



NOTICE OF ANNUAL GENERAL MEETING

Boating BC Association
Tuesday, April 14, 2015
Royal Vancouver Yacht Club
3811 Point Grey Road, Vancouver, BC
9:15-12:00pm

9:15-9:45 **Registration & Light Breakfast**
9:45-10:30 **Business of the AGM (agenda below)**
10:30-12:00 **VIBS Roundtable**

AGENDA: ANNUAL GENERAL MEETING, 9:45-10:30

9:45 pm Call to order – **Don Prittie**

1. Minutes of the previous Annual General Meeting – **Don Prittie**
2. Business arising from minutes – **Don Prittie**
3. Financial Report – **Alan Stovell**
 - a. Audited financial statement
4. Membership Report – **Brendan Keys**
5. President's Report – **Don Prittie**
6. Election of Directors – **Alan Stovell**
7. Executive Director / Government Relations Report – **Lisa Geddes**
8. Marine Technician Training Report – **Glenn Spartz**
9. Sector Reports
 - a. BC Bareboat Charter Association – **Ian MacPherson**
 - b. BC Yacht Brokers Association – **Lawrence Fronczek**
 - c. Marinas (AMI) – **Mike Short**
10. Vancouver International Boat Show Report – **Linda Waddell**
11. New Business – **Don Prittie**
 - a. Edits to the constitution
 - b. Recognition to outgoing board members: Alan Stovell & Glenn Spartz
12. Appointment of Auditor – **Don Prittie**
13. Adjournment



2015 NOMINATION FOR DIRECTORS

The following directors will remain in office for one more year:

Brendan Keys
GA Checkpoint Yamaha

Ian MacPherson
Nanaimo Yacht Charters & Sailing School

Morley Munro
Canmar Yacht Sales Ltd.

Mike Short
Vancouver Marina

The following directors terms expire this year:

Don Prittie
Canoe Cove Marina Ltd.

Paul Mendham
Navis Marine Insurance Brokers

There are five openings for the position of director.

The following people have been nominated:

- Don Prittie, *Canoe Cove Marina Ltd.*
- Paul Mendham, *Navis Marine Insurance Brokers*
- Andy White, *Mercury Marine*
- Mike Hudson, *Port Boat House Limited*
- Martin Paish, *Oak Bay Marine Group*

Nominations from the floor:



NEW BUSINESS

Recommended edits to Boating BC's constitution and by-laws as follows:

A) PAGE 9, ARTICLE IV, 4:

This section under Officers and Directors, Eligibility and Election, currently identifies the Past President as Treasurer, holding a seat on the Executive of the Board of Directors. The suggested edit allows the President to appoint an alternative to this position should the Past President not be available.

Current:

The officers of the Association shall consist of a President, a First Vice-President and a Second Vice-President. If his membership is in good order, the immediate Past President shall be an ex officio officer and shall serve as Treasurer, and shall be an ex officio member of the Board of Directors with the right to vote. The Executive Secretary shall be appointed and shall not have the right to vote.

Recommended Edit:

The officers of the Association shall consist of a President, a First Vice-President and a Second Vice-President. If his membership is in good order, the immediate Past President shall be an ex officio officer and shall serve as Treasurer, and shall be an ex officio member of the Board of Directors with the right to vote. **If the Past President is not able to fulfill the role of Treasurer, another member can be elected by the board.** The Executive Secretary shall be appointed and shall not have the right to vote.

B) PAGE 14, 2:

Currently the Accounts and Audit section states the following:

*An Auditor for the Association **shall** be appointed at each Annual General Meeting.*

The BC Society's Act does not require an annual audit for not-for-profits. The recommended edit below allows the Board of Directors flexibility in conducting an appropriate review and presentation of the Associations financial statements at each Annual General Meeting.

Recommended Edit:

An Auditor for the Association **may** be appointed at each Annual General Meeting.



PROXY VOTE

Members whose place of business is situated beyond a radius of 65 kilometers from the Royal Vancouver Yacht Club at 3811 Point Grey Road, Vancouver, BC, may assign a proxy to vote on their behalf. The proxy must be a voting member of Boating BC Association in good standing and is in attendance at the AGM.

To appoint a proxy, complete the form below and forward it to Boating BC prior to 9:30am on Tuesday, April 14th, 2015 when the Annual General Meeting is called to order. The form can be submitted by:

- Email: info@boatingbc.ca
- Fax: 604.893.8808
- Mail: 300 – 1275 West 6th Avenue, Vancouver, BC, V6H 1A6
- In person on April 14th at the registration desk between 9:00 – 9:30

PROXY FORM

Name of Member (print): _____

Business Name + Address: _____

I _____, assign _____ from _____
(print name of member) (print name of proxy) (proxy's name of business)

as my proxy to vote on all business at the Boating BC Annual General Meeting on Tuesday, April 14th, 2015.

Signature of Member

Signature of Proxy

Date

Date

BOATING BC ANNUAL GENERAL MEETING
February 25, 2014 1:00pm
River Rock Casino Resort, Richmond BC

CALL TO ORDER

The meeting was convened at 1:25pm with President Don Prittie in the chair. It was confirmed that a quorum was present. The agenda was approved as circulated.

MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING

RESOLVED THAT the minutes of the February 8, 2013 Annual General Meeting be accepted as presented.

Moved/Seconded/Carried

BUSINESS ARISING FROM MINUTES

There was no business arising from the minutes of February 8, 2013.

FINANCIAL REPORT

Alan Stovell presented an audited financial statement for the year ended December 31, 2013.

RESOLVED THAT the financial statement be accepted as presented.

Moved/Seconded/Carried

MEMBERSHIP

Don Prittie reported that as of February 25, 2014, there were 217 members categorized as follows:

197 Regular, 15 Affiliate, 5 Association

Sector Associations consist of:

BC Bareboat Charter Association	4
BC Yacht Brokers Association Corporate	34

PRESIDENT'S REPORT

President Don Prittie reported on a year of significant growth and change for the association, including government relations and advocacy, the multicultural initiative and launch of the Chinese website and the association name change. In the coming year, the board is committed to interacting with the membership to promote their interests and to move projects forward. The board hopes to work closer with members through the development of subcommittees and stresses the importance of a strong and unified industry.

ELECTION OF DIRECTORS

The following names were places in nomination by Alan Stovell:

Brendan Keys/GA Checkpoint
Ian MacPherson/Nanaimo Yacht Charters & Sailing School
Morley Munro/Canmar Yacht Sales Ltd.
Mike Short/Vancouver Marina

Alan Stovell called for nominations from the floor three times. There being no additional nominations, he then declared the election closed.

The following were elected by acclamation for two year terms:

Brendan Keys/GA Checkpoint
Ian MacPherson/Nanaimo Yacht Charters & Sailing School
Morley Munro/Canmar Yacht Sales Ltd.
Mike Short/Vancouver Marina

The following continue as directors for one additional year:

Jaye-Lynn Gooch/ M & P Mercury Sales Ltd.
Paul Mendham/Navis Marina Insurance Brokers
Don Prittie/Canoe Cove Marina Ltd.
Glenn Spartz/Volvo Penta Canada Inc.
Alan Stovell/Western Marine Company

EXECUTIVE DIRECTOR/GOVERNMENT RELATIONS REPORT

Kim Barbero reflected on a year that made an impact on the recreational marine industry. Developments that were highlighted included: the monumental change to the association's name; the launch of the Chinese language website to attract new boaters to the water; the third annual BC Marine Industry Conference and the announcement to carry on in 2014; working with KPMG on the tax transition project; representing the Western voice of the recreational marine industry at PACMAR, NANS, CMAC and RBAC government meetings; a strong presence through the VIBS booth; and the biggest, most monumental development was the change of the association's name to Boating BC. Kim also confirmed that she will not be renewing her contract as Executive Director in May, 2014; but is committed to facilitating a seamless transition to a new leader.

MARINE TECHNICIAN TRAINING REPORT

Glenn Spartz was pleased to report that the Marine Mechanical Training (MMT) program has now been approved. The program has been tested by technicians in the field and ITA and Trans CDA are satisfied with the program. The first intake of the program will start in the fall of 2014 and Glenn stressed the importance of this program and how it will raise the bar for the industry in BC.

SECTOR REPORTS

BC Bareboat Charter Association (BCBCA)

Ian MacPherson, President of BCBCA, reported that approximately 150 charter boats are operating in the area. The industry has been steady throughout the recession but has not seen much growth. The new proposed standards for training schools and the proposed Georgia Strait boundaries were identified as issues that could negatively impact the industry, but Ian is confident that the industry will return to pre-recession levels and feels optimistic.

BC Yacht Brokers Association (BCYBA)

Lawrence Fronczek, BCYBA Liaison, reported on the new dates for the Victoria Harbour Boat Show and plans to expand the docks to make them more accessible to the public. BCYBA is working to improve their presence online through their website, Facebook and newsletters. Membership numbers at BCYBA are strong and growing and CPYB exams continue to be promoted.

Marinas

Michael Short reported that marinas in the area are experiencing higher vacancies and shorter waitlists, boaters are finding it easier to get moorage.

- Higher vacancies and shorter waitlists right now... easier to get moorage these days.
- All electrical meters need to be calibrated every 5 years, the program went a bit stagnant but are now pushing to have them calibrated
- Property tax increases is a growing issue for member and non member marinas, some members are deciding to appeal the increases. The assessment of marinas is questionable.
- CBSI has changed their messaging about how non resident boats are stored and worked on in Canadian marinas, could be a concern that boating bc will look into going forward, before they could be in country for 12 months with extensions available, now they are enforcing this differently and this could have a negative impact on the industry.
- IMI possibility of providing this training and membership to Boating bc members, discussions have just begun. To partner and share information and resources.

NEW BUSINESS

- Stewart was recognized (boat show committee, second vice president), very inciteful thoughts and positions, sorry to see him go.
- Stewart has enjoyed his time on the board, and encouraged others to become more involved. You can only move forward with the help of so many people and hopefully the involvement of others will move things forward faster.

APPOINTMENT OF AUDITOR

RESOLVED THAT Rolfe Benson be appointed as the auditors of the Boating BC Association 2014.

Moved/Seconded/Carried

ADJOURNMENT

There being no further business, it was **RESOLVED THAT** the meeting be adjourned at 2:10pm.



BOATING BC ASSOCIATION CONSTITUTION

ARTICLE I

The name of the Society shall be known as: Boating BC Association (Boating BC), (hereinafter referred to as “the Association”) a non-profit organization incorporated in the Province of British Columbia.

ARTICLE II

1. The objects of this Association shall be:
 - (a) To establish, promote and maintain a high standard of ethics, business and technical practices, among businesses and individuals engaged in the retailing, distribution or manufacturing of products and/or services related to the marine trades industry.
 - (b) To improve, promote and protect the interests of the marine trades industry in every way consistent with the principle that the interests of the public shall be best served.
 - (c) To represent the Association, its members and the industry at all levels of Government, in all matters pertaining to, or affecting the marine trades industry.
 - (d) To collect and publish technical, business and other information of benefit or of interest to its members; to promote and/or sponsor trade shows, workshops, seminars and educational projects and programs.
 - (e) To create, foster, promote and maintain harmonious relations, co-operation, and interchange of thought and opinion freely among its members.
 - (f) To identify and co-operate with other organizations in the field of common endeavor within the framework of these objects.
 - (g) To promote cordial public relations.
 - (h) And, generally; all such other lawful and related objects as may from time to time be determined.

Grammatical Amendment: April 8, 2013
Change of Name Update: January 10, 2014
Membership Category Amendment: December 22, 2014

ARTICLE III

1. The operations of the Association are to be carried on chiefly in the City of Vancouver, B.C.

ARTICLE IV

1. In the event that the Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by the members. This provision is unalterable.

Grammatical Amendment: April 8, 2013
Change of Name Update: January 10, 2014
Membership Category Amendment: December 22, 2014

BY-LAWS

ARTICLE I

DEFINITIONS

1. For the purpose of these By-laws:
 - (a) In these By-laws, unless the context requires otherwise, words importing the singular include the plural and vice versa, and words importing persons include corporations.
 - (b) “Association” means the Boating BC Association (Boating BC)
 - (c) “Act” means the Society Act of British Columbia, R.S.B.C. 1979 C. 390, as amended and replaced from time to time and the definitions in the Act shall apply to these By-laws.

ARTICLE II

1. Application for membership in the Association shall be submitted to the Board of Directors. Admission to membership will be determined by a simple majority of the Board of Directors conditional upon their classification of the applicant by anyone of the following categories:
 - (a) **Regular Member:** A company whose core business is directly related to the recreational boating or marine industry, and who has offices in BC. Regular Members have voting privileges and quality for the Member Savings Program, including full exhibitor privileges for the Vancouver International Boat Show. To qualify as a Regular Member, applicants must also demonstrate and maintain at least one of the following:
 - BC Business License
 - Canadian Business Number
 - Canadian Business Bank Account
 - WorkSafe BC Registration
 - Commercial Insurance Policy.
 - (b) **Affiliate Member:** An out-of-province company whose core business is directly related to the recreational boating or marine industry. Affiliate Members are non-voting but do qualify for the Member Savings Program and the opportunity to exhibit at the Vancouver International Boat Show – providing there is no conflict with a Regular Member at the show.
 - (c) **Associate Member:** A company whose core business is indirectly related to the recreational boating or marine industry. Associate Members are non-voting, but do qualify for the Member Savings Program and the opportunity to exhibit at the Vancouver International Boat Show – providing there is no conflict with a Regular Member at the show.
 - (d) **Not-For-Profit Member:** A marine-related not-for-profit organization that is registered under the Society Act in BC. Not-for-profit members are non-voting, but do qualify for the Member Savings Program and the opportunity to exhibit at the Vancouver International Boat Show.
2. Regardless of any of the foregoing provisions of Article II
 - (a) A simple majority of the Board of Directors may, in their sole discretion, refuse to admit an applicant for membership, regardless of classification, and
 - (b) A two-thirds majority of the Directors present at any regular meeting of the Board of Directors may, in their sole discretion, refuse to renew the membership of a member or terminate the membership of a member, where they determine that member has failed to fulfill the obligations of a member under these By-laws or has not maintained a high standard of ethics, business or technical practices or both, and the

ARTICLE II cont'd...

Board of Directors shall not be required to give reasons for decisions made under this By-law. Where the Board of Directors makes a decision under this By-law, any member in good standing, upon giving required prior notice of intention to do so, may submit the decision for re-consideration by the members of the Association at a Special or Regular General Meeting and a resolution passed on the question by a majority of the members present and voting at such a meeting shall be final and binding.

3. Annual fees, dues or subscriptions of all classifications of membership, shall be reviewed by the Board of Directors from time to time and as required, and if in its considered opinion any revision, either upward or downward, is required, the Board's recommendations shall be submitted to the next following General Meeting, for its considerations.

Applications for membership shall be made in writing and must be accompanied by the applicable membership fees.

RIGHTS AND OBLIGATIONS OF MEMBERS

4. It shall be the duty of every member to support and promote the objects of the Association as set forth in the Constitution.

A member whose membership is terminated for whatever cause, shall have no right or interest in any property of the Association including fees, dues or assessments or financial obligations paid by him in advance of the effective date of such termination.

5. Membership in the Association shall not be transferable and a member's membership shall cease:
 - (a) on the death, bankruptcy or resignation of the member, or
 - (b) on the termination or non-renewal of the membership of the member, or
 - (c) if the member fails to pay dues or assignments required to be paid, or
 - (d) upon termination of the member's classification eligibility as defined in Article II (1) (a), (b) or (c).
6. All Members, in good standing, shall be entitled to attend or to be represented by a nominee of the same member-firm, if the corporate nominee, proprietor, or partner, registered upon Association records, is unable to attend, at any or all Regular or Special General Meetings.
7. All Regular Members in good standing, shall be entitled to one vote at any or all Regular or Special General Meetings. Affiliate, Association and Not-For-Profit Members shall not be entitled to vote.

ARTICLE III

MEETINGS

ANNUAL GENERAL MEETING

1. The Annual General Meeting of the members of the Association shall be held no more than 120 days following the end of the fiscal year at the principal office or such other places as the Board of Directors shall decide.
2. The Annual General Meeting shall be designated an Ordinary General Meeting. All other General Meetings shall be designated as Special General Meetings.

SPECIAL GENERAL MEETINGS

3. The Board of Directors shall, upon a written request signed by not less than ten per cent of the members, summon a special general meeting giving fourteen clear days' notice thereof and the purpose for which it was called, and no other business shall be considered at such meeting that that for which the meeting shall have been called.
4. Members requesting Directors to hold a special general meeting of the Association shall in such request, include a copy of any Resolution or a memorandum of the business proposed to be brought before such meetings.

NOTICE OF MEETINGS

5. Any meetings of the members, whether special or general, may be convened by order of the President or Vice-President of the Board at any time at any place, on notice herein after provided:

A printed, written or typewritten notice stating the day, hour and place of a meeting and the general nature of the business to be transacted shall be served, either personally or by sending such notice to each member entitled to vote at such meeting by electronic communication or through the post, in a post-paid wrapper or letter, or by facsimile transmission, not less than fourteen days before the date of every meeting at the address or facsimile number as it appears on the records of the Association or if no address or facsimile number be given therein, then to the last address or facsimile number of such member known to the Secretary, provided always that a meeting of members may be held of any purpose, at any time, and at any place, without notice, if all the members entitled to notice of such meetings are present in person, or if the absent members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member.

6. The accidental omission to give notice of any meetings or the non-receipt of any notice, by any member or members, shall not invalidate any Resolution passed or any proceedings taken at any meeting.

ARTICLE III cont'd...

VOTING

7. Every question submitted to any meeting of members, shall be decided in the first instance by a show of hands and at the poll, have the casting vote.
8. At any meeting, unless poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by any particular majority, or lost, or not carried by a particular majority, shall be conclusive evidence of the fact.
9. In the absence of the President, the Vice-President shall be Chairman of any meeting. In the absence of both the President and the Vice-President, the members present entitled to vote shall choose another Director as Chairman, and if no director is present, or if all the Directors present decline to take the Chair, then the members present shall choose one of their number to be Chairman.
10. If at any meeting a poll is demanded on any question, it shall be taken in such manner and either at once, or after adjournment, as the Chairman directs. The result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
11. If at any meeting a poll is demanded on the election of a Chairman or on the question of adjournment, it shall be taken forthwith without adjournment.
12. A demand for a poll may be withdrawn.
13. At every meeting at which he is entitled to vote, every member present in person, and so entitled, shall have one vote on a show of hands. Upon a poll, every person who is present in person or who has duly registered his proxy shall have one vote.
14. The right to assign votes by proxy shall be held only by those members whose place of business is situated beyond a radius of sixty-five kilometers from the address at which the meeting in question is held.
15. The instrument appointing a proxy shall be in writing and deposited at the place of meeting at any time prior to or at time appointed for the holding of the meeting at which the person named in the proxy proposed to vote, and in default the instrument of proxy shall not be treated as valid. No person may act as a proxy unless he is entitled on his own behalf to be present and to vote at the meeting at which he acts as proxy.

QUORUM

16. No business shall be transacted at any meeting unless the quorum requisite be present at the commencement of business. Save as herein otherwise provided, fifteen members in good standing and entitled to vote, present in person, shall constitute a quorum.

Grammatical Amendment: April 8, 2013
Change of Name Update: January 10, 2014
Membership Category Amendment: December 22, 2014

ARTICLE III cont'd...

ADJOURNMENT

17. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjourned meeting.
18. If, within one-half hour from the time appointed for the meeting, a quorum of members is not present; the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the week (not being a holiday or the non-judicial day, in which case, the next following judicial day) at the same time and place, and if at the adjourned meeting a quorum is not present within one-half hour of the time appointed for the meeting, the voting members present shall constitute a quorum.

ARTICLE IV

OFFICERS AND DIRECTORS

ELIGIBILITY AND ELECTION

1. Any Regular Member in good standing may be nominated for the Board of Directors and elected by the majority vote of the members at the Annual Election Meeting.
- 2.1 The number of General Directors of the Association shall be eight. Except where an election is held to fill an unexpired portion of a term. General Directors shall be elected to hold office for two years, provided that four of the General Directors shall retire each year.
- 2.2 Where any offices of General Directors being filled at any election are for different lengths of terms, the terms of each person shall be determined in proportion to the number of votes received, the person receiving the greatest number of votes to hold office for the longest term. If there is an election by acclamation the respective terms of the persons so elected shall be decided by lot. In any election if there are two or more persons having an equal number of votes the successful nominees, or the length of office, as the case may be, shall be decided by lot.
- 2.3 If any General Director resigns or is no longer eligible to serve as a Director, the Board may appoint any regular member in good standing to serve as a General Director until the next Annual General Meeting at which time the office and its term will be filled by election by the majority vote of members at the meeting pursuant to 2.2.
- 2.4 Each year General Directors shall be elected to replace those retiring and a retiring General Director is eligible for re-election.
3. Upon the adjournment of the Annual Election Meeting, the Board of Directors shall meet forthwith or, if this is not possible, at the earliest opportunity and shall proceed to elect from its members, the Officers of the Association.
4. The Officers of the Association shall consist of a President, a First Vice-President and a Second Vice-President. If his membership is in good order, the immediate Past President shall be an ex officio Officer and shall serve as Treasurer, and shall be an ex officio member of the Board of Directors with the right to vote. The Executive Secretary shall be appointed and shall not have the right to vote.
5. The Executive Officers, shall hold office for one year or until their successors are appointed, or until the next Annual General Meeting of the Association, whichever shall first happen.

NOMINATIONS

6. Not less than thirty days prior to each Annual General Meeting the Board of Directors shall appoint a nomination committee of not less than three members, who shall place in

ARTICLE IV cont'd...

nomination the names of a number of Regular members, not less than the number of members of the Board of Directors to be elected at such Annual General Meeting, as candidates for election to the Board of Directors. The Secretary shall communicate the names of such nominees to the general membership not less than fourteen days prior to such Annual General Meeting. Nominations may also be made at the Annual General Meeting provided the consent of the nominee shall first have been obtained, and the Chairman shall call three times for nominations from the floor.

7. A retiring Director shall be eligible for re-election

POWER AND DUTIES

8. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting. Questions arising at any meeting shall be decided by a majority of votes of those present. In the case of an equality of votes the Chairman shall have a casting vote.
9. The Board of Directors shall cause Minutes to be kept of the names of those present at each meeting of the Board and of all Resolutions and proceedings at each Board Meeting and General Meeting.
10. The Board of Directors shall conduct the business discipline and management of the Association and its affairs, save where by Statute or those By-laws otherwise provided.
11. The Association may by Special Resolution remove any member of the Board of Directors before the expiration of his term of office, and may by Ordinary Resolution elect another in his stead.
12. The Secretary shall summon a meeting of the Board of Directors on the requisition of the President or any two members of the Board.
13. Except in an emergent situation, the requisite notice for a meeting of the Board of Directors shall be two days and may be given by post, facsimile transmission, telephone or by word of mouth. Notice of an emergent meeting shall be immediate and subject only to the necessity of a quorum.
14. The quorum necessary for the transaction of the business of the Board of Directors shall be five General Directors.
15. The President, or in his absence, the Vice-President shall act as Chairman of all Board meetings. In the absence of both, the Directors present may elect one of their number to act as Chairman.

ARTICLE IV cont'd...

16. The President may perform such duties as may be delegated to him by the Directors and shall be ex officio a member of all committees of the Association.
- 17.1 The Board of Directors may appoint Chairman of all general and standing committees and may either appoint members to such committees or delegate such responsibility to the appointed Chairman.
- 17.2 The Board of Directors may appoint a representative of any Trade Sector Group and Geographic Sector Group as a Sector Group Advisor to the Board of Directors. Any person so appointed shall hold office until the next Annual General Meeting.
18. The Directors shall serve without remuneration except when by Resolution, remuneration is awarded for special services on the Association's behalf which is not considered to be the routine work ordinarily required of a Director, and for expenses incurred in the pursuit of Association business.
19. The Board of Directors shall define the duties of Officers from time to time.

PROTECTION

20. Every Director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every director of the Association, his heirs, executors and administrators, and estate, and effects, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any prosecution against him or in respect of any act, deed, matter or transaction whatsoever made, done or permitted by him in or about the execution of the duties of his office, and also from and against all other costs, charges or expenses as are occasional by his own neglect or default by virtue of his office, unless such neglect or default is willful.
21. No Director or other officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, or officer, or employee for joining in any receipt or act of conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, firm or Corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful act or default.

ARTICLE IV cont'd...

EXECUTIVE SECRETARY/DIRECTOR

22. The Executive Director as a salaried employee, shall hold office during the pleasure of the Board of Directors. He/She shall issue or cause to be issued, notice of all meetings of the Board, members and other meetings when directed to do so; have charge of the Minute books of the Association; sign with the President or other signing officers of the Association such instruments as require his signature and shall perform such other duties as the terms of his engagement call for or the Board of Directors may from time to time properly require of him.
23. The Executive Director shall keep or cause to be kept a book or books, or other records, wherein shall be recorded:
 - (a) A copy of the Certificate of Incorporation and all By-laws of the Association.
 - (b) The names of all persons who are paid up members in good standing of the Association and the address of every such person.
 - (c) The amounts paid in the remaining unpaid for a period of six months in arrears in respect of membership dues.
 - (d) The names, addresses and calling of all persons who are or have been Directors of the Association with the several dates at which each became or ceased to be a Director.
 - (e) All such other records and accounts as he shall be directed to keep by the Board of Directors.

ARTICLE V

TRADE AND GEOGRAPHIC SECTOR GROUPS

1. For the purpose of encouraging sectors of the marine industry to organize and address issues of mutual interest and concern, the Association shall provide for the establishment of Trade and Geographic Sector Groups within its membership in accordance with the following provisions:

TRADE SECTOR GROUPS

- (a) Any group of Regular members within the Association, carrying on similar businesses within a marine industry sector, representing at least 25 percent of the sector who are members of the Association as at the date of each Annual General Meeting may organize together as a Trade Sector group. They will be designated by a title descriptive of the business function of their members. There shall be one only Trade Sector Group in each category within the Association.

GEOGRAPHIC SECTOR GROUPS

- (b) Any group of Regular members carrying on their businesses in relative proximity in any geographic area of the province, representing at least five percent of the total membership of the Association as at the date of the last Annual General Meeting may apply to the Board of Directors for the setting of Geographic Sector Group boundaries and the organizing of their group within such a geographic area. These Groups will be designated by a title descriptive of the area in which the organization takes place. There shall be one only Geographic Sector Group within the Association for each geographic area.
2. Each such Group, whether a Trade or Geographic Sector Group, subject to the direction of the Board of Directors and the Association, shall conduct its own specific business, as it may from time to time decide.
 3. Each such Group, whether a Trade Sector or a Geographic Sector, shall recommend one of their members to the Board of Directors for appointment as their members to the Board of Director for appointment as their Sector Group Advisor to the Board of Directors.
 4. Any such Trade or Geographic Sector Group may collect assessments or fees from its own members for its own use and objects. Such assessments or fees shall be distinct from and in addition to any such assessments or fees levied upon the general membership of the Association as a whole.
 5. It shall not be compulsory for any member to join a Trade or Geographic Sector Group.

ARTICLE VI

FINANCIAL AFFAIRS

BORROWING

1. Save as by Statute otherwise provided, the Board of Directors, may raise or borrow or secure the payment of money for the purpose of carrying out the objects of the Association, provided that no debentures shall be issued without the sanction of a Special Resolution.

ACCOUNTS AND AUDIT

2. The Board of Directors shall cause full and true accounts to be kept of all sums of money received and liabilities of the Association. For such purposes a Standing Committee of Finance shall be appointed which will consist of the President, the Immediate Past President and the Executive Secretary.

The Board of Directors shall lay before each Annual General Meeting, a financial statement for the period since the preceding financial statement made up to date for the year to date of the 1st of one full month preceding the meeting, and also of the Association fiscal year immediately preceding.

An Auditor for the Association shall be appointed at each Annual General Meeting.

FUNDS MANAGEMENT

3. The Board of Directors shall be empowered to disburse Association funds for the payment of accounts incurred as a result of normal Association business. The Board shall also be authorized to allocate Association funds for special projects deemed necessary or fitting to further the objects of the Association. It may invest surplus funds in guaranteed securities but not in equity funds.
4. Notwithstanding any of the foregoing, in order to preserve the classification of the Association under the Societies Act of British Columbia, as a non-profit organization, and in order to preserve exemption under the Federal Income Tax Act: Neither the Board of Directors, nor the Association, by Ordinary or Special Resolution, may disburse Association funds to individual members, except in payment of Association expenses incurred by such member, or in return for special services rendered.

Grammatical Amendment: April 8, 2013
Change of Name Update: January 10, 2014
Membership Category Amendment: December 22, 2014

ARTICLE VII

SEAL AND RECORDS

1. The seal, books and records of the Association shall be in the custody of the Board of Directors or its nominee and shall be kept at the registered office of the Association.
2. The seal shall not be affixed to any instrument or document save by Resolution of the Board of Directors and in the presence of such person or persons prescribed by the Resolution.
3. The books and records of the Association may be inspected by any member at all reasonable times and on every reasonable request.