

**Society Act**  
**Constitution & Bylaws**  
Nanaimo Canoe and Kayak Club

1. The name of the Society is the Nanaimo Canoe & Kayak Club
2. The purposes of the Society are:
  - a) To provide structured programs which offer leadership and encouragement in the development of physical and social skills and to provide access to organized competition, in the Olympic sport of Sprint Kayak and Canoeing and the Recreational Kayak and Canoeing activities.
  - b) To participate in the Canadian Canoeing Association (CCA) and other provincial and national organizations which promote the sport of Sprint Kayak and Canoeing.
  - c) To organize and sponsor competitions, regattas and social opportunities consistent with the involvement in Sprint Canoeing and Kayaking.
  - d) To organize and sponsor social opportunities, courses, outings and instruction consistent with the involvement in Recreational Kayak and Canoeing.
  - e) To instill in our members the values inherent in good sportsmanship and good citizenship and to develop a mature and positive self esteem.
3. Our Mission Statement:  
We believe that recreational sport and competitive sports are healthy ways of building mature and responsible citizens, developing leadership skills, providing social interaction and promoting full participation in society.
4. The activities of the Club are primarily to be carried out in the Province of British Columbia.
5. In the event of dissolution of the Club, funds 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 Club at the time of dissolution. If effect cannot be given to the aforesaid provisions, such funds or assets shall be given to a suitable level of government.
6. The purposes of the Club shall be carried out without purpose of gain for its members. Any profits or other accruals to the Club shall be used for promoting its purposes.
7. Paragraphs 4, 5, 6, and 7 of this Constitution are unalterable in accordance with the Societies Act

**Part 1 – Interpretation**

1. In these by-laws, unless the context otherwise requires:
  - a) "Directors" means the directors of the club for the time being;
  - b) "Society Act" means the Society Act 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) "Term" means the time between the annual general meeting and the immediate next annual general meeting;
  - e) "Officer term" means the time between the first director's meeting following an annual meeting and the first director's meeting following the next annual meeting;
  - f) the name of the Society will be the Nanaimo Canoe and Kayak Club, hereinafter referred to as the Club;
  - g) Canoe Racing BC and the Canadian Canoe Association shall hereinafter be referred to as CRBC and CCA respectively.
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 and a corporation.

## Part 2 – Membership

4. The members of the Club are the applicants for incorporation of the Societies 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. There shall be
  - a) two basic TYPES of membership:
    1. Family memberships where one fee includes the entire family.
    2. Single memberships where an individual may join.
  - b) Application for membership shall be delivered to the Secretary.
  - c) The head club coach and/or the executive shall approve all applications for membership and upon such approval and upon receipt of the current annual dues, the Secretary shall issue a certificate of membership or a membership card.
  - d) At any time the executive may require the presentation of the birth certificate of the applicant.
  - e) There shall be three CLASSES of members:
    - i. Voting Members – those who have reached the age of majority and may vote at general meetings. These members qualify to serve on the Board of Directors;
    - ii. Non-Voting Members (Senior) – those who stand to benefit financially from any club activities, including persons who have business dealings with the club or who are, or who have family members who are, employed by the Club. These members may participate in all Club activities, be subject to the same fees as voting members, serve on the Board of Directors but not in an executive position. Non-Voting members (senior) CAN NOT VOTE at general meetings; or
    - iii. Non-Voting Members (Junior) – any member of the Club below the age of majority. These members may participate in all Club activities, be subject to the same fees as voting members. Non-Voting members (junior) CAN NOT VOTE at general meetings.
  - f) Where there is a Family Membership there will be a limit of no more than ONE vote per family, notwithstanding that there may be more than one member of a family eligible to vote.
6. Every member shall uphold the Constitution and comply with these by-laws.
7. The amount of annual membership dues for each type shall be determined at a Board of Directors meeting held after the annual meeting and prior to Feb 28th.
  - a) Annual dues shall be payable on or before the 1st day of April in each year and any member whose current dues are not paid in full as of the 1st day of May shall forfeit the privileges of membership without further notice or proceedings unless the Board of Directors extends the time for payment of said dues.
  - b) Should any member fail to pay his or her dues in full before the 1st day of May in any year, the Board of Directors shall prevent that person from taking part in any Club sanctioned event.
  - c) New members joining after the 31st day of August shall pay a pro-rated membership fee as determined by the Board.
  - d) Directors have discretionary power to waive dues when appropriate cause is shown.
8. A person ceases to be a member of the society
  - b) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - c) on his or her death or in the case of a corporation, on dissolution,
  - d) on being expelled, or
  - e) on having been a member not in good standing for 12 consecutive months.
9. (1) A member may be expelled by a special resolution of the members passed at a general meeting.  
(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the

reasons for the proposed expulsion.

(3) 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.

10. 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 due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 – Meetings of Members**

11. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The directors may, when they think fit, convene an extraordinary general meeting.
14. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.  
(2) The accidental omission to give notice of a meeting to, or the non-receipt of the notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
15. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Part 4 – Proceedings at General Meetings**

16. Special business is
  - a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - b) all business conducted at an annual general meeting, except the following:
    - i. the adoption of rules of order;
    - ii. the consideration of the financial statements;
    - iii. the report of the directors;
    - iv. the report of the auditor, if any;
    - v. the election of directors;
    - vi. the appointment of the auditor, if required;
    - vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
17. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.  
(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.  
(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
18. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
19. Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
20. If at a general meeting
  - a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

- b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 21. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - (3) 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.
- 22. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
  - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 23. (1) A member in good standing present at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands.
  - (3) Voting by proxy is not permitted.
- 24. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

#### **Part 5 – Directors and Officers**

- 25. (1) The directors 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 bylaws 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.
  - (2) 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.
- 26. (1) The commodore, vice president, secretary, treasurer and one or more other persons are the directors of the society.
  - (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 27. (1) The directors must retire from office at each annual general meeting when their successors are elected.
  - (2) Separate elections must be held for each office to be filled.
  - (3) An election may be by acclamation, otherwise it must be by ballot.
  - (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 28. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
  - (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society. but is eligible for re-election at the meeting.
- 29. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
  - (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 30. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 31. A director must not be remunerated for being or acting as a director but a director must 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**

32. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.  
(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.  
(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.  
(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
33. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.  
(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
34. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
35. The members of a committee may meet and adjourn as they think proper.
36. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
37. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - a) a notice of meeting of directors is not required to be sent to that director, and
  - b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
38. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.  
(2) In the case of a tie vote, the chair does not have a second or casting vote.
39. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
40. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

### **Part 7 – Duties of Officers**

41. The Commodore is to:
  - a) presides at all meetings of the society and of the directors, unless the voting members of the Directors otherwise decide.
  - b) enforce all rules of the Club
  - c) have general supervision over all matters effecting the Club.
  - d) be a member of all committees
42. The Vice Commodore must carry out the duties of the Commodore during the Commodore's absence, and shall perform such duties as delegated by the Board of Directors.
43. The Secretary must do the following:
  - a) conduct the correspondence of the society;
  - b) issue notices of meetings of the society and directors;
  - c) keep minutes of all meetings of the society and directors;

- d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - e) have custody of the common seal of the society;
  - f) maintain the register of members.
44. The treasurer must
- a) keep the financial records, including books of account, necessary to comply with the Society Act, and
  - b) render financial statements to the directors, members and others when required.
  - c) deposit the funds in the name of the Club in such bank or banks or with such depository or depositories and in such manner as the Board of Directors may from time to time direct.
  - d) sign or countersign such instruments as require his signature and perform all duties incident to his office or that are properly required of him by the Board of Directors.