

Rules of the Barnet Sailing Cooperative

Revised November 2025

Definitions

1. In these rules:

"Act" means the Cooperative Association Act of British Columbia from time to time in force and all amendments to it;

"adjourned meeting" means the meeting to which a meeting is adjourned;

"Association" means The Barnet Sailing Cooperative;

"board" or "the directors" mean the directors of the Association for the time being;

"good standing" means a member who has paid all required fees, fulfilled work hour obligations, and has not had their permit suspended or revoked.

"member" means any individual or couple who holds a share in the cooperative;

"member without sailing permit" means any member who does not have a valid sailing permit;

"ordinary resolution" means a resolution requiring a simple majority to be accepted;

"regulation" means the regulation under the Cooperative Association Act as made and amended from time to time;

"Rules" means these Rules and all amendments, additions, deletions or replacements from time to time in force and effect;

"special resolution" means a resolution that requires a two-thirds majority to be accepted.

Membership

2.

- i. Any person at least 19 years of age may be admitted to membership by applying in writing to the officers who may accept, refuse or postpone it.
- ii. No person shall be admitted to membership until a sailing permit is made available where no present member in good standing has applied for available sailing permits.
- iii. Joint membership can be given to couples living together in marriage or common-law.
- iv. Every prospective member, before being granted membership, must sign an agreement indicating that they have read, understood, and are willing to abide by the Rules of the Cooperative.
- v. A member may withdraw from the Cooperative by notifying the officers. No refund of fees will be made. The executive may also consent to a withdrawal in any other case where it seems just and equitable.

Shares

3. Shares may not be transferred.

4. Each single member and each joint membership shall hold only one share.

5. All shares in the Cooperative have a par value of one dollar which shall be deemed to have been paid in full as a component of a member's first membership fee.
6. No share certificates shall be issued by the Cooperative.
7. The Cooperative shall have a lien on a member's share for a debt due to it by the member.
8. If a member fails to pay any call on the day appointed for payment, the directors may at any time after serve a notice on the member requiring payment within 14 days from the date of the notice of so much of the call as is unpaid.
9. If the requirements of a notice are not complied with, any share in respect of which the notice has been given may be forfeited by a resolution of the directors to that effect.
10. A forfeited share may be sold or otherwise disposed of on terms and in a manner the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on terms the directors think fit.
11. A person whose share has been forfeited shall cease to be a member, but shall remain liable to the Cooperative for all money, which at the date of forfeiture was presently payable by the member to the Cooperative.
12. Members leaving the Cooperative, whether by withdrawal, expulsion, forfeit, or any other reason, shall relinquish their Cooperative share, and their original payment for that share shall be deemed a donation to the Cooperative.

Voting

13. Each single member with a sailing permit in good standing shall be entitled to one vote. Each joint membership with a sailing permit in good standing shall be entitled to one vote. Together these shall be defined as voting members.
14. On a show of hands or on a poll, every voting member who is present shall have one vote.
15. The chair at any general meeting shall have a second vote in the event of a tie.
16. A member in arrears or with a call on his share may not vote for directors or officers or at any general meeting.
17. In a vote by show of hands, the declaration of the chair shall be conclusive evidence of the result unless one or more members upon declaration of the result demand a poll, at which time a poll shall be taken immediately.

General Meetings

18. An annual general meeting shall be held at such time and place as determined by the directors and officers.
19. The directors and officers may at any time, and shall, on a written request signed by 1/5 or more of the voting members, call a special general meeting. A request will set forth the object of the meeting, and be deposited at the registered office with the secretary or one of the directors. If the directors or officers do not call the meeting within 7 days of the deposit of the request, the requester's may call the meeting themselves.

20. At least 14 days notice must be given of every meeting dealing with extraordinary resolutions, and of the annual general meeting. The notice must specify the time and place of the meeting, and the general nature of any extraordinary resolutions or special business. The same notice must be given for general meetings. The written notice must be given to all members by email, mail, or in person. All extraordinary resolutions shall be submitted in writing to the executive prior to the Annual General Meeting or any Special General Meetings. The executive must notify all members of the deadline for these submissions. Enough time should be allowed for the executive (or an appointed committee) to study and make a recommendation on the proposed addition, change or deletion. The parameters of this executive committee shall be to determine compatibility of the motion with the coop goal of 'affordable cooperative sailing', as well as its effectiveness, fairness, necessity, simplicity, wording and any other criteria which the executive or membership deems to be required.
21. No business shall be transacted at any meeting unless at least 20% of all voting members are present in the room or by virtual meeting.
22. The president shall chair every meeting. If there is no chair present within 30 minutes of the scheduled start of a meeting, the vice-president shall chair the meeting. If neither is present, by that time the voting members present may select an officer as a chair.
23. If within one hour from the appointed time for a general meeting a quorum is not present, the meeting shall be dissolved if convened on a requisition, or adjourned to the same time and place in the next month. If a quorum is then not present for the adjourned meeting, the voting members then present shall constitute a quorum, providing there is never less than 10 voting members present at all times.
24. The chair may, with the consent of a meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting. No business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
25. The order of business at an annual general meeting shall be:
 - i. Meeting called to order
 - ii. Notice convening meeting to be read
 - iii. Minutes of preceding meeting to be read and disposed of
 - iv. Review of business arising out of minutes.
 - v. Reports of standing and special committees
 - vi. Reports of officers and directors
 - vii. Reports of the auditor
 - viii. Elections of officers and directors
 - ix. Special business
 - x. New business

Officers and Directors

26. The number of officers shall be set in general meetings, but may never be more than ten, nor less than three including a president and treasurer. The number of directors shall be set in general meetings and shall never be more than twelve or less than three.
27. Any voting member may hold one or more officer or director positions. Within each joint membership, only one person may hold a director or officer position. A member without a sailing permit may hold a director's position, but not an officer's position.

28. At each annual general meeting, the officers and directors for the following year shall be elected by the members, but any casual vacancy may be filled up by the existing officers or directors.
29. If a meeting to elect officers or directors is adjourned due to lack of a quorum, and the adjourned meeting also lacks a quorum, the members then present shall constitute a quorum providing there is never less than 10 members present at all times.
30. The Cooperative may, by extraordinary resolution, remove any officer or director before the expiration of their term, and may appoint another in their stead.
31. The position of officer or director shall be vacated if the officer or director
 - i. ceases to be a member
 - ii. fails to pay their fees
 - iii. has their sailing permit revoked
 - iv. is concerned or participates in any profit from the Cooperative
 - v. is absent from 3 consecutive regular meetings without the consent of the other officers or directorwith the provision that (iv) shall not apply if the officer fully discloses the nature of such profit as soon as they become aware of it and does not vote in any matter concerning that subject, and if they do vote, that vote shall not be counted.
32. The business of the Cooperative shall be managed by the officers who may pay from its funds the expenses of its incorporation, and exercise all its powers subject to the Act and its rules.
33. The officers may delegate any of their powers to committees consisting of members not in arrears with a call on their shares, and these committees shall, in the exercise of their delegated powers conform to the rules imposed upon them by the officers, and the rules of the Cooperative.
34. The officers shall cause minutes to be kept of all meetings consisting of:
 - i. the names of all officers present
 - ii. the number of members present
 - iii. the details of all resolutions and proceedings that occurEvery officer present shall sign their name to those minutes.
35. The officers shall keep proper registers of the members, officers and directors, and shall in all other respects comply with the Act.
36. All meetings of the officers and directors will be held within the province, and the quorum necessary for the transaction of business shall not be less than one third of the total number of officers and directors.
37. Officers and directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. Questions arising at these meetings shall be determined by a majority of votes with the chair having a second vote in the event of a tie. An officer or director may at any time call a meeting of officers or directors.
38. A resolution signed by all the officers shall have the same force and effect as if passed at a duly constituted meeting of officers

Financial

39. Every officer having receipt or charge of money shall before entering in their duties give security considered necessary by the members.
40. An annual budget shall be presented to the membership by the directors before the end of February each year. The acceptance of the budget shall require a majority vote. No expenditure, not included in the approved budget, shall exceed the cost of one year's annual joint sailing permit plus \$100, without an ordinary resolution. In the event of an emergency, a meeting of the directors shall be called. At the meeting, the directors, at their discretion, may approve spending of more than the allotted amount in order to protect the best interest of the Cooperative.
41. The officers may, at their discretion, raise or borrow or secure the payment of money for the purposes of the Cooperative, but no debentures shall be issued, nor shall the amount at any one time owing in respect to money raised, borrowed or secured exceed the amount of capital raised without the sanction of an extraordinary resolution.
42. The officers shall cause true accounts to be kept of:
 - i. all money received and expended
 - ii. the matter for which receipts and expenditures take place
 - iii. the assets and liabilities of the Cooperative
43. These accounts shall be kept at the treasurer's office, and may for temporary purposes be kept at some other place as the officers see fit, and shall at all reasonable times be open to the inspection of the officers and members.
44. Subject to and in accordance with the Act, the directors must appoint the first auditor and the Association must appoint subsequent auditors, if any. The duties and rights of the auditor are governed by the Act.
45. At every annual general meeting, the officers shall produce to the members the profit and loss account and balance sheet prepared by the officers in accordance with the Act, along with any auditors reports, all of which shall be read to the members present and available for their inspection. Every member present shall be supplied with a free copy of the Financial Statements.
46. The directors may invest Cooperative funds into insured deposits, Guaranteed Investment Certificates from a national bank or into government issued bonds.
47. The directors shall declare any profits brought forward as a result of investment. There will be no dividends paid on any share. Any surpluses must be used for the operation of the Cooperative.

Sailing Permits

48. The Cooperative shall not have more than (75) sailing permits allocated in one year, with the membership having the right to limit the number of permits as it sees fit. Sailing permits are broken into two categories; single and joint. Except for long term bookings, each member within a joint membership holding a joint sailing permit in good standing shall have the same right to book co-op boats as a single sailing permit holder.
49. Every single member and each joint membership, so long as they have a sailing permit in good standing, shall be entitled to one long-term booking per sailing year.

Members without Sailing Permits

50. Members with sailing permits may, at their request, have their permit suspended by notifying the executive by email or in writing and becoming a member without sailing permit. In the event the member wants to regain their sailing permit at a later date, that member would not have to repay such items as initiation fees or capital assessments, however all missed assessments must be paid before a sailing permit is issued.
51. If the member wishes to regain their sailing permit, priority will be given according to the date of original membership.
52. Members without sailing permits shall not have a vote at Cooperative meetings.

Fees

53. All fees, including the cost of sailing permits, are set by majority vote of the membership each year.
54. Permit fees are due in full on October 1st of each year. The sailing year shall begin on November 1st and end on the last day of October of the following year. If a current member has not paid their fees for the sailing year by November 1st of that year, then the sailing permit will be offered to the next available member. If the member pays their fees after November 1st, they may be issued a non-sailing permit until such time a sailing permit is available.
55. The officers may make calls on the members for any monies unpaid on their fees.

General

56. There will be no subletting, lending nor chartering of any Cooperative boat.
57. Members convicted of impaired boating shall have their sailing permit revoked with no refund of fees.
58. Any member who operates a boat in a manner endangering the safety of the boat or others may have their sailing permit revoked with no refund of fees.
59. If a member, or a member's guest, violates any of the rules and conditions herein, regarding the use of the boats and equipment or if a member's conduct is deemed to be of such a nature as to be harmful to the harmonious atmosphere of the Cooperative, then the directors may revoke the member's permit with no refund of fees and may expel the member from the Cooperative.
60. The directors may expel a member from the Cooperative for violation of rules or for misconduct. The directors must give the member a written notice of expulsion. The member is entitled to a hearing, which will take place at the next scheduled executive meeting, which must be a minimum of 7 days from receipt of the expulsion notice. To expel a member, a majority vote is required. If the member disagrees with the decision of the executive, the member may request an appeal, which would be heard at the next scheduled general membership meeting. To expel a member at a general membership meeting, a majority vote is required.
61. Each member on being registered shall have access to the Rules of the Cooperative on the Co-op website.
62. In addition to these rules the Cooperative shall have the right to establish policies and procedures governing Cooperative business. These may be created, altered or removed by ordinary resolution at a general meeting unless otherwise specified.

63. Should the Cooperative dissolve or wind up by ordinary or extraordinary resolution, respectively of the voting members of the Cooperative, the assets of the Cooperative shall be awarded to a non-profit venture benefiting mariners in British Columbia.

Disputes

64. Disputes arising out of the affairs of the Cooperative between the Cooperative or an officer or director, and any member or person who was a member not less than six months before, or any person claiming through a member, or claiming under these rules shall be referred to a committee of three members of the Cooperative. The president and the aggrieved person shall each nominate one member, and the third member shall be selected by the two nominated. The decision reached by the committee shall be final and binding on all parties and may be enforced on application to Supreme Court under the Act. All three members of the committee must be members of the Cooperative.
65. A notice under the Act or these rules shall be in writing and may be given by the cooperative to any member either personally, by email, or by sending it by registered post to their registered address. Written notice sent to the email address provided by the member shall be considered received three days after being sent.

The Seal

66. The seal of the Association must not be affixed to any instrument except by the authority of a resolution of the directors or the Association, and in the presence of the president and the secretary or other person the directors appoint for the purpose; and these 2 persons must sign every instrument to which the seal is attached.
67. The directors shall provide for the safe custody of the seal

Alteration of Rules

68. These rules may only be altered or added to by extraordinary resolution passed by a majority vote of not less than three-quarters of the voting members present for which there has been 14 days written notice.