

The Constitution

1. **NAME:** The name of the society is Canoe Kayak BC.

2. **THE PURPOSES OF THE SOCIETY ARE:**
 - (a) To provide a program which will result in the physical and social development of all participants in Canoe sports and in particular to hold and arrange Canoe competitions and regattas.
 - (b) To participate in the program sponsored by the Canoe Kayak Canada, and other nation-wide organizations which promote Canoe sports of all kinds.

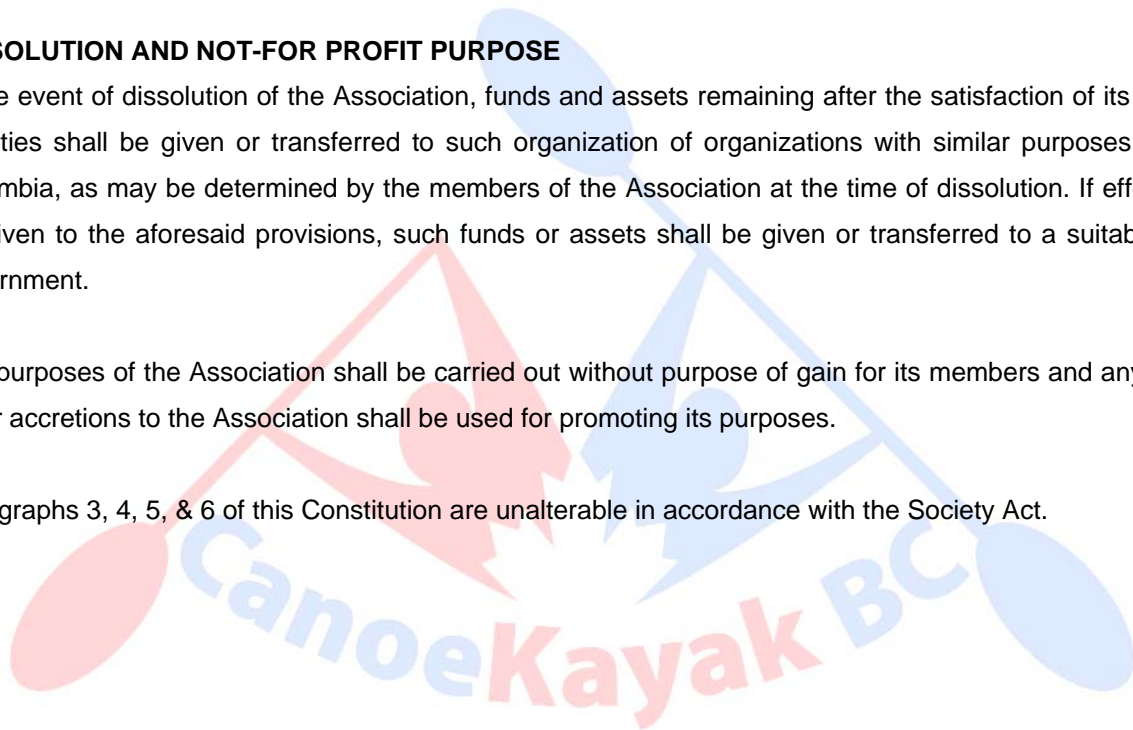
3. The activities of the Association are primarily to be carried out in the Province of British Columbia

4. **DISSOLUTION AND NOT-FOR PROFIT PURPOSE**

In the event of dissolution of the Association, funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations with similar purposes, in British Columbia, as may be determined by the members of the Association 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 Association shall be carried out without purpose of gain for its members and any profits or other accretions to the Association 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

1. In these By-Laws, unless the context otherwise requires:
 - (a) “directors” means the directors of the Association for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means his address as recorded in the register of members;
 - (d) the name of the Association will be Canoe Kayak BC hereinafter referred to as the Association;
 - (e) the Canoe Kayak Canada shall hereinafter be referred to as CKC;
 - (f) “Club” means a group of individuals organized to carry out similar goals as the Association and that is accepted as a member of the Association.
2. The definitions in the Society Act on the date these By-Laws become effective apply to these By-Laws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part II – Membership

4. The members of the Association are the applicants for incorporation of the Association and those persons who subsequently have become members, in accordance with these By-Laws, and, in either case, have not ceased to be members.
5. A club or person may apply to the directors for membership in the Association and on acceptance by the directors is a member.
6.
 - (a) There shall be two types of membership:
 - (i) Club Membership – any Club in BC may be admitted as a member of the Association by application in writing, endorsed by one member Club, in good standing, and delivered to the President/Flag Officer of the Association. If the club is approved by a simple majority vote of the Board of Directors the applicant Club becomes a member of the Association. Each member Club in good standing is entitled to one vote at any meeting of Association members. Each 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 person is entitled to cast the vote of the Club.
 - (ii) Associate Membership – any individual, organization or corporation that wishes to be a member of the Association for the purpose of receiving newsletters and bulletins or for the purpose of supporting the

activities of the Association may be admitted as a member upon approval of their application for membership by a simple majority vote of the directors. An associate member enjoys the benefits of membership as from time to time defined by resolution of the Board of Directors but shall not have a right to vote in the affairs of the Association.

- (b) Application for Membership – Applications shall be delivered to the member Club Secretary in writing, stating the name and address of applicant. A member who competes must provide a copy of his or her birth certificate upon request.
7. 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.
8. (a) The amount of annual membership dues for each class of member shall be determined at a Board of Director's meeting held prior to January 31 of each year.
- (b) 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 extend the time for payment of said dues or until such dues are paid.
- (c) 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 Association sanctioned event.
9. A person shall cease to be a member of the Association:
- (a) by delivering his or her resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association; or
- (b) on his death, or in the case of a corporation, on dissolution; or
- (c) on being expelled; or
- (d) on having been a member not in good standing for a period of time prescribed by the Directors.
10. Expulsion of Membership
- a) A member may be expelled by a resolution of the Discipline committee, with all rights temporarily suspended upon receipt in writing of said resolution.
- b) The notice of resolution for expulsion shall be accompanied by a brief statement for the reason or reasons for the proposed expulsion.
- c) The resolution must be presented to the Board of Directors at the general meeting immediately preceding the issuance of the resolution, and must not exceed 60 days of issuance.
- d) The person who is subject to the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- e) A notice of expulsion, in writing, shall be delivered to the person being expelled stating the reason and term of expulsion.

11. All members are in good standing except a member who has failed to pay his or her current annual membership fee, if any, or other subscription or debt owing by him or her to the Association.

Part III – Meetings of Membership

12. Annual General Meeting

- (a) The first annual general meeting of the Association 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.
- (b) Notice of the annual meeting shall be given fourteen 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.
- (c) The order of business at the annual meeting shall be as follows:
 - (i) Minutes of the last annual meeting
 - (ii) Reports
 - (iii) Unfinished business
 - (iv) New business
 - (v) Election of Directors and Officers
 - (vi) Adjournment

The rules of order shall be Robert's Rules of Order.

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

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

15. Notice of general meeting.

- (a) 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.
- (b) 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 IV – Proceedings at General Meetings

16. Special business is:

- (a) All business of an extraordinary general meeting except the adoption of rules of order; and
- (b) All business that is transacted at an annual general meeting, except;
 - (i) The consideration of financial statements
 - (ii) The report of the Directors;
 - (iii) The report of the Auditors;

- (iv) The election of directors;
- (v) The appointment of the Auditor, if required
- (vi) 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.

17.

- (a) No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (b) 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.
- (c) A quorum is 51 percent of member clubs who are eligible to vote, but never less than 3 clubs.

18. 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.

19. Subject to By-Law 19, President/Flag Officer or one of the other Directors present, shall preside as Chairman of a general meeting.

20. If at a General Meeting;

- (a) There is no President/Flag Officer or any other Director present within fifteen minutes after the time appointed for holding the meeting; or
- (b) If the President/Flag Officer and all of the other Directors present are unwilling to act as Chairman;
the members who are eligible to vote shall choose one of their number to be Chairman.

21. General Meeting adjournment:

- (a) 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.
- (b) 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.

22.

- (a) All resolutions proposed at a meeting must be seconded and the Chairman of the meeting may move or propose a resolution.
- (b) In the case of an equality of vote, the Chairman of the meeting may cast the deciding vote, but does not have a second vote as a member.

23. Voting is by a show of hands, unless the members otherwise decide.

Part V – Directors and Officers

24. The management of the Association shall be vested in the Board which consists of:
- (a) Seven Directors elected at the Annual General Meeting consisting of The President/Flag Officer, Treasurer, Secretary, VP/Director of Sport Development, VP/Director of Sport –High Performance, VP Director of Fundraising and Marketing, and Director of Officials Development. The President,/Flag Officer, Director of Officials Development, and the Secretary shall be elected in “even” years; Treasurer and 3 Vice Presidents shall be elected in “odd” years.
 - (b) An Athlete Representative, elected for a one-year term by the member athletes at a meeting to be held during the Fall Awards Ceremony and chaired by the Director of Sport.
25. The directors may exercise all such powers and all such acts and things as the Association 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 Association in general meeting, by subject, nevertheless, to be the provisions of
- (a) All laws affecting the Association;
 - (b) These By-Laws; and
 - (c) Rules, not being inconsistent with these By-Laws, which are made from time to time by the Association in general meeting.
26. No rule made by the Association in general meeting invalidates a prior act of the Directors that would have been if that rule had not been made.
27. The President/Flag Officer, Treasurer, Secretary, and one or more of the Vice Presidents are the Officers of the Association.
- 28.
- (a) The first Directors shall retire at the annual meeting.
 - (b) The Directors shall retire at the expiration of their term, when their successors will be elected.
 - (c) A Director shall be elected at the annual general meeting for a two year term.
 - (d) An election may be by acclamation; otherwise it must be by ballot.
 - (e) If a successor is not elected, the person previously elected or appointed continues to hold office.
 - (f) Directors hold office for a term of two years and are eligible for re-election for a second term. No director may hold office for more than two terms.
- 29.
- (a) The Directors may at any time appoint a member as a Director to fill a vacancy in the Directors.
 - (b) A Director appointed under By-Law 28(a) holds office until the next annual general meeting.

- (c) If a Director or officer ceases to hold office the remaining Directors shall appoint a replacement in accordance with these By-Laws.
- (d) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office

30.

- (a) 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.
- (b) 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 Association.

31. No Director or Officer shall be remunerated for being or acting as a Director or Officer, by a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.

PART VI – Proceedings of Directors

32. The Board of Directors shall have power:

- (a) to provide for the management of the affairs of the Association in such manner as they see fit;
- (b) to determine who shall be entitled to sign on behalf of the Association any bills, notes receipts, acceptances, endorsements, cheques, release, contracts, and documents;
- (c) to invest, reinvest and deal with any money of the Association not immediately required for the purposes of the Association upon such security, and in such manner as they think fit;
- (d) to make, carry, and repeal rules for regulating the affairs of the Association, not inconsistent with these By-Laws;
- (e) to appoint such officers, servants, or agents to perform such permanent, temporary, or special services as they may from time to time think fit, and to determine the powers and duties of the officers, servants, and agents, and to fix their salaries and emoluments;
- (f) to remove, dismiss or suspend its officers, servants, or agents;
- (g) no person shall order supplies, enter into agreements, or make commitments on behalf of the Association or any department thereof unless authorized by the Board of Directors.

33.

- (a) 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.

- (b) 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.
- (c) The President/Flag Officer shall be Chairman of all meetings of the Directors, unless the Directors otherwise decide.
- (d) A Director may at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Directors.

34.

- (a) 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.
- (b) 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.

35. Subject to directions of the Directors, the Committee shall determine its own procedures.

36. The members of a committee may meet and adjourn as they think proper.

37. 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.

38.

- (a) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- (b) In cases of an equality of votes, the President/Flag Officer may cast the deciding vote.
- (c) A resolution in writing, signed by all of the Directors and placed with the minutes of the Directors is as valid and effective as is regularly passed at a meeting of Directors.

39.

- (a) The operating responsibilities of the Association will be handled by an Executive Committee consisting of the Officers of the Association. 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.
- (b) The, Treasurer, Secretary and at least one Vice-President, to be determined by the Board at its first meeting after the Annual General Assembly, are the officers of the Association.

Part VII – Duties of Officers

40. The Executive Committee may exercise all the powers and do all the acts and things that the Association 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 Association 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 Association in a general meeting or by the Board of Directors.
41. The duties of the President/Flag Officer shall be:
- (a) Preside at meetings of the Association, the Board of Directors, and the Executive Committee unless the voting members or Directors otherwise decide;
 - (b) Represent the Pacific Division of Canoe Kayak Canada as Flag Officer
 - (c) Ensure the integrity of the procedures of the Association.
 - (d) Perform such duties and exercise such powers at the Association or Board of Directors may from time to time delegate to him or her.
42. The duties of the Vice President – Director of High Performance
- (a) Shall be responsible for the development and implementation of the High Performance Program in the Province of British Columbia.
 - (b) Perform such other duties as the Association or Board of Directors may from time to time delegate or prescribe.
43. The duties of the Vice President – Marketing and Fundraising shall be:
- (a) To Chair the Fundraising/Marketing Committee
 - (b) Perform such other duties as the Association or Board of Directors may from time to time delegate or prescribe.
44. The duties of the Treasurer shall be:
- (a) To ensure the keeping of full an accurate accounts of all the financial transactions of the association as required by law and any policies of the Association
 - (b) Perform such other duties as the Association or Board of Directors may from time to time delegate or prescribe.
45. The duties of the Secretary shall be:
- (a) Shall keep minutes of all meetings of the Association
 - (b) Perform such other duties as the Association or Board of Directors may from time to time delegate or prescribe.

Part VIII – Borrowing

46.

- (a) In order to carry out the purpose of the Association, the Board of Directors may, on behalf of and in the name of the Association, 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.
- (b) No debenture shall be issued without the sanction of a special resolution of the members or member clubs.

47. The Directors may, by special resolution, borrow, raise or secure payments of such moneys up to a limit of \$2,000 upon any on such motion, provided that five days notice of such motion has been given to the Directors of the Association

Part IX – Auditor

48. This part applies where the Association is required or has resolved to have an auditor.

49. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of Auditor

50. At each annual general meeting, the Auditor shall reports as to the books and accounts examined by him and on every account or Balance Sheet laid before the annual general meeting.

51. An Auditor may be removed by ordinary resolution.

52. An Auditor shall be informed forthwith in writing of appointment or removal.

53. No Director and no employee of the Association shall be Auditor

54. The Auditor may attend general meetings.

Part X – Notice to Members

55. A notice may be given to a member, either personally or by mail to him at his registered address.

56. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in the Canadian Post Office receptacle.

57.

- (a) Notice of a general meeting shall be given to;
 - (i) Every member shown on the register of members on the day the notice is given; and
 - (ii) The auditor if Part IX applies;
- (b) No other person is entitled to receive a notice of a general meeting.

Part XI – Damaged Goods

58.

- (a) Any member who (in the opinion of the Board of Directors) willfully or by negligence damages any property of the Association or any property entrusted to the Association, shall immediately have the same repaired or replace and made good at his expense. The question of the damages being or not being accidental shall be decided by the Board of Directors from evidence as they may be able to obtain.
- (b) Should any member fail to make good the damage done by him as provided in 57(a), the Board of Directors may have the same done and charge the cost repairs or replacement to him, and the member shall be liable to pay the cost within thirty days of the assessment.

Part XII – Complaints

59. Any complaint concerning the management of the affairs of the Association, or relating to the conduct of members, shall be made in writing to the Secretary or to the President/Flag Officer and shall be presented to the Executive Committee.

Part XIII – By-Laws

- 60. After being admitted a member is entitled to a copy of the constitution and By-Laws, upon paying the sum of \$1.00.
- 61. These By-Laws shall not be altered or added to except by special resolution.
- 62. 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.