

Constitution

1. The name of the Society is Canoe Racing BC.
2. THE PURPOSES OF THE SOCIETY ARE:
 - (a) To promote and encourage participation in paddle sports as a means to improve health and fitness and to provide opportunities for personal growth for all participants
 - (b) To use Long Term Athlete Development principles to guide the delivery of sustainable programs for all levels of participants
 - (c) To represent the interests of paddle sports in the Province of BC at a national, provincial, regional and club level
 - (d) To exercise jurisdiction over and provide leadership for all technical and administrative activities.
3. The activities of the Society are primarily to be carried out in the Province of British Columbia.
4. DISSOLUTION AND NOT-FOR PROFIT PURPOSE
In the event of dissolution of the Society, funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization of organizations with similar purposes, in British Columbia, as may be determined by the members of the Society at the time of dissolution. If effect cannot be given to the aforesaid provisions, such funds or assets shall be given or transferred to a suitable level of government.
5. The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.
6. Paragraphs 3, 4, 5, & 6 of this Constitution are unalterable in accordance with the Society Act.

By-Laws

Part I – Interpretation

In these By-Laws, unless the context otherwise requires:

- “directors” means the directors of the Society for the time being;
- “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- “registered address” of a member means his address as recorded in the register of members;
- the name of the Society will be Canoe Racing BC hereinafter referred to as the Society;
- Canoe Racing BC conducts business under the title of CanoeKayak BC and may be referred to as CKBC;
- the Canadian Canoe Society conducts business under the title of CanoeKayak Canada and may be referred to as CKC
- “Club” means a group of individuals organized to carry out similar goals as the Society and that is accepted as a member of the Society.

The definitions in the Society Act on the date these By-Laws become effective apply to these By-Laws.

Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 – Membership

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

2.1. Admission to Membership

The members of the Society shall be those persons, clubs, corporations or organizations who are:

- (i) Appointed as members; or
- (ii) Accepted into membership by the Board of Directors of the Society and who are registered with the Society by:
 - a. Submitting the registration form established by the Society; and
 - b. Paying the applicable membership fees.

Any club in BC may be admitted as a member of the Society by application in writing, endorsed by one member Club, in good standing, and delivered to the President/Flag Officer of the Society. If the club is approved by a simple majority vote of the Board of Directors the applicant Club becomes a member of the Society.

2.2. Classes of Membership

There shall be 4 classes of members as follows:

1. Full Member Clubs – who shall be clubs registered as full member clubs with the Society and the Canadian Canoe Association.
2. Associate Member Clubs – who shall be clubs registered as an associate club with the Society and the Canadian Canoe Association OR be registered as an associate club with the Society and be a provincial discipline member of the Canadian Canoe Association.
3. Individual Members – who shall be individuals who register directly independent of any member club as individuals with the Society.
4. Associate Organization/Corporation Members – who shall be corporate or other interested organizations who register with the Society or who shall be organizations/corporations registered with the Society who are covered under their organizations/corporations insurance plan.

Every member shall uphold the constitution and comply with these By-Laws and comply with all other rules and regulations as established by the directors from time to time.

2.3. Voting Rights of Members

Full Club Membership – Each FULL Member Club in good standing is entitled to two (2) votes at any meeting of Society members. Each FULL Member Club shall give to the President/Flag Officer prior to commencement of the meeting, or in the absence of the President/Flag Officer to the Chairperson of the meeting, notice of which persons are entitled to cast the votes of the Club.

Associate Club Membership – Each ASSOCIATE Member Club in good standing is entitled to one (1) vote at any meeting of Society members. Each ASSOCIATE Member Club shall give to the President/Flag Officer prior to the commencement of the meeting notice of which person is entitled to cast the vote of the Club.

Individual Members and Associate Organization/Corporate Members - INDIVIDUAL members and ASSOCIATION ORGANIZATIONS/CORPORATE MEMBERS shall carry no vote.

2.4. Membership Fees

The amount of annual membership dues for each class of member shall be determined at a Board of Directors meeting held prior to December 1st of each year.

Annual dues shall be due and payable on or before the 1st day of April in each year, and any member whose current dues are not paid in full shall forfeit the privileges of membership without further notice or proceedings unless the board of directors extends the time for payment of said dues or until such dues are paid.

Should any member fail to pay his or her dues in full before the 1st of May of any year, the board of directors shall prevent that person from taking part in any Society sanctioned event.

All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

2.5. Termination of Membership

A Full Member Club, Associate Member Club, Individual Member or Associate Organization/Corporate Member shall register with the Society by submitting the registration form established by the Society and paying the applicable membership fee.

The registration form established by the Society shall state the duration of the membership term for which it covers. A Full Member Club, Associate Member Club, Individual Member or Associate Organization/Corporate Member shall cease to be a member at the end of the membership term as stated in the registration form established by the Society unless and until the member re-registers by submitting the registration form established by the Society for a subsequent membership term and paying the applicable membership fee for the subsequent membership term.

2.6. Expulsion of Membership

A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 – Meetings of Members

3.1. Annual and General Meetings

The first annual general meeting of the Society shall be held not more than fifteen months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than fifteen months after holding the last preceding annual general meeting.

The order of business at the annual meeting shall be as follows:

- a) Minutes of the last annual meeting
- b) Reports
- c) Unfinished business
- d) New business
- e) Election of Directors and Officers
- f) Adjournment

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

The directors may, whenever they think fit, convene an extraordinary general meeting.

General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the directors decide.

Notice of a general meeting shall be given fourteen (14) days prior to the meeting, to each member entitled to vote thereat, either by notice sent by post or by an insertion in one or more of the appropriate Newsletters.

Notice of general meeting shall specify the place, the day and hour of the meeting and, in case of special business, the general nature of that business.

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 4 – Proceedings at General Meetings

4.1. Special Business

Special business is:

All business of an extraordinary general meeting except the adoption of rules of order; and
All business that is transacted at an annual general meeting, except;

- a) The consideration of financial statements
- b) The report of the directors;
- c) The report of the auditors;
- d) The election of directors;
- e) The appointment of the auditor;
- f) Such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.2. Quorum of Members

No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

If at any time during a general meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

A quorum for the transaction of business at a General Meeting of members shall consist of at least eight (8) member votes present, represented in person by club representatives.

If within thirty minutes from the time appointed for a member's meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the members present constitute a quorum.

4.3. Chairperson

The president/flag officer shall preside as chairperson at all meetings of the members of the Society.

If at a general meeting there is no president/flag officer or any other director present within fifteen minutes after the time appointed for holding the meeting; or if the president/flag officer and all of the other directors present are unwilling to act as chairperson the members who are eligible to vote shall choose one of their number to be Chairperson.

4.4. General Meeting Adjournment

A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

4.5. Voting of Members

All resolutions proposed at a meeting must be seconded and the chairperson of the meeting may move or propose a resolution.

In the case of an equality of vote, the chairperson of the meeting may cast the deciding vote.

A Full Member Club in good standing present at a meeting of members is entitled to two (2) votes. Each Associate Member Club in good standing present at a meeting of members is entitled to one (1) vote.

Each question shall be decided by a majority of the votes being carried in person. Voting is by a show of hands, unless the members otherwise decide; except for the election of directors which shall be by ballot.

No Board Member shall carry the vote of a club.

Proxy votes are not permitted.

Part 5 – Directors and Officers

5.1 Powers of Directors

The directors may exercise all such powers and all such acts and things as the Society may exercise to do, and which are not by these By-Laws or Statute of otherwise lawfully directed or required to be exercised or done by the Society in general meeting, by subject, nevertheless, to be the provisions of

- a) All laws affecting the Society;
- b) These By-Laws; and
- c) Rules, not being inconsistent with these By-Laws, which are made from time to time by the Society in general meeting.

A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

5.2 Directors of the Association

The affairs of the Association shall be managed by a board of directors. The number of directors shall be nine (9) or such greater number as may be determined at a general meeting.

The board of directors shall consist of:

- President/Flag Officer, Secretary, VP Finance, Sport Development Chair, Sprint High Performance Chair and Director at Large. The President/Flag Officer, Secretary and Sport Development chair shall be elected in even years, the VP Finance, Sprint High Performance Chair and Director at Large shall be elected in odd years
- Marathon representative and Whitewater representative both of whom are nominated by the participating members of their discipline

- An athlete representative, elected for a one year term by members athletes at a meeting to be held during the Fall Awards Ceremony.

5.3 Election of Directors

The directors must retire from office at the end of their term at the annual general meeting when their successors are elected.

A director shall be elected at the annual general meeting for a two year term or to complete the position's term.

Separate elections must be held for each office to be filled.

An election may be by acclamation; otherwise it must be by ballot.

If a successor is not elected, the person previously elected or appointed continues to hold office. If after three terms a successor is not elected then the position is left open.

Directors hold office for a term of two years and are eligible for re-election for a second and third term. No director may hold office for more than three terms unless an extension is approved by resolution of the directors then in office.

5.4 Board Vacancies

The directors may at any time appoint a member as a director to fill a vacancy in the directors.

Appointees to the board are elected to the board at the next AGM to serve the remainder of that term and up to two more terms if re-elected.

An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

The members eligible to vote may by special resolution, remove a director before the expiration of his office, and may elect a successor to serve to the next annual general meeting complete the term of office.

Any Director missing two consecutive meetings of the Board, or any Executive member missing two consecutive meetings of that Committee will be considered to have resigned unless they show cause to the Board why he/she should not be considered to have resigned. In cases of resignation the Board shall have the power to appoint new members subject to confirmation at the next meeting of the members of the Society.

5.5 Board Remuneration

A director must not be remunerated for being or acting as a director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

PART 6 – Proceedings of Directors

6.1. Meetings of the Directors

The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regular their meetings and proceedings, as they see fit.

The directors may from time to time fix the quorum necessary for the transactions of business and unless so fixed the quorum shall be a majority of the directors then in office.

The president/flag officer shall be chairperson of all meetings of the directors, unless the directors otherwise decide.

A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.

A newly appointed or elected director or directors shall be notified of the first meeting of the directors following their appointment or election, but failure to notify such new directors shall not void the meeting, if a quorum is present.

6.2. Voting of the Board

Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

In cases of an equality of votes, the president/flag officer may cast the deciding vote.

A resolution passed by email vote and placed in the minutes of the subsequent meeting of the directors is as valid and effective as is regularly passed at a meeting of directors.

6.3. Delegation of Responsibility

The operating responsibilities of the Society may be handled by an Executive Committee consisting of the Officers of the Society. This committee shall meet at least quarterly; a quorum will consist of three of the committee members. Minutes will be maintained and distributed to all board members.

The president/flag officer, finance chair, secretary and at least one director, to be determined by the board at its first meeting after the annual general meeting, are the officers of the Society

6.4. Committees of the Board

The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee.

A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the directors at the earliest meeting of the directors held after the act or thing has been done.

Subject to directions of the directors, the committee shall determine its own procedures. The members of a committee may meet and adjourn as they think proper.

Part 7 – Duties of Officers

7.1. Powers of Officers

The executive committee may exercise all the powers and do all the acts and things that the Society may exercise and do and that are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:

- a) All laws affecting the Society,
- b) These bylaws, and
- c) Rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting or by the board of directors.

7.2. Duties of the president/flag officer

The president/flag officer shall, when present, preside at all meetings of the members of the Society and the board.

The president/flag officer, subject to the authority of the board, shall have general supervision of the affairs and the business of the Society.

The president/flag officer shall represent the Pacific Division of the Canadian Canoe Society.

The president/flag officer shall be, ex officio, a member of all committees.

The president shall perform such other duties as may, from time to time, be determined by the board.

During the absence or inability of the president, the president's duties and powers may be exercised by such director the board may, from time to time, appoint for the purpose.

7.3. Duties of other officers

The duties of all other officers of the Society shall be such as the terms of their engagement call for or the Board requires of them. The Board may add additional duties to any officer or transfer duties among officers.

Part 8 – Seal

The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary.

Part 9 – Borrowing

In order to carry out the purpose of the Society the board of directors may, on behalf of and in the name of the Society, upon a motion passed by not less than two thirds of such directors, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

A debenture must not be issued without the authorization of a special resolution.

The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

An auditor may be removed by ordinary resolution.

An auditor must be promptly informed in writing of the auditor's appointment or removal.

A director or employee of the Society must not be its auditor.

Part 11 - Notices to Members

A notice may be given to all members of the Society and the auditor, if so appointed.

Notice may be given to a member either personally or by depositing it in a post office or letter box in a pre-paid, sealed envelope addressed to the member at the address as it appears on the books of the Society. A notice or other document sent by post shall be held to be sent at the time it was deposited in the post office or letter box. Any person entitled to receive any notice may waive the notice either before or after the meeting to which the notice refers.

No other person is entitled to receive a notice of a general meeting.

Parliamentary Authority

Any rules respecting meetings of the Society for the express provision has not been made shall be determined in accordance with the Society Act of BC and, if no provision is found therein, the latest edition of "Robert's Rules of Order" shall apply.

Part 12 – By-Laws

On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.

These By-Laws shall not be altered or added to except by special resolution.

By-Laws may be made, amended, or repealed by a special resolution passed by a majority of not less than three-fourths of such members entitled to vote at any general meeting, provided notice in writing specifying the intention to propose the resolution, has been given with the notice convening the meeting or at a previous general meeting, and provided, however, that the By-Law or the amendment or repeal of any By-Law, shall not be enforced or acted upon until the approval of the Registrar of companies has been obtain.