

NANAIMO CANOE KAYAK CLUB – SOCIETY BYLAWS

PART 1– Interpretation

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

- (a) “Nanaimo Canoe Kayak Club” means the registered Society incorporated August 15, 1989 in the province of British Columbia. Hereafter referred to as “NCKC” or the “Club”.
- (b) “Directors” means the directors of the *Nanaimo Canoe Kayak Club* elected by the membership at the most recent Annual General Meeting.
- (c) “Societies Act” means the *Societies Act of the Province of British Columbia* from time to time in force and all amendments to it. The definitions in the *Societies Act* on the date these By-Laws become effective apply to these By-Laws.
- (d) “Registered address” of a member means the mailing address as recorded in the Register of Members.
- (e) “Term” means the time between the annual general meeting and the immediate next annual general meeting.
- (f) “Officer term” means the time between the first directors’ meeting following an annual general meeting and the first directors’ meeting following the next annual general meeting.
- (g) “Canoe Racing B.C.” dba Canoe Kayak BC shall hereinafter be referred to as “CKBC”.
- (h) “Canadian Council of Provincial and Territorial Sport Federations” (CCPTSF) operates the *BC Amateur Sport Fund* which is a registered charitable organization with the Canada Revenue Agency.
- (i) “Long Lake Flatwater Training Centre Society” (LLFWTCS) is a partnership between the *Nanaimo Canoe Kayak Club* (NCKC) and the *Nanaimo Rowing Club* (NRC). The sole purpose of LLFWTCS is to raise funds for a new boathouse at Loudon Park, Long Lake Nanaimo British Columbia with funds held by the *BC Amateur Sport Fund*.

PART 2 – Membership

2. NCKC maintains memberships with Canoe Kayak BC (CKBC) and Canoe Kayak Canada (CKC) for the purposes of the Club’s competitive programs. Accordingly, a portion of each NCKC Membership will be assigned to maintaining Club membership with CKBC and CKC. The amount of annual membership dues for each class and type (Bylaw 3) of membership shall be determined at a Board of Directors meeting held after the annual meeting and prior to April 1st.

- (a) Annual membership dues shall be due and payable on or before the 30th day of April in each year and any member whose current dues are not paid in full on the 31st 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) All members are in good standing except a member who has failed to pay their correct annual membership fee, if any, or other subscription of debt owed by them to the Society.
- (c) Should any member fail to pay their dues in full before the 31st of May of any year, the Board of Directors shall prevent that person from taking part in any Club sanctioned event.
- (d) Members joining after the 31st of August may pay a pro-rated membership fee as determined by the Board.
- (e) Directors have discretionary power to waive dues when appropriate cause is shown.

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3. The individual members of the Club 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.

(a) There shall be two 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 – any member of the Club below the age of majority or those who stand to benefit financially from any club activities, including persons who have business dealings with the club who are, or 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 do not vote at regular Board Meetings or Annual General Meetings.

(b) There shall be six types of membership:

- i. **Basic** membership is available to adults or youth. All adult basic members in good standing are eligible to vote.
- ii. **Volunteer** membership is for adult or youth volunteers with the Club. Adult volunteer members are eligible to vote.
- iii. **Competitive** memberships are available in CKBC/CKC competitive age categories starting at U10. These memberships include coaching fees. Adult competitive (Junior and Masters) are eligible to vote.
- iv. **Recreational Paddler** memberships (adults or youth) do not include coaching fees.
- v. **Family** memberships are for maximum 2 adults and 4 children. One family membership has one vote and does not include coaching fees.
- vi. **Business** memberships are for maximum 8 adults. One business membership has one vote and does not include coaching fees.

(c) Application for Membership shall be delivered to the Secretary in writing, stating the name and address of the applicant.

(d) 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.

(e) At any time, the executive may require the presentation of the birth certificate of the applicant.

(f) Where there is a Family or Business Membership there will be a limit of no more than ONE vote per family or business, notwithstanding that there may be more than one member of a family or business eligible to vote.

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(g) Every member shall uphold the Constitution and comply with these By-Laws.

4. A person shall cease to be a member of the Club:

(a) by delivering their resignation in writing to the Secretary of the Club or by mailing or delivering it to the address of the Club; or

(b) on their death; 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.

5. Expulsion of Membership:

(a) a member may be expelled by a resolution of the directors, with all rights suspended upon receipt in writing of said resolution.

(b) the notice of resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(c) the resolution must be presented to the Board of Directors at the next board meeting which must not exceed 60 days from issuance.

(d) the person who is subject to the proposed resolution for expulsion shall be given an opportunity to be heard before the Board 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.

PART 3 – Meetings of Membership

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

7. Notice of the annual meeting shall be given to each club member, at least seven days prior to the meeting, by an insertion in one or more appropriate electronic or print mediums (i.e. email, print newsletters).

(a) Notice of a general meeting of a society that has more than 250 members is, if permitted by the bylaws, deemed to have been sent under subsection (1) if

(i) notice of the date, time and location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, and

(ii) notice of the date, time and location of the meeting

1. is published, at least once in each of the 3 weeks immediately before the meeting, in one or more newspapers identified in the bylaws, or

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2. is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.

(b) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting

(c) Notice of a general meeting shall be given to:

- i. Every member shown on the register of members on the day notice is given; and
- ii. The Auditor if Part 10 applies.
- iii. No other person is entitled to receive a notice of a general meeting.

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

- i. Call to Order
- ii. Motion to approve Agenda
- iii. Minutes of the last annual meeting
- iv. Reports
- v. Motion to Adopt current year Financial Statements
- vi. Election of Directors and Officers
- vii. Adjournment.

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

(a) The Directors may, whenever they think fit, convene an extraordinary general meeting.

(b) Notice of general meeting shall specify the place, the day and hour of the meeting and, in cases of special business, the general nature of the business.

(c) 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

10. 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 adoption of rules of order
 - ii. The consideration of the financial statements

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- iii. The report of the Directors
- iv. The election of Directors
- v. The appointment of the Auditor, if required; and

(c) 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.

11. 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.

(a) 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.

(b) A quorum is 33 per cent of members who are eligible to vote, but never less than eight persons.

(c) If within thirty minutes from the time appointed for a members' 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 shall constitute a quorum.

12. Subject to By-Law 10, the Commodore, the Vice-Commodore or, in the absence of both, one of the other Directors present shall preside as Chairperson of a general meeting.

(a) If at a general meeting there is no Commodore, Vice-Commodore, or any other Director present within 15 minutes after the time appointed for holding the meeting; or

(b) If the Commodore and all 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.

13. 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.

(a) 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.

(b) Except as provided in this By-Law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

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

(a) In the case of an equality of vote, the Chairperson may cast the deciding vote, but does not have a second vote as a member.

15. A voting member in good standing present at a meeting of members is entitled to one vote.

(a) Voting is by show of hands unless the members otherwise decide.

(b) Voting by proxy is not permitted.

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PART 5 – Directors and Officers

16. The management of the Club shall be vested in the Board of five Directors, elected at the annual meeting of the Club from and by the members present and entitled to vote.

17. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do and which are not by these By-Laws required to be exercised or done by the Club in general meeting, but subject, nevertheless, to the provisions of;

(a) all laws affecting the Club

(b) these By-Laws; and

(c) rules or policies, not being inconsistent with these By-Laws, which are made from time to time by the Club in general meeting.

(d) No rule or policy made by the Club in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

18. The Commodore, Vice-Commodore, Treasurer and Secretary shall be members of the Board of Directors.

(a) An Officer must be a Director and ceases to be an Officer when they cease to be a Director.

(b) There shall be a minimum of five Directors, or such number as determined by the members or appointed upon incorporation.

19. The first Directors shall retire at the annual meeting.

(a) The Directors shall retire at the expiration of their term when their successors will be elected.

(b) A Director shall be elected at the annual general meeting for one term. However, there shall be no limit on the number of terms.

20. Election procedures at the annual general meeting shall be determined prior to the election by the members present and eligible to vote.

(a) Officers shall serve for one office term upon election.

(b) The Directors may at any time appoint a member as a Director to fill a vacancy in the Directors.

(c) A Director appointed under By-Law 28(a) holds office until the next annual general meeting.

(d) If a Director or Officer ceases to hold office the remaining Directors shall appoint a replacement in accordance with these By-Laws.

(e) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

(f) 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.

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21. No Director or Officer shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Club.

PART 6 – Proceedings of Directors

22. The Board of Directors shall have power:

- (a) to provide for the management of the affairs of the Club in such manner as they see fit.
- (b) to determine who shall be entitled to sign on behalf of the Club any bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts, and documents.
- (c) to invest, reinvest and deal with any money of the Club not immediately required for such purposes of the Club upon such security and in such manner as they think fit.
- (d) to make, vary and repeal rules for regulating the affairs of the Club 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 or 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 Club or any department thereof unless authorized by the Board of Directors.

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

- (a) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.
- (b) The Commodore shall be Chairperson of all meetings of the directors unless the Directors otherwise decide.
- (c) A Director may at any time, or the Secretary, on the request of a Director, shall convene a meeting of the directors.
- (d) 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.

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

- (a) 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.
- (b) Subject to directions of the Directors, the Committee shall determine its own procedures.
- (c) The members of a committee may meet and adjourn as they think proper.

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

(a) In case of an equality of votes, the Commodore may cast the deciding vote.

26. A resolution in writing, signed by all 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

27. The officers of the Club shall be the Commodore, the Vice-Commodore, the Secretary, and the Treasurer.

28. The duties of the Commodore shall be:

(a) To preside at meetings of the Club and the Board of Directors unless the voting members or Directors otherwise decide.

(b) To enforce all the rules of the Club.

(c) To have general supervision over all matters affecting the interests of the Club.

(d) To be a member of all committees.

29. The Vice-Commodore performs the duties of the Commodore in the absence of the Commodore and shall perform such duties as are delegated by the Board of Directors.

30. The Secretary shall:

(a) Conduct the correspondence of the Club.

(b) Issue notice of meetings of the Club and Directors.

(c) Keep minutes of all meetings.

(d) Have custody of all records and documents of the Club except those required to be kept by the Treasurer.

(e) Maintain the register of members.

31. The Treasurer shall:

(a) Keep such financial records, including books of account, as are necessary to comply with the Societies Act.

(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 their office or that are properly required of them by the Board of Directors.

(e) The Treasurer may be required to give such bonds for faithful performance of his duties as the Board of Directors, in its uncontrolled discretion, may require and no member of the Board of Directors shall be liable for failure to require any bond or for the insufficiency of any bond or any loss by reason of the failure of the Club to receive any indemnity thereby provided.

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PART 8 – Solicitation of Donations

32. Solicitations of businesses and individuals will be made in accordance with ethical business and fundraising practices. Appeals to vendors and business with the potential for having a future commercial relationship with NCKC will be made in the spirit of charitable giving with no overt or implied promise of future business or threat of withdrawal of business.

(a) Charitable tax receipts are only available to donors who make donations to a NCKC project registered with the BC Amateur Sport Fund. NCKC is not a registered charity as per Canadian Revenue Agency regulations.

(b) NCKC as member of the Long Lake Flatwater Training Centre Society is required to charge a boathouse levy to members effective April 1st 2020. The LLFWTCS Board of Directors determines the per member amount.

PART 9 – Borrowing

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

34. No debenture shall be issued without the sanction of a special resolution of the members.

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

PART 10 – Auditor

36. If the Club has resolved to have an auditor:

(a) The first auditor shall be appointed by the Directors who shall also fill any vacancies occurring in the office of Auditor.

(b) At each annual general meeting the Auditor shall report as to the books and accounts examined by them and on every account or balance sheet laid before the annual general meeting.

(c) An Auditor may be removed by ordinary resolution; (d) An Auditor shall be removed forthwith in writing of appointment or removal.

(d) No Director and no employee of the Club shall be Auditor.

(e) The Auditor may attend general meetings.

37. Unless otherwise determined by the Board, the fiscal year of NCKC is 31st December of each year.

PART 11 – Damaged Goods

38. Any member who, in the opinion of the Board of Directors, wilfully or by negligence damages any property of the Club or any property entrusted to the Club shall immediately have the same repaired or replaced and made good at their 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.

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(a) Should any member fail to make good the damage done by them, the Board of Directors may have the same done and charge the cost of repairs or replacement to the member and the member shall be liable to pay the cost within thirty days of the date of the assessment.

PART 12 – Complaints

39. Any complaint concerning the management of the affairs of the Club or relating to the conduct of members shall be made in writing to the Secretary or to the Commodore and shall be presented to the next meeting of the Board of Directors.

PART 13 – By-Laws

40. After being admitted a member is entitled to a copy of the Constitution and By-Laws upon paying the sum of \$1.00.

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

PART 14 – Other

42. The activities of the Club are primarily to be carried out in the Province of British Columbia.

43. In the event of dissolution of the Club, 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 Club 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.

44. 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.

45. Paragraphs 39, 40, 41, and 42 of the By-Laws were previously unalterable.

46. Our Mission Statement:

We believe that recreational sport and competitive sport are healthy ways of building mature and responsible citizens, developing leadership skills, providing social interaction and promoting full participation in society. This provision is an alterable provision.