

Bylaws

PART 1– INTERPRETATION

1.1 Definitions

In these bylaws, unless the context otherwise requires:

- “Canoe Kayak Canada” is a corporation as defined in the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, and may be referred to as “CKC”;
- “Member Clubs” means the clubs, societies or other associations who are organized to carry out similar goals as the Society and have been accepted as a member of the Society;
- “Participants” means the people who participate in the activities of or on behalf of a Member Club;
- “Societies Act” means the *Societies Act*, S.B.C. 2015, c. 18 of the Province of British Columbia in force and all amendments to it; and
- “Society” or “CKBC” means Canoe Racing BC which conducts business under the name of CanoeKayak BC.

1.2 Societies Act Definitions

The definitions in the *Societies Act* apply to these bylaws. If there is a conflict between these bylaws and the *Societies Act* or the regulations under the *Societies Act*, the *Societies Act* or the regulations as the case may be, prevail.

1.3 Interpretation of Words

Words importing the singular include the plural and vice versa. Except as provided in the *Societies Act* or regulations under the *Societies Act*, the board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Society.

PART 2– MEMBERSHIP

2.1 Members

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 bylaws, and, in either case, have not ceased to be members.

2.2 Admission to Membership

The members of the Society shall be the Member Clubs who are clubs, societies or other associations who are accepted into membership by the board of directors of the Society, by a resolution of the board or such other manner as may be determined by the directors from time to time. A club, society, or association may apply to become a Member Club by:

- (a) completing the registration process established by the Society; and
- (b) paying the applicable membership fees.

2.3 Voting Rights of Members

Each Member Club in good standing is entitled to one (1) vote at any meeting of the Society. Each Member Club shall give to the president prior to commencement of the meeting or, in the absence of the president, the chairperson of the meeting, notice of which persons are entitled to cast the vote of the Member Club.

2.4 Membership Fees

The amount of annual membership dues shall be determined by the board of directors.

Annual dues shall be due and payable on or before the 1st day of April, unless the board of directors extends the time for payment of said dues.

2.5 Membership Duties

Every Member Club shall uphold the constitution, comply with these bylaws and with all other rules, regulations, policies and procedures as established by the Society.

2.6 Good Standing

All Member Clubs are in good standing except a Member Club who has:

- (a) failed to pay their current annual membership fee,
- (b) any other subscription or outstanding debt owing to the Society,
- (c) not complied with CKBC's membership duties including any membership compliance agreement.

The Member Club is not in good standing so long as the debt remains unpaid and/or the Member Club is in non-compliance.

Any Member Club who is not in good standing forfeits the privileges of membership, including the right to vote and to have its Participants compete in competitions.

The board has an obligation to inform the Member Club in writing when it considers that Member Club is not in good standing for the reasons set out in (b) or (c). A Member Club who is not in good standing under (b) or (c) has the right to present their case to the board for consideration within 30 days of receiving notice of non-compliance.

2.7 Termination of Membership

Should any Member Club fail to pay their dues in full before the 1st of May of any year, they will have ceased to be a Member Club of the Society, unless the board of directors has extended the time for payment under bylaw 2.4.

2.8 Expulsion from Membership

A Member Club may not be disciplined or expelled by a special resolution of the membership. The board of directors may by a directors' resolution discipline or expel a Member Club if it fails to comply with its membership duties with the Society.

PART 3– MEETINGS OF MEMBERS

3.1 Annual General Meetings

An annual general meeting must be held at least once every calendar year.

3.2 Extraordinary General Meetings

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

3.3 Calling Meetings

The directors may, whenever they think fit, call an extraordinary general meeting. General meetings of the Society must be held at the time and place, in accordance with the *Societies Act*, that the directors decide.

3.4 Participation at Meetings

The Society may allow attendance and participation of Member Clubs by telephone or other communications medium as long as the Member Clubs or persons participating in the meeting are able to communicate with one another.

3.5 Order of Business

The order of business at a general meeting is as follows:

- (a) determine of the chairperson for the meeting, by election if necessary;
- (b) confirm that there is a quorum;

- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
 - (i) receive the financial statements of the Society for the previous financial year,
 - (ii) receive the auditor's report, if any, on those statements,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor.
- (g) deal with new business, including any matters about which notice has been given to the Member Clubs in the notice of meeting; and
- (h) terminate the meeting.

3.6 Notice of General Meetings

Notice of a general meeting shall be given at least fourteen (14) days prior to the meeting, to every Member Club. 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.

3.7 Notice of Special Resolutions

Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

3.8 Omission to Give Notice

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

PART 4– PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business

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;
- (vi) such other business as, under these bylaws, 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 Requirement of Quorum

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.

4.3 Loss of Quorum

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.

4.4 Quorum

A quorum for the transaction of business at a general meeting of members shall consist of at least eight (8) Member Clubs present by representative.

4.5 Lack of Quorum

If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present:

- (a) in the case of a meeting convened on the requisition of Member Clubs, the meeting is terminated; and
- (b) 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 (30) minutes from the time appointed for the meeting, the Member Clubs present constitute a quorum.

4.6 Chairperson

The president shall preside as chairperson at all meetings of the Society. If the president is not in attendance, the board members present will elect a chairperson from amongst their members.

4.7 Alternative Chairperson

If at a general meeting there is no president or any other director present within fifteen minutes after the time appointed for holding the meeting; or if the president and all of the other directors

present are unwilling to act as chairperson the Member Clubs who are eligible to vote shall choose one of their number to be chairperson.

4.8 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.

4.9 Notice of Adjourned Meeting.

When a meeting is adjourned for ten (10) 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.

4.10 Seconding

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

4.11 Deciding Vote

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

4.12 Number of Votes

Each question shall be decided by an ordinary resolution unless the *Societies Act* or these bylaws require a special resolution.

4.13 Method of Voting

Voting is by a show of hands or another method that adequately discloses the intention of the Member Clubs, unless the Member Clubs decide voting shall be conducted by secret ballot or a secret ballot is directed by the chairperson.

4.14 Directors Cannot Vote

No director shall cast the vote of a Member Club.

4.15 Proxies Not Permitted

Proxy votes are not permitted.

4.16 Announcement of vote

The chairperson of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

4.17 Meeting Held by Electronic Means

Any meeting of the members may be held, or any member may participate in any meeting of the members, by telephone or other communications medium as long as all the members or persons participating in the meeting are able to communicate with one another. All such members participating in any meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, will be entitled to vote in a manner that adequately discloses their intentions.

PART 5– DIRECTORS AND OFFICERS

5.1 Directors of the Society

The affairs of the Society 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 of the membership.

5.2 Qualification of Directors

Directors must be qualified to become, act, or continue to act as directors under the *Societies Act*, except an Athlete Representative may be sixteen (16) or seventeen (17) years of age.

5.3 Composition of Directors

The board of directors shall consist of such of the following officers that are elected:

- President,
- Finance Director,
- Development Director,
- Participation Director,
- Director at Large,
- Sprint Director,
- Whitewater Director,
- Marathon Director, and
- Athlete Representative.

5.4 Election of Directors

- (a) The President, Development Director and Whitewater Director shall be elected in even years.
- (b) The Finance Director, Director at Large, Sprint Director, Participation Director and Marathon Director shall be elected in odd years.

- (c) An Athlete Representative shall be elected each year.

5.5 Election of Directors

Except for the Athlete Representative, a director shall be elected at the annual general meeting for a two year term or to complete a vacant position's term.

5.6 Election of Athlete Representative

Each year prior to the annual general meeting, the Athlete Representative will be elected by the Team BC Athletes by the following procedure:

- (a) the Society will send to the Team BC Athletes instructions on how to nominate and/or vote on the election of the Athlete Representative;
- (b) for a nomination or vote to be valid, the Team BC Athlete must submit his or her nomination or vote in accordance with the instructions provided;
- (c) the individual who will be elected as the Athlete Representative will be the individual who received the most votes; and
- (d) the Athlete Representative will hold office for a one year term commencing at the annual general meeting following his or her election.

5.7 Validation of Election

An individual must be present and willing to hold office at a meeting where they are elected or appointed, otherwise that individual must provide prior written consent to the Society before their election or appointment.

5.8 Elections

Separate elections must be held for each office to be filled at a meeting. An election may be by acclamation; otherwise it must be by secret ballot. If the election is by secret ballot, candidates will be deemed to be elected in the order of those candidates receiving the most votes.

5.9 Term of Office

Directors 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.

5.10 No Successor

If a successor is not elected, the person previously elected or appointed continues to hold office. If at the end of the director's third consecutive term a successor is not elected, then the position is left vacant.

5.11 Vacancies

The directors may at any time appoint an individual as a director to fill a vacancy in the board, as long as all the requirements of the *Societies Act* are met. The membership must be notified of the appointment within thirty (30) days of the appointment.

5.12 Term of Director Filling Vacancy

A director appointed by the board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy. A director appointed by the board to fill a vacancy is eligible to be elected for another two terms and may be eligible for additional terms if approved by resolution of the directors under bylaw 5.9.

5.13 Invalidation of Acts

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

5.14 Removal of a Director

A director may be removed from office as follows:

- (a) Any director missing two consecutive meetings of the board will be considered to have resigned unless they show cause to the board why they should not be considered to have resigned;
- (b) The Member Clubs may by special resolution remove a director before the expiration of his or her term of office, and may elect a successor by ordinary resolution to complete the term of office;
- (c) The board may by a resolution of at least two-thirds of the directors present at a meeting remove a director before the expiration of his or her term of office. The quorum for such meeting must be a least a majority of the directors then in office. The director must be given notice of the proposed expulsion in advance of the meeting and a reasonable opportunity at the meeting to make representations to the directors respecting the proposed expulsion.

5.15 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 bylaws 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 bylaws; and

- (c) Rules, policies and procedures not being inconsistent with these bylaws, which are made from time to time by the Society.

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.

5.16 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 regulate their meetings and proceedings, as they see fit.

6.2 Quorum

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.

6.3 Calling Meetings

A directors' meeting may be called by the president or by any 2 other directors.

6.4 Notice of Meeting

At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period. It is not necessary to give notice of a meeting of the directors to a director if the meeting is held immediately following a meeting at which the director was elected or appointed.

6.5 Omission of Notice

The accidental omission to give notice of a board meeting to a director, or the non- receipt of a notice by a director does not invalidate proceedings at the meeting.

6.6 Voting of the Board

Questions arising at any meeting of the board shall be decided by a majority of votes of the directors

6.7 Deciding Vote

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

6.8 Resolutions in lieu of Meeting

A resolution of the board can be passed instead of holding a meeting if it is in writing and signed by all of the directors entitled to vote on the resolution or the resolution is passed by way of electronic means so long as the resolution is presented in full to all of the directors, there is sufficient detail to permit a director receiving the notice to form a reasoned judgment concerning that business and all directors confirm receiving notice of the resolution by voting. Otherwise the resolution must be presented at the next meeting of the board for a vote. A resolution passed in writing or by electronic means 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.

6.9 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.

6.10 Limit on Authority

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,

6.11 Report of Committees

Committees 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.

6.12 Meetings of Committees

Subject to directions of the directors, the committee shall determine its own procedures. The committee may meet and adjourn as it thinks proper to complete its task.

PART 7– DUTIES OF OFFICERS

7.1 Duties of the President

The president shall, when present, preside at all meetings of the Member Clubs of the Society and the board.

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

The president 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.

7.2 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– BORROWING

In order to carry out the purposes 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.

PART 9– INVESTING

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, to invest assets of the Society as they see fit.

PART 10– AUDITOR

10.1 Appointment of 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.

10.2 Removal of Auditor

An auditor may be removed by ordinary resolution passed in accordance with the *Societies Act*.

10.3 Notice

An auditor must be promptly informed in writing of the auditor's appointment or proposed removal in accordance with the *Societies Act*.

10.4 Qualification of Auditor

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

PART 11– NOTICES

11.1 Notice of General Meetings

A notice of general meetings must be given to all Member Clubs and the auditor, if so appointed.

11.2 Method of Notice

Notice or other document may be given to a Member Club either personally or by electronic means (which includes email) or depositing it in a post office or letter box in a pre-paid, sealed envelope addressed to the Member Club at the address as it appears on the books of the Society. A notice or other document sent by post shall be deemed to be sent at the time it was deposited in the post office or letter box. A notice or other document sent by electronic means shall be deemed to be sent at the time of sending the message.

11.3 Waiver of Notice

Any person entitled to receive any notice may waive the notice either before or after the meeting to which the notice refers.

11.4 No Other Notice Required

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

PART 12– RECORDS

The records of the Society will be open to the inspection of the directors. Subject to the *Societies Act*, the following records of the Society will be open to the inspection of the Member Clubs:

- (a) the Society's certificate of incorporation;
- (b) each certified copy, furnished to the Society by the Registrar of Companies, of the constitution, the bylaws, and the statement of directors and registered office of the Society;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar of Companies, other than in response to a request;
- (d) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial, or municipal government body, agency or official;
- (e) the Society's register of directors;
- (f) each written consent to act as director and each written resignation of a director;
- (g) a copy of every record evidencing a disclosure of a conflict of interest by a director or senior manager;

- (h) the Society's register of Member Clubs;
- (i) Member Clubs' minutes of meetings and written resolutions;
- (j) directors' minutes of meetings and written resolutions, except minutes of meetings held, or resolutions passed, *in camera*; and
- (k) the financial statements of the Society and the auditor's report, if any, on those financial statements.

The following records of the Society will not be open to the inspection of Member Clubs, unless determined by the directors:

- (a) directors' minutes of meetings held, and written resolutions passed, *in camera*; and
- (b) adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

PART 13– AMENDMENT OF BYLAWS AND CONSTITUTION

The constitution and these bylaws shall not be altered or added to except by special resolution. A special resolution amending the constitution and bylaws does not become effective until the amendment is filed with the Registrar of Companies.

PART 14– PREVIOUSLY UNALTERABLE PROVISIONS

14.1 Former Constitutional Provision 3

The activities of the Association are primarily to be carried out in the Province of British Columbia. **This provision was previously unalterable.**

14.2 Former Constitutional Provision 4

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. **This provision was previously unalterable.**

14.3 Former Constitutional Provision 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. **This provision was previously unalterable.**

14.4 Former Constitutional Provision 6

Paragraphs 3, 4, 5, & 6 of this Constitution are unalterable in accordance with the *Society Act*.
This provision was previously unalterable.