SOUTH PORT SAILING CLUB

BY-LAWS and LETTERS PATENT

Adopted AGM
November 23, 2021
(revised)
February 12, 2023

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Statement of Purpose

South Port Sailing Club

South Port Sailing Club is a family oriented, self-help organization that promotes a variety of sailing activities for its members. The Club relies solely on the participation of members to further the well-being and development of Club sponsored activities. These activities include racing, cruising, junior sailing and instruction in both keelboats and dinghies with any related social events.

Adopted by the Executive, October 1991

South Port Sailing Club **BY-LAWS**

Last revised November 2021 to include amendments since enactment in 1964.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of SOUTH PORT SAILING CLUB (Hereinafter called the "Club") as follows:

SECTION 1 – MEMBERS The members of the Club shall be duly elected by the Board of Directors (hereinafter called the "Board") and the membership therein shall consist of the following classes:

(a) Family Member

(1) A "Family Member" shall be a person admitted as such by the Board who has paid the initiation fee fixed by it and who shall pay such additional dues as may be fixed from time to time by the Board. A "Family Membership" shall consist of one individual or two persons in a co-habiting relationship and may include one or more dependent children.
Each "Family Membership" shall be entitled to two votes at each meeting of the Club. Family membership is entitled to a well based on first order rank based on seniority.

(2) Any Family Member at the age of sixty-five (65) years and has had membership in that classification paid in full for twenty-five (25) years will receive a 10% discount of Family membership dues and shall have all the same privileges.

(3) If a Family Member reaches the age of sixty-five (65) years and has had membership in that classification paid in full for twenty-five (25) years and no longer has a boat can receive a 70% discount of Family membership dues and shall be entitled to two votes.

(4) The Board of Directors may grant a Family member for distinguished service to the Club over many years exempt from paying any dues. The privileges shall be the same as those for a Family member except that the member shall not serve on the board of Directors and shall be entitled to two votes at each meeting of the Club. This distinguished service of a Family member must be presented at the Annual General Meeting.

Children of a Family Membership will receive a discount on initiation fees of 10% per annum up to a maximum of 100%.

(b) **Intermediate Member**

An "Intermediate Member" is a person who has attained the age of eighteen (18) years and is not over the age of twenty-five (25) at the date of his/her application for membership, who is not residing with a Family member and has been admitted as such by the Board. On the 31st day of December in any year, if the Intermediate

Member has attained the age of twenty-five (25) years, such membership shall terminate unless such Intermediate Member has made application for Family membership. Upon making such application, such Intermediate Member shall be admitted by the Board to the class of membership requested.

An Intermediate Member has access to the clubhouse, grounds and parking. An Intermediate Member may own a boat and have access to a well based on seniority with Family member having precedent.

An Intermediate Member shall pay such initiation fees and dues as may be fixed by the Board from time to time. The rights and privileges of an Intermediate Member are subject to such restrictions as from time to time may be made by the Board.

An Intermediate Member shall not be entitled to vote at any meeting of the Club.

If an Intermediate member who has never held a Family Membership applies for a change
to Family Membership; one-half of his/her dues paid up to that time will be credited to the Family Membership Initiation Fee. On payment of the balance of fees and dues, and with the approval of the Board, the applicant may become a Family Member.

Subject to the legislation in effect from time-to-time, the members of the Intermediate class of membership shall not, as such, be entitled to receive notice of and to attend any meetings of the members of the Club or to vote at any such meeting, but the member of the Intermediate class of membership are entitled to receive notice of and to attend any meeting and to vote separately as a class on a proposal to make an amendment to:

a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class;
b) add, change or remove the rights or conditions attached to the membership of the class, including:

i. to reduce or remove a liquidation preference, or
ii. to add, remove or change prejudicially voting or transfer rights of the class.

c) increase the rights of any other class of members having rights equal or superior to those of the class;
d) increase the rights of a class of member having rights inferior to those of the class to make them equal or superior to those of the class;
e) create a new class of members having rights equal or superior to those of the class; or
f) effect an exchange or create a right of exchange of all or part of the membership of another class into the membership of class.

(c) **Junior Member**

A “Junior Member” is a person who has attained the age of ten (10) years and is

not over the age of eighteen (18) years at the date of his/her application for membership and who has been elected by the Board upon the written undertaking of the parent or guardian of such Junior Member.

Such person will be responsible to the Club for all debt incurred by the Junior Member. A Junior Member shall pay such initiation fees and dues as may be fixed by the Board from time to time. The rights and privileges of a Junior Member are subject to such restrictions as may be made from time to time by the Board. A Junior Member has access to the clubhouse, grounds and parking. A Junior Member may have a dinghy that is dry sailed only with ramp privileges. A Junior Member may be continued up to age twenty-five (25) provided the said Junior Member is still attending an educational institution on a full-time basis, is single, and is living at the home of a parent or guardian. A Junior Member is not entitled to vote at any meeting of the Club.

If a Junior member who has never held a Family Membership applies for a change to Family Membership; one-half of his/her dues paid up to that time will be credited to the Family Membership Initiation Fee. On payment of the balance of fees and dues, and with the approval of the Board, the applicant may become a Family Member.

Junior Sailing Instructors will be granted temporary Junior Membership status for the period they are Junior Sailing Instructors.

Subject to the legislation in effect from time-to-time, the members of the Junior class of membership shall not, as such, be entitled to receive notice of and to attend any meetings of the members of the Club or to vote at any such meeting, but the member of the Junior class of membership are entitled to receive notice of and to attend any meeting and to vote separately as a class on a proposal to make an amendment to:

a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class;
b) add, change or remove the rights or conditions attached to the membership of the class, including:
   i. to reduce or remove a liquidation preference, or
   ii. to add, remove or change prejudicially voting or transfer rights of the class.
c) increase the rights of any other class of members having rights equal or superior to those of the class;
d) increase the rights of a class of member having rights inferior to those of the class to make them equal or superior to those of the class;
e) create a new class of members having rights equal or superior to those of the class; or
f) effect an exchange or create a right of exchange of all or part of the membership of another class into the membership of class.

SECTION 2 <u>NOMINATION</u> Nomination of every applicant for admission to membership shall be submitted in writing in accordance with application forms provided by the Club for that purpose to the Board, signed by the applicant and two other voting members other than Directors.

The proposer and seconder of the nomination should be prepared to attest to the suitability of the applicant to the Board of Directors, if so requested.

SECTION 3 POSTING No one shall be elected as a member by the Board until his/her nomination shall have been posted in the Clubhouse for at least ten (10) days.

SECTION 4 NOTIFICATION On the election of a member, the Secretary shall notify the applicant of their election.

SECTION 5 ACCEPTANCE Members by acceptance of their membership agree to be bound by all by-laws, rules, ~~and~~ regulations and policies now or hereafter in force.

SECTION 6 RESIGNATION OF MEMBERSHIP Resignation of memberships shall be made by notification in writing addressed to the Secretary, by whom it shall be submitted to the Board at its next meeting. No resignation shall be accepted until all monies owing to the Club, including current dues, have been paid by the member tendering such resignation.

SECTION 7 EXPULSION OF MEMBERS The Board may at any time suspend or expel from membership any person whose conduct they deem improper and such action shall be final and conclusive provided:

(a) the vote of the majority of the Board present is required to affect such suspension or expulsion;
(b) if, at any time within one (1) month after the expulsion of a member, a special general meeting of the Club is requested by ten (10) voting members in writing addressed to the Secretary; such meeting shall be called forthwith and an appeal thereat may be made regarding the decision of the Board. The member shall be reinstated only by an affirmative vote of two-thirds (2/3) of the voting members present in person or represented by proxy;
(c) a member, upon suspension, shall not be liable for payment of any dues, nor shall the member have any Club privileges. Upon expulsion, such dues of the member shall cease;
(d) a member who has been suspended or expelled shall have no claim upon the Club for repayment of any initiation fee, dues or any monies whatsoever.

SECTION 8 DUES The various classes of members shall pay to the Club such dues, at such times as may be determined by the Board, from time to time.

SECTION 9 INITIATION FEES The initiation fees payable by the various classes of members shall be determined from time to time by the Board, provided that the initiation fee already paid in another class of membership shall apply against the initiation fee of a Family Membership on transfer to the Family Membership class.

SECTION 10 DELINQUENCY In case any members should neglect to pay the prescribed dues or any other indebtedness to the Club by the 20th of the month in which dues or other indebtedness is payable, the member shall be advised in writing that there name will be posted in the Club, on the 1st of the month following and thereafter no further privileges of the Club or credit will be allowed.

SECTION 11 DELINQUENT ACCOUNTS After a member has been posted and their account not paid; their name shall be submitted to the Board at the next regular meeting for such further actions as they deem fit.

SECTION 12 BOARD OF DIRECTORS The government and management of the Club shall be vested in a Board of Directors consisting of twelve (12) fully qualified voting Members in good standing and shall include the above officers of the Club plus the immediate past Commodore plus any additional Directors required to bring the number to twelve (12). Any additional Directors required shall be appointed by the Board at their first meeting subsequent to the Annual Meeting or as soon thereafter as possible. An additional Director would be required in the event that one of the Flag Officers was named as Chairperson of a Committee as listed under Officers of the Club (Section 13).
Only one (1) person in a Family Membership shall be eligible to serve as a Director or Officer. To serve as Director the voting member shall be a member in good standing for 3 (three) years.

SECTION 13 OFFICERS OF THE CLUB Officers of the Club shall consist of the following: Commodore, Vice-Commodore, Rear Commodore, Chairperson of the Racing Committee, Chairperson of the Cruising Committee, Chairperson of the Social Committee, Chairperson of the Property Committee, Chairperson of the Sailing School Committee, Secretary, Treasurer, and Harbour Master, all of whom, with the exception of the Treasurer, shall be elected at the Annual Meeting. Each of the above shall hold office until the next general meeting or until a successor shall have been duly elected and qualified. The Treasurer shall be appointed by the Board at the first meeting of the Board, subsequent to the Annual Meeting or as soon thereafter as possible. If the Directors agree to reappoint the Treasurer, the term of the Treasurer is at the discretion of the Board of Directors.

SECTION 14 NOMINATION FOR CLUB OFFICERS

(a) Nominating Committee for Officers of the Club: There shall be a Nominating Committee composed of the Commodore and three voting members (not Directors) approved by the Board. Such Nominating Committee shall nominate at least one (1) candidate for each position to be filled for officers of the Club and for the Audit Committee Chairperson for the next ensuing election.

(b) Other nominations: Any Family member may also nominate for Officers a member who is eligible provided such nomination shall be in writing signed by the nominator and a seconder, with the nominee signifying in writing on the nomination paper that he/she is willing to stand for election in accordance with the nomination and to be in the hands of the Secretary of the Club at least five (5) days before the meeting, after which no further nominations shall be accepted.

(c) Any Family Member shall be eligible to stand as an officer of the Club or for Chairperson of the Audit Committee.

SECTION 15 CONDUCT OF ELECTION OF OFFICERS The manner of conducting the election of the Officers of the Club shall be as follows:

(a) Voting shall be by secret ballot either in person or electronically at the Annual Meeting by those eligible voting members;

(b) The Commodore, or in his/her absence, the Chairperson of the Annual Meeting shall appoint two or more inspectors of election who shall hand out, collect and otherwise take charge of the ballots;

(c) Each eligible member shall vote by printing the name of the candidate for whom he/she votes on the paper or electronic ballot as directed by the Chairperson;

(d) The appointed inspectors shall count the votes and the candidates receiving the largest number of votes shall be declared duly elected.

SECTION 16 POSTING OF NOMINATION FOR BOARD OF DIRECTORS Candidates nominated by the Nominating Committee shall be posted, included in a letter or otherwise brought to the attention of the members at least fifteen (15) days before the meeting at which the Directors are to be elected.

SECTION 17 VACANCIES If any vacancy occurs in the Board, the remaining Directors shall have the power to appoint a Family member to fill such vacancy for the remaining term.

SECTION 18 MEETINGS Meetings of the Board may be called by the Commodore at any time, or in the absence of the Commodore by the Vice-Commodore and shall be so called when a request in writing is made by two Directors.

SECTION 19 NOTICE Notice shall be by telephone or electronically. At least twenty-four (24) hour notice of the meeting of the Board shall be given provided that meetings of the Board may be held at any time without notice if all the members be present and consent thereto or if those absent signify their consent to such meeting.

SECTION 20 PLACE All meetings of the Board shall be held at the Clubhouse or at such place as the Commodore, or in his/her absence the Vice-Commodore, may select.

SECTION 21 VOTES All questions save those required by these By-laws or by the Ontario Not-for-Profit Corporations Act, to have a special majority, shall be decided by a majority vote; provided that in the case of a tie, the Commodore shall have a second or casting vote.

SECTION 22 RESOLUTION A resolution signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

SECTION 23 QUORUM Five members of the Board shall constitute a quorum.

SECTION 24 VACATION OF OFFICE The office of a Director shall ipso facto be vacated:

(a) Upon the death of the Director;
(b) If the Director ceases to hold a Family membership in the Club;
(c) If by notice in writing to the Board he/she resigns from office.

SECTION 25 POWER OF DIRECTORS The Board of Directors shall have the government and management of the Club and its affairs and without restricting the generality of the foregoing shall have the power:

(a) To appoint such officers and standing committees as it may deem advisable, and to prescribe their duties. The action of such officers and committees shall be at all times subject to the Board's revision and control;
(b) To fill vacancies that may occur in any office, and to appoint or dismiss at pleasure any officer or servant of the Club;
(c) To make rules and regulations for the proper management and control of the Club's affairs, and to authorize that such rules and regulations be made by any of its committees, and to enforce due observance of the By-laws and any of such rules and regulations and to enforce and prescribe penalties;
(d) To make and execute contracts on behalf of and in the name of the Club, or to authorize its Officers or Committees to do so. The Board shall cause all monies of the Club to be deposited in the Club's bank and in the amount received by the Club. The bank of the Club shall be the bank from time to time designated by the Board. No contracts shall be entered into and no liability or obligation incurred on behalf of the Club by any person, member or committee except such as may be made, incurred, authorized or confirmed by the Board. No payment of any account or obligation by or on behalf of the Club shall be made except on the authority of the Board. No real estate transaction entered into by the Board shall be of any force whatsoever before the said transaction shall have been approved by a majority of the members present at a general meeting called to approve same;
(e) All bonds, debentures, deeds, mortgages and other securities, instruments or documents requiring the signature of the Club may be signed by the treasurer plus any Director designated by the Board. All bills of exchange, promissory notes, cheques and orders for the payment of money on behalf of the Club shall be signed by the Treasurer and/or any Director or Directors designated by the Board.

SECTION 26 REMOVAL The Board, at any time, may remove from office any Officer, elected or appointed.

SECTION 27 DUTIES OF THE COMMODORE AND VICE-COMMODORE
It shall be the duty of the Commodore to preside at all meetings of the Board and of the members and to appoint all committees not otherwise provided for and he/she shall be ex officio a member of all standing committees. In his/her absence, the duties of the Commodore shall be exercised by the Vice-Commodore. The Vice-Commodore shall be ex officio a member of all committees.

SECTION 28 DUTIES OF THE REAR COMMODORE It shall be the duty of the Rear Commodore to act in the absence of the Commodore and Vice-Commodore and to assist them in the discharge of their duties. The Rear Commodore shall be an ex officio member of all committees.

SECTION 29 DUTIES OF THE SECRETARY The duties of the Secretary shall be:

(a) To keep a record of all matters transacted at the meetings of the Club or any committee thereof;
(b) To notify applicants for admission of their election;
(c) To have custody of the corporate seal of the Club and to affix the same to any instrument or written document when so authorized by the Board;
(d) To perform such other duties as may be assigned from time to time by the Board.

SECTION 30 DUTIES OF THE TREASURER The duties of the Treasurer shall be:

(a) To keep a record of all members;
(b) To collect all fees, dues, subscriptions and monies due to the Club and to deposit the same to the credit of the Club with its banker;
(c) To keep in the books of the Club a regular account of the financial transactions, assets and liabilities of the Club subject to examination of the Board and the Audit Committee and he/she shall have custody and be responsible for the said books, documents and securities of the Club;
(d) To submit to the Annual Meeting a statement of the Club's accounts, examined by the Audit Committee;
(e) To perform such other duties as may be assigned from time to time by the Board.

SECTION 31 DUTIES OF THE HARBOUR MASTER The Harbour Master shall have general supervision over the Club's docks, moorings, ways, launch, haul out and boat storage and shall see that all rules made in connection therewith are observed.

SECTION 32 COMMITTEES AND DUTIES The Commodore shall annually appoint eight committees:

(a) Racing Committee
(b) Cruising Committee
(c) Property Committee
(d) Social Committee
(e) Sailing School Committee
(f) Membership Committee
(g) Audit Committee
(h) Harbour Committee

and may appoint such other committees as he/she may deem advisable. The chairpersons of committees shall be members of the Board and the chairperson of each shall select from the membership at large at least three additional members for such committee. All rules and regulations made by any such committee when approved by the Board shall be binding on all members. The said committee shall perform such duties as the Board shall designate from time to time and without limiting the generality of the foregoing.

(a) **Duties of the Racing Committee**: It shall be the duty of the chairperson of the Racing Committee to organize together with the members of the committee a

racing programme each year for the members of the Club, and to arrange with other yacht clubs for inter-club yacht racing. The Racing Committee should consist of at least the following: a fleet captain for each racing fleet, a person responsible for all race committees, a person responsible for all equipment including the race committee boat, and an official measurer, if available.

(b) **Duties of the Cruising Committee**: It shall be the duty of the chairperson of the Cruising Committee to arrange and supervise, together with the committee, all Club cruises.

(c) **Duties of the Sailing School Committee**: It shall be the duty of the chairperson of the Sailing School Committee together with the members of the committee to organize and supervise the operation of the Sailing School. Responsibility for the Club owned boats and equipment used for the Sailing School rests with this committee.

(d) **Duties of the Social Committee:** It shall be the duty of the chairperson of the Social Committee, together with the members of this committee to arrange and supervise all entertainment in the Club during the year.

(e) **Duties of the Property Committee:** It shall be the duty of the chairperson of the Property Committee along with the other members of this committee to have general charge of all property, excluding harbour regarding their maintenance and improvement. The Property Committee chairperson shall see that improvements as suggested or specified by the Board are carried out.

(f) **Duties of the Membership Committee:** The duties of the Membership Committee shall be to encourage and foster the introduction of suitable new members into the Club.

(g) **Duties of the Audit Committee:** The duties of the Audit Committee shall be to supervise the receipts and disbursements of the Club from time to time and to report on their inspection to the Commodore.

(h) **Duties of the Harbour Committee:** The Harbour Committee shall assist the Harbour Master in the exercise of his/her duties

SECTION 33 FISCAL YEAR The fiscal year of the Club shall terminate on the 31st day of October.

SECTION 34 MEMBERS MEETINGS

(a) The **ANNUAL GENERAL MEETING** of the members shall be held at the Club House, or such other place as the Commodore may direct, in November of each year, or such time and place as the Board, by resolution, may determine for the election of Directors, consideration of annual reports and such other business as may be presented.

(b) **SPECIAL MEETINGS** of the Club may be called at any time on the order of the Board or the Commodore and must be called by the Secretary on the written request of at least ten (10) members of the Club entitled to vote. Such written request shall state the object of such meeting and no other business shall be transacted at such meeting.

(c) **CALLING** All meetings of members shall be called by the Commodore or in his/her absence, the Vice-Commodore, Secretary or Rear Commodore.

(d) **NOTICE** No public notice of the Annual General Meeting or any meeting of the members shall be required, but notice of the time and place of any such meeting shall be distributed by post or electronic means to each member entitled to be present and/or vote at his/her address as shown on the books of the Club, at least thirty (30) days before the holding of such meeting.

SECTION 35 FINANCIAL STATEMENT A Financial Review Engagement Report shall be made available to each member, at a meeting conducted annually. The Club can only waive an annual audit if a special resolution is passed each year.

SECTION 36 QUORUM A quorum for the transaction of business at a meeting of the members shall consist of not less than 25% of the membership present in person at such meetings who are entitled to vote.

SECTION 37 PROXIES Whenever a vote may be given by proxy, the form of proxy shall be that approved by the Board and the instrument appointment a proxy shall be in writing under the hand of the appointer and no person may be appointed a proxy who is not a voting member of the Club.

SECTION 38 VOTING Each Family membership shall be entitled to two (2) votes on a show of hands or two ballots where a vote is conducted by secret ballot. Members eligible to vote may also have two votes for each Family membership whom they represent as proxy. A vote shall be taken if any member entitled to vote so requests.

SECTION 39 OMISSION The omission to give notice to any member shall not invalidate any resolution passed at any meeting.

SECTION 40 CLUB PRIVILEGES Only members of the Club and their guests shall be entitled to the privileges of the Club House, grounds, docks and other facilities.

SECTION 41 CLUB RULES The Board shall have the power to make rules regulating the use of the Club House and the grounds and dockage by members and guests.

SECTION 42 DEBTS OF GUESTS The member introducing a guest to the privileges of the Club shall be liable for any debt which such guest may incur to the Club and for any damage done by such guest to Club property.

SECTION 43 OBJECTIONABLE GUESTS No member shall knowingly introduce as a guest any person who has been suspended or expelled from the Club or who shall have applied for and been denied membership. Any member of the Club introducing a guest to the Club House knowing that such guest is objectionable shall be subject to such actions as the Board may deem proper.

SECTION 44 LOSS OF PROPERTY The Club will not be responsible for the loss of property of members or their guests or for any damage or injury sustained by them in or about the Club House, grounds, docks, etc.

SECTION 45 CERTIFICATION A certificate of membership, appropriate to the class of membership conferred, may be issued to each member in such form as may be approved from time to time by the Board.

SECTION 46 INDEMNITY The Directors, Secretary and other Officers for the time being and every one of them and every one of the heirs, executors and administrators, shall be indemnified and saved harmless out of the assets and revenues of the Club from and against all actions, costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors or administrators shall, or may, incur or sustain, or by reason of any act done, concurred in or omitted in or about the execution of their duties in their offices except such of any as they shall incur or sustain by or through their own willful neglect or default respectively.

SECTION 47 AGENTS The Board may appoint such employees, servants and agents as it shall deem necessary who shall have such authority and shall perform such duties and shall receive remuneration as from time to time shall be prescribed by the Board.

SECTION 48 NEGOTIABLE INSTRUMENTS All bills of exchange, promissory notes, cheques, orders for the payment of money on behalf of the Club by way of overdraft or otherwise shall be signed by the Commodore or Vice- Commodore and countersigned by the Treasurer.

SECTION 49 OTHER DOCUMENTS All other documents on behalf of the Club shall be signed by the Commodore or Vice-Commodore and by the Secretary or such other person or persons as the Board of Directors may from time to time appoint.

SECTION 50 AMENDMENT OF BY-LAWS The Board of Directors may by a vote by a two-thirds (2/3) majority of those present at a meeting, repeal, vary or rescind any provision of these by-laws and constitutions or enact new provisions, but any change, unless in the meantime confirmed by a majority vote of the members present at a special general meeting who are entitled to vote, shall have force only until the next Annual General Meeting and if not then confirmed by a majority vote of such members present, shall from that time cease to be in force.

SECTION 51 AMENDMENT **BY MEMBERS** Ten (10) voting members by notice in writing signed by them and mailed to the Secretary at least ten (10) days before the date fixed for the General Meeting of the members may propose an amendment to any of the by-laws of the Club not inconsistent with or contrary to Letters Patent. The notice shall specify the amendment to be proposed and shall be posted in the Club House at least five (5) days before the meeting at which it is to be voted upon. Any such notice may be withdrawn before being submitted to the meeting, and if not so withdrawn, shall be submitted to the first general meeting of the members held after receipt of the notice. If two-thirds (2/3) of the members entitled to vote, either present in person or represented by proxy, approve of the proposed amendment, it shall take effect from the date of such approval.

SECTION 52 REGULATIONS The Board, from time to time, may make such regulations as it deems advisable not inconsistent with the Letters Patent or with the by-laws of the Club, and may repeal, amend, modify or vary any such regulations.

SECTION 53 SEAL The seal, an impression which appears in the margin hereof, shall be the seal of the Club.

SECTION 54 INTERPRETATION In all by-laws of the Club, the singular shall include the plural and the plural the singular, and the masculine shall include the feminine.

WITNESS the Corporate Seal of the Club.

SDG W.G. Colborne	SDG J. C. Merian
Commodore	Secretary

The fore-going by-laws passed by the Directors of the Club pursuant to Section 311 of the Corporations Act, R.S.O. 1960 and amendments thereto as evidenced by the respective signatures hereto of all Directors.

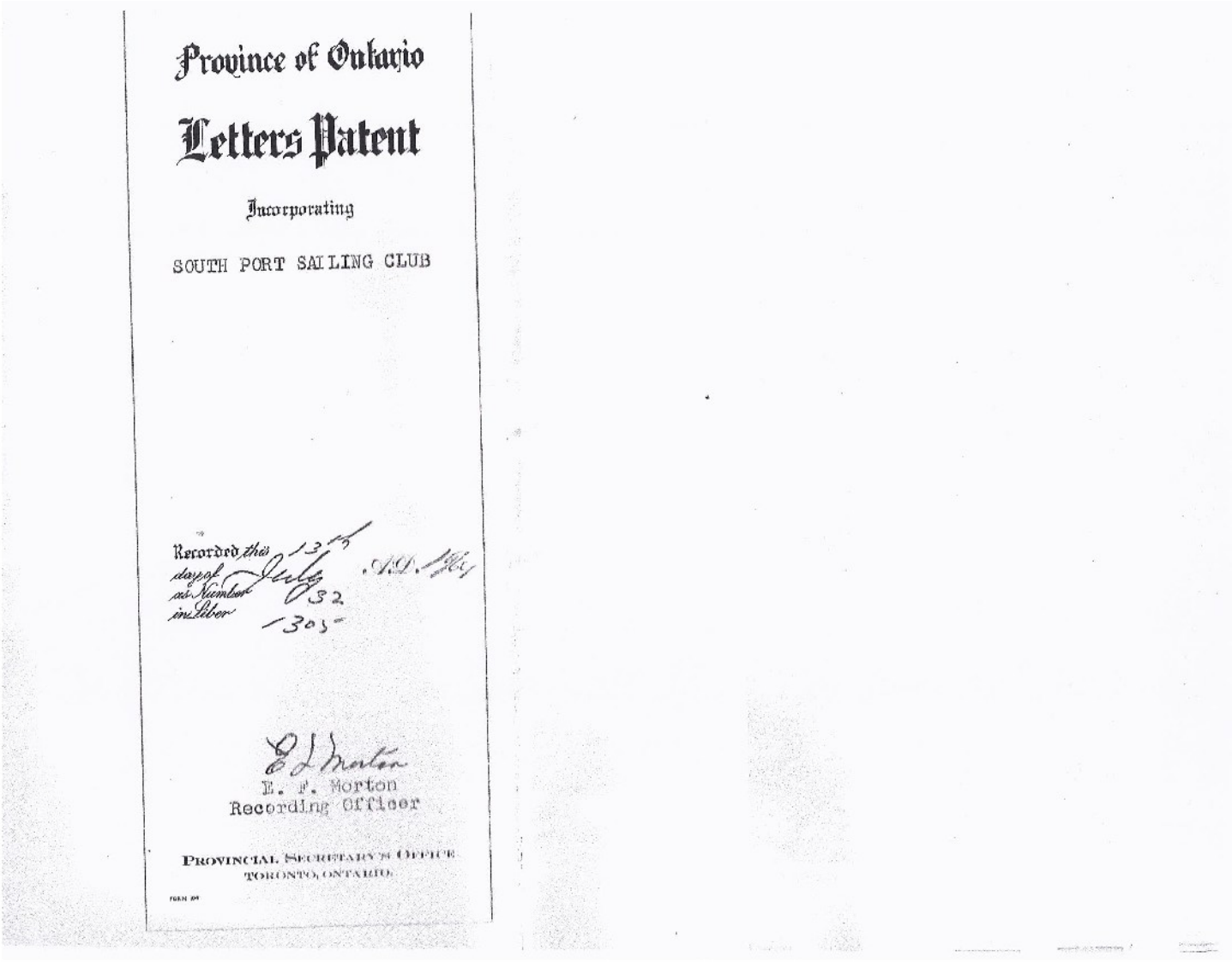
(SGD) W. G. Colborne	(SGD) N. L. Hillary
(SGD) G. H. Fluelling	(SGD) C. H. Montrose
(SGD) S. B. Irwin	(SGD) C. Griffiths
(SGD) N. Loaring	(SGD W. R. Maybee
(SGD W. H. Asselstine	(SGD J. C. Merian

The foregoing by-law is hereby confirmed by all the members of the Club pursuant to Section 311 of The Corporation Act, R. S. O. 1960 and amendments thereto as evidenced by their respective signatures hereto.

(SGD) W. G. Colborne	(SGD) N. L. Hillary
(SGD) G. H. Fluelling	(SGD) C. H. Montrose
(SGD) S. B. Irwin	(SGD) C. Griffiths
(SGD) N. Loaring	(SGD W. R. Maybee
(SGD W. H. Asselstine	(SGD J. C. Merian

Dated the 31st Day of August, 1964.

South Port Sailing Club **LETTERS PATENT**



Province of Ontario

Letters Patent

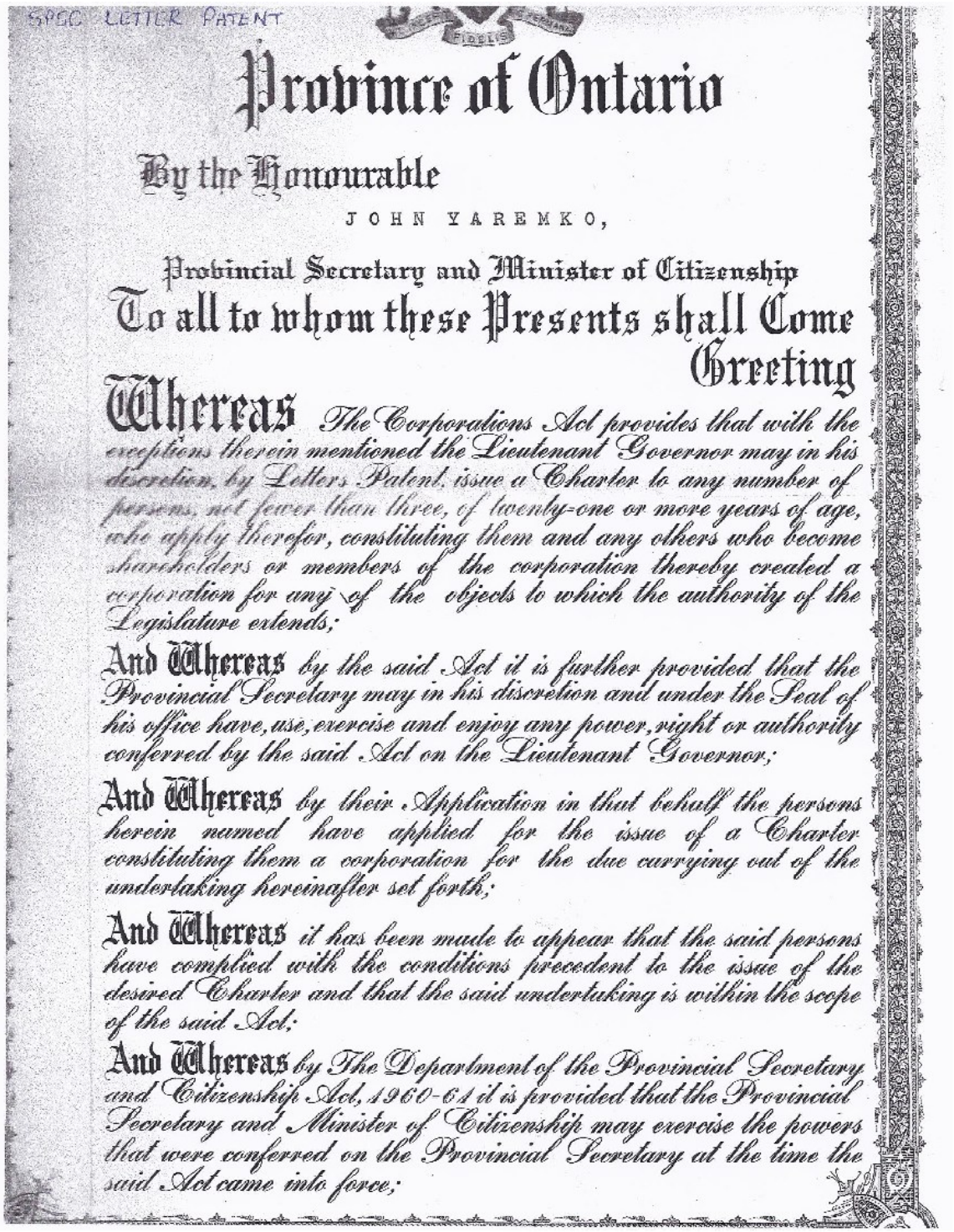
Incorporating

SOUTH PORT SAILING CLUB

Recorded this 13th day of July A.D. 1964
as Number 32
in Liber 1305

E. F. Morton
Recording Officer

PROVINCIAL SECRETARY'S OFFICE
TORONTO, ONTARIO



SPEC LETTER PATENT

FIDELIS

Province of Ontario

By the Honourable

JOHN YAREMKO,

Provincial Secretary and Minister of Citizenship

To all to whom these Presents shall Come

Greeting

Whereas *The Corporations Act provides that with the exceptions therein mentioned the Lieutenant Governor may in his discretion, by Letters Patent, issue a Charter to any number of persons, not fewer than three, of twenty-one or more years of age, who apply therefor, constituting them and any others who become shareholders or members of the corporation thereby created a corporation for any of the objects to which the authority of the Legislature extends;*

And Whereas *by the said Act it is further provided that the Provincial Secretary may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant Governor;*

And Whereas *by their Application in that behalf the persons herein named have applied for the issue of a Charter constituting them a corporation for the due carrying out of the undertaking hereinafter set forth;*

And Whereas *it has been made to appear that the said persons have complied with the conditions precedent to the issue of the desired Charter and that the said undertaking is within the scope of the said Act;*

And Whereas *by The Department of the Provincial Secretary and Citizenship Act, 1960-61 it is provided that the Provincial Secretary and Minister of Citizenship may exercise the powers that were conferred on the Provincial Secretary at the time the said Act came into force;*

Now Chertuie Know Ye that under the authority of the hereinbefore in part recited Acts I do by these Letters Patent issue a Charter to the Persons hereinafter named that is to say: William George Colborne and Cameron Hayes Montrose, University Teachers, William Harold Stanley Asselstine, Physician, Colin William Griffiths, Hospital Administrator, Selkirk Bruce Irwin, Electrician, and Jacques Crisfield Merian, Post Office Employee, all of the City of Windsor, in the County of Essex and Province of Ontario; Norman Lancaster Hillary, of the Township of Maidstone, in the said County of Essex, Physician; Ernest Harold Loaring, Dentist, and Wilfrid Rayner Maybee, Mechanic, both of the Town of Riverside, in the said County of Essex; and Gordon Henry Flmelling, of the Village of St. Clair Beach, in the said County of Essex, Immigration Officer; constituting them and any others who become members of the Corporation hereby created a corporation without share capital under the name of

SOUTH PORT SAILING CLUB

for the following objects, that is to say:

TO carry on and conduct a yacht, sporting and social club;

PROVIDED, however, that the Corporation shall not maintain a clubhouse or similar premises other than at Oakwood Park, in the said Village of St. Clair Beach;

THE HEAD OFFICE of the Corporation to be situate at the said Village of St. Clair Beach; and

THE FIRST DIRECTORS of the Corporation to be William George Colborne, William Harold Stanley Asselstine, Colin William Griffiths, Norman Lancaster Hillary, Cameron Hayes Montrose, Ernest Harold Loaring, Selkirk Bruce Irwin, Gordon Henry Fluelling, Wilfrid Rayner Maybee and Jacques Crisfield Merian, hereinbefore mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the Corporation is prohibited from occupying and using a house, room or place as a club which, except for the provisions of paragraph (a) of subsection (2) of section 168 of the Criminal Code (Canada), would be a common gaming house within the meaning of paragraph (d) of subsection (1) of the said section 168; and if it is made to appear to the satisfaction of the Provincial Secretary that the Corporation purports so to use a house, room or place, these Letters Patent may be cancelled by and in the discretion of the Lieutenant Governor;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that if it is made to appear to the satisfaction of the Provincial Secretary that the premises occupied by the Corporation are equipped, guarded or otherwise constructed or operated so as to hinder or prevent lawful access to and inspection of such premises by police or fire officers or are found fitted or provided with any means or contrivance for playing any game of chance or any mixed game of chance and skill, gaming or betting or with any device for concealing, removing or destroying such means or contrivance, these Letters Patent may be cancelled by and in the discretion of the Lieutenant Governor.

Given under my hand and Seal of office at the City of Toronto in the said Province of Ontario this twenty-sixth day of June in the year of Our Lord one thousand nine hundred and sixty-four.

