
The Board may establish and maintain special funds and the Board may determine and may allocate to these special funds, specific amounts to be paid from the income received, such amounts as determined.

Any amount available in the established fund will be used to provide financial assistance in special cases for which no fund was created.

Section C.
All income without exception must be recorded in the accounting records of the marina and be fully deposited in the marina's bank account. All the disbursements of the marina should be recorded in the marina's accounting records and be paid by cheque or credit card.

ARTICLE X
Membership and subscription fees

Membership fees, annual docking charges and other charges are recommended by the Board of Directors and submitted to the vote of the Members at the General Assembly.

ARTICLE XI
Elections

Section A.
All statutory officers shall be elected by secret ballot, ***either paper or electronic,*** by active voting Members and their mandate will be: three (3) years for Commodore, Treasurer and Secretary – Archivist positions and two (2) years for the directors. The mandate of outgoing statutory officers finishes at the General Assembly each year.

Exceptionally, and not annually, in order to maintain continuity among the directors, the Club will try where possible to establish a mode of rotation so that not more than half of statutory officers are in election.

Section B.
Nominations and elections will be held at the annual general meeting.

Section C.
An email specifying the place and date where nominations will take place must be sent by the Club to each of its Members to their last known e-mail address at least fifteen (15) days prior to nominations.

Section D.
No person may apply or be eligible for any position, unless this person has been an active Member of the Club for a continuous period of at least nine (9) months immediately preceding the month during which nominations takes place. The right to occupy a position within the Club is limited to one (1) single active member by leased dock. (ARTICLE IV status, Member, Section B)

Section E.
The names of active Members nominated to a position will not appear on the ballot unless the election president received their acceptance of this nomination.

Section F.
An active Member may not be a candidate to more than one position in an election and may not hold more than one elected position both within the Club.

Section G.
An active voting Member of the Club, as defined in article IV, section B., hereof, has the right to vote in the elections of the Club (one (1) vote per leased dock).

Section H.
1. Nominations and elections will take place at hours and places that promote the participation of all Members in the process of nomination and election.

2. The Commodore of the Club chooses a president of election, member of the Club, who sees the running of nominations and elections as well as three (3) Members or more, whom are appointed judges of election and assist the election president. The president and the judges of election form the election committee and cannot stand as candidates to positions of the Club. The election president sets the mode of nomination and election regulations, in compliance with the rules of the code Morin. The election committee has custody of the ballots and records of the poll during the holding of the elections.

3. Every active Member receives a ballot approved by the election committee which he shall be able to fill in confidentially.

   Ballots shall bear no number or mark identifying the voter. After completing his ballot, the voting active Member folds it and places it in a sealed ballot box provided by the election committee.

   The candidate may have one (1) observer for the counting of the votes that is a Member of the Club. The Club's officers and election officials must take the measures necessary for the holding of a fair and equitable ballot.

4. The election takes place during the Annual General Meeting and the results of the vote are accounted for and recorded by the president and the judges of election after the vote.

Section I.
Proxy voting and adding names of candidates on the ballots is prohibited.

Section J.
The election to a position is confirmed when a candidate wins more votes than any of his opponents individually. In the case of election to the post of Commodore, 50% + 1 of the votes are required.

In the event of parity of vote, the election of another officer as Commodore or when none of the candidates to the post has a majority of votes, a run-off vote (i.e. a new round of balloting) takes place between two (2) candidates who have collected the largest number of votes.

Section K.
Once completed nominating, applicants with no opponent are declared elected by acclamation by the election president.

Section L.
Any officer absent for three (3) successive meetings without valid reason sees his post declared vacant.

Section M.
1. In the event of a vacancy in an office of the Club, with the exception of the post of Commodore, the Commodore shall appoint, within thirty (30) days after it occurred, a replacement until the next AGM at which a replacement will be elected.

2. In the event of a vacancy in the office of Commodore, the Vice-Commodore of the Club fulfills the duties of this position until the election of the new Commodore by the General Assembly.

ARTICLE XII
Bids of contracts and other

Section A.
Any work or major reparation to be carried out for the Club requires bids of contracts and they are presented to the members for approval.

Section B.
Any major expense (above ($10,000) ten thousand dollars) for the acquisition of machinery, equipment or other must be submitted to the membership for approval.

Section C.
A majority vote of the active voting members present (one (1) vote per leased dock) will be required for the adoption of the proposal.

Section D.
A notice of any meeting required under this article shall be given to members under article V, section D.

Section E.
In order to avoid any conflict of interest, when a contract involves a Member of the marina or immediate members of his family (i.e. father,

mother, brother, sister, brother-in-law, sister-in-law and child or child of married or common-law spouse), or the direct employer, at least two secret and sealed bids must be submitted to the Board of Directors for public opening at a meeting of the Board of Directors. All details of the awarding of this contract must be described in the report of the meeting of the Board of Directors.

ARTICLE XIII
Duties and Obligations

Section A.
Any Member of the Club recognizes that as such, and under the rights and benefits conferred to him by the provisions of these statutes, is liable to disciplinary action for any act contravening the duties and obligations set out in this article. Any Member, under his statute, recognizes not being protected from disciplinary measures for acts committed while he was a member, even if he isn't anymore.

Section B.
A Member can be imposed disciplinary measures for any of the following shortcomings, but not limited to these:

1. Violation of the provisions of the statutes and of the approved regulations or the rules established by the Club;

2. Obtaining the status of Member by fraudulent means or misrepresentation;

3. Unreasonable, unlawful or inappropriate conduct affecting the peaceful conduct of the Affairs of the Club or a meeting of the Club;

4. Fraud, embezzlement, misappropriation, negligence or omission during the recording of income or expenditure of the funds of the Club;

5. Use of the name of the Club to raise funds, for advertising purposes or other activities of the kind, without the written permission of the Board of Directors;

6. Deliberate obstruction to the work of an officer or an employee of the Club;

7. Voluntary participation in an action that contravenes the responsibilities of members to the Club as an institution;

8. Violation of responsibilities approved by the members or insubordination to the Club;

9. Deliberate obstruction of the implementation of rights or obligations legal or contractual of the Club;

10. Failure from any officer or employee of the Club to fulfil the duties of his office or his position or his acceptance of double remuneration or a double reimbursement of expenses in the exercise of its functions.

Section C.
Any Member guilty of one or other of the above-mentioned offences could be subject to sanctions to be established by Board of Directors.

ARTICLE XIV
Disciplinary Procedures

Section A.
The Board of Directors may suspend or expel a Member guilty of infringement of the statutes, regulations or rules of the Club.

Section B.
Such a Member is not suspended or expelled without being informed in advance of the charge against him and he has the privilege to explain himself at a meeting of the Board of Directors called for that purpose.

ARTICLE XV
Affiliation to appropriate agencies

The present Club affiliates with organizations with which the Club must be affiliated or decides to join.

ARTICLE XVI
Statutes

Each Member may, upon request, obtain one (1) copy of these statutes.

ARTICLE XVII
Amendments to the Statutes

Section A.
The proposed amendments to these statutes are:

1. Signed and submitted by a minimum of twenty (20) active voting Members entitled to vote (one (1) per rented dock) to the Board of Directors at least sixty (60) days before the annual general assembly or;

2. Presented by the Board of Directors at the annual general meeting or at a special meeting called for that purpose. The Board of Directors makes a recommendation on the amendments that it receives.

Section B.
A notice of modification, including the recommendation of the Board of the Directors as well as the date, time and place of the meeting of Members at which the amendment will be put to the vote must be sent by e-mail to each Member, to the last electronic address known, at least fifteen (15) days before the holding of the said meeting. The text of the amendment and the Board of Directors' recommendation are read and distributed to the members present at the Assembly before the vote is taken.

Section C.
Amendments are adopted by a majority vote of two-thirds (2/3) of active Members voting present (one (1) vote per leased dock).

Section D.
These statutes, after having been duly approved and adopted by the active Members, will replace any resolution and amendment to the present ones that could come into conflict with the said statutes.

ARTICLE XVIII
Implementation and cancellation of statutes

Section A.
The statutes constitute the absolute rule of the Club. All Members are subjected to them. Neither regulation nor any rule contrary to the statutes shall constitute an exception.

Section B.
The rights of Members and the membership of a Member are not transferable.