

BY-LAWS OF THE BANOOK CANOE CLUB –revised September 19, 2018

In these By-Laws:

“Board of Directors” hereinafter referred to as the “Directors” means the Managing Committee as provided for in Section 5 of the Act of Incorporation.

“Board” means the Board of Directors of the Corporation and “director” means a member of the Board;

“Club” means the Banook Canoe Club and the corporation thereof;

“Clear Days” means the notice period must exclude the day on which notice is sent as well as the day on which the meeting is to be held or decision made

BANOOK CANOE CLUB

The objects of the club are:

1. To promote, develop and achieve excellence in competitive amateur paddling while maintaining a family oriented recreational environment.

Provided that nothing herein contained shall permit the Club to carry on any trade, industry, or business and the Club shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Club shall be used solely for the purposes of the Club and the promotions of its objects.

Provided, further, that if for any reason the operations of the Club are terminated or wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be transferred to some other sporting organization in Canada, having objects similar to those of the Banook Canoe Club.

Responsibilities of the club include:

2. To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Club;
3. To buy, own, hold, lease mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Club:
4. To do all other acts and things as may be necessary for or incidental to the attainment of the foregoing objects.

GENERAL

1. The Club colours shall be crimson and white with racing singlets in accordance to those approved by Canoe Kayak Canada.
2. The fiscal year of the Club shall be the period from May 1st in any year to April 30th in the year next following.
3. The books and records of the Club may be inspected by any member at any reasonable time provided written reasonable notice of at least 3 clear days is given to any member of the Finance Committee.
4. The Club has power to make by-laws and to repeal or amend any of these By-laws at the Annual General Meeting or by a special resolution passed in the manner prescribed herein.

MEMBERSHIP

1. The membership year of the Club shall be from May 1st in any year to April 30th of the year next following.
2. There are four categories of membership; Family, Individual, Social, and Honorary.

Family privileges to the Club may be extended to any member upon payment of the set dues. Such privileges shall include full membership for the member and one other adult and all dependent children living at the same address. Family members under 12 years of age may be admitted to the Club premises only if accompanied by a parent or babysitter 16 years of age or over. All notices required to be given pursuant to these By-laws shall be deemed to have been properly given to all members included under Family privileges if given to one parent.

Individual membership to the Club may be extended to any member 13 years and older upon payment of the set dues. Any person 18 years or less as of May 1st of the membership year must have his application signed by his parent or legal guardian and they shall be required to assume responsibility for the applicant's actions and any infractions of the Club rules, while the said applicant is on the Club premises or representing the Club in any activity either on or off the Club premises. Individuals over 65 are entitled to a half-price discount.

Social Membership to the Club is extended to any individual who is over the age of 25 and who wants to take part in Club social activities. Social members shall pay set dues. Membership does not extend to any of their dependents. A social member shall be eligible to vote at any meeting and shall be eligible for office. Social members are not permitted to take part in any of the competitive paddling programs and are not permitted to rent a boat storage space.

Honorary membership means a membership that is given to an individual who was an Olympic Canoe Kayak athlete that competed at the Olympic Games with Canoe Kayak Canada or a former Head Coach or a former Club President. Any recipients will have to pay fees for specific programs.

4. Membership in the Club shall not be transferable.
5. Annual membership fees of the Club paid are not refundable.
6. The By-Laws of the Club and the Club written policies and procedures and rules will be made available to all members on the Club website.
7. The Board is empowered to produce policies and regulations to include but not limited to the following:
 - a. Admitting persons not otherwise members of the Club to the Club premises; and
 - b. Anything relating to membership fee and setting rates.
8. The directors, on a two-thirds majority vote of those present at any meeting may ask for the resignation of any member of the Club for just cause, and should he or she refuse to resign, the person may be expelled from the Club, provided however, that the person may appeal the decision to the Directors at the next general meeting of the Club. It will be the duty of the Directors to inform any such member of his right to appeal his expulsion.

General Meetings **MEETINGS-GENERAL**

1. Every member of the Club shall be entitled to attend and vote at any General meeting of the Club providing they are 19 years of age in the calendar year of the meeting.
2. There will be no proxy voting at any General meeting.
3. *Seven* clear days notice of a General or Special General Meeting specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business shall be given to the members. The non-receipt of any such notice by any member shall not invalidate the proceedings at any general meeting.
4. The *Annual General Meeting* of the Club shall be held in the month of September of each year.

A *Special General Meeting* of the Club may be called by the President or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least *twenty-five* voting members. In the case of such requisition, the following provisions shall apply: the requisition must state the objects of the meeting and shall be deposited with the President; and if the Directors do not within 14 days from the date of the requisition being deposited with the President convene a meeting, the requisitioners or a majority of them may convene the meeting. Any resolution passed at such a meeting must pass by not less than 2/3 of such members entitled to vote providing notice has been duly given.

5. The borrowing powers of the Club may be exercised by special resolution of the members at an Annual or Special General meeting.
6. No business shall be transacted at any Annual General meeting of the Club unless a quorum of members is present at the commencement of such business and such quorum shall consist of *twenty voting members*. If within one-half hour from the time appointed for a General meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned indefinitely.
7. At each Annual General Meeting of the Club, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of the preceding Annual General Meeting

Business arising

Director Reports. The report of each committee must be in writing and signed by the Director.

Election of Directors and Officers for the ensuing year

8. All other business transacted at a Annual General Meeting shall be deemed to be special business and notice specifying the intention to propose the resolution has to be duly given before voting can take place
9. The Treasurer shall make a written report to the members at the Annual General Meeting as to the financial position of the Club and the report shall contain a balance sheet and operating account. He shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Club and properly drawn up so as to exhibit a true and correct view of the Club's affairs, and such report shall be tabled at the annual meeting.
10. The President of the Club shall preside as Chairman at every General meeting of the Club. If there is no President or if at any General meeting, he is not present at the time of

holding the same, the Vice-President shall preside as Chairman. If there is no President or Vice-President or if at any General meeting neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chairman.

11. The Chairman shall have no vote at a General meeting of the Club except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote.

12. The Chairman may, with the consent of the majority of members present, adjourn any General meeting of the Club from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

13. At any General meeting of the Club, unless a poll is demanded by at least three members, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

14. Unless otherwise stated, resolutions of the Club or the Directors shall be determined by majority vote. A majority is defined as half of the total votes cast plus one.

15. If a poll is demanded in the manner aforesaid, the same shall be held in such manner as the Chairman may prescribe and the result of such poll shall be deemed to be the resolution of the Club in a General meeting.

DIRECTORS

1. The Board of Directors shall consist of at least ten Directors and not more than fourteen.

2. Except for the Past President, the Directors and Officers shall be elected by the members at each Annual General Meeting of the Club. The Past President is automatically a Director of the Club.

3. The Board of Directors, before the last day of July, shall appoint a Nominating Committee of five senior members, one of whom will be the immediate Past President who will act as Chairman, to bring in a slate of nominees to be elected as Directors and Officers at the Annual General Meeting. Written additions to this shall be permitted if submitted to the Secretary prior to the opening of the meeting. Nominations shall bear the signatures of five voting members.

4. Every voting member of the Club shall be eligible to be elected a Director of the Club. No member shall be eligible for election to the Board of Directors unless he is present at the meeting, or has authorized some member present at the meeting to announce his willingness to act as a Director

5. The election may be by a show of hands unless a ballot is demanded by any member. The Nominating Committee shall appoint scrutineers when a ballot is required

6. At the Annual General Meeting of the Club, all the Directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring Directors shall be eligible for re-election.

7. In the event that a Director resigns his office or ceases to be a member in the Club, his office as Director shall be vacated. The vacancy thereby created may be filled for the unexpired portion of the term by the Directors from among the members of the Club. Such appointee shall have all the rights and duties pertaining to his appointment.

8. The Club may, by special resolution, remove any Director for just cause before the expiration of the period of his office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is

appointed would have held office if he had not been removed. Such appointee shall have all the rights and duties pertaining to his appointment.

9.If the offices of the Vice-President, Treasurer or Secretary are not filled at the Annual General Meeting, the Board of Directors may fill these positions from among the members of the Club.

10. If after the Annual General Meeting and the filling of any vacant Officer positions the number of directors is less than 10, the Board of Directors may appoint directors up to 10 from among the members of the Club.

DIRECTORS-MEETINGS

1. Unless otherwise specified, meetings of the Directors will usually be held once a month and meetings may also be held as often as the business of the Club may require and shall be called by the Secretary as prescribed by the Directors. A meeting of the Directors may be held at the close of every Annual General Meeting of the Club without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Directors.

2. No business shall be transacted at any meeting of the Directors unless at least *five* of the Directors are present.

3. The President or, in his absence, the Vice-President or, in the absence of both of them, any Director appointed from among those directors present shall preside as Chairman at meetings of the Directors.

4. The Chairman shall have no vote as a Director except in the case of an equality of votes when he shall have a casting vote.

DIRECTORS- POWERS

1. Subject to the provisions of these by-laws; the Board of Directors shall have power:
 - to provide for the management of the affairs of the Club in such manner as they see fit;
 - to determine who shall be entitled to sign on behalf of the Club any financial or legal documents.
 - to invest, reinvest, and deal with any of the money of the Club not immediately required for the purposes of the Club upon such security and in such manner as they may see fit;
 - to borrow, raise and secure the payment of money of money in such manner as it deems acceptable and, with the sanction of a Special Resolution, may mortgage the Club's real property to secure the payment of money borrowed by the Board on behalf of the club.
 - to make, vary and repeal rules for regulating the affairs of the Club not inconsistent with these By-laws or the Act of Incorporation;
 - to appoint such employees or agents to perform such permanent, temporary, or special services as they may from time to time see fit, and to determine the powers and duties of the employees and agents, and to fix their salaries or benefits;
 - to remove, dismiss or suspend its employees or agents;
 - to remove any member of the Board who fails without satisfactory cause to attend three consecutive meetings.
2. The Officers of the Club shall be President, Vice-President, Treasurer, Secretary, and Past-President. The offices of Treasurer and Secretary may be combined.

3. The President shall have general supervision of the activities of the Club, and shall perform such duties as may be assigned to him by the members from time to time. The President shall ensure that the rules of the Club are enforced.

4. The Vice-President shall perform the duties of the President during the absence, illness or incapacity of the President or during such period as the President may request him to do so.

5. The Secretary of the Club shall keep an accurate record of the proceedings of all meetings of the Club and of the Directors, notify members of all meetings, keep a record of all correspondence and shall perform such other duties as the Directors may direct. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Club are the responsibility of the Secretary.

6. The Treasurer of the Club shall cause true accounts to be kept of money received and expended by the Club, and of all sales and purchases of goods by the Club, and of all assets and liabilities of the Club. He shall submit a financial report to the board on a monthly basis.

7. The Directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be Secretary.

8. Directors shall hold their positions and perform their duties without remuneration.

COMMITTEES

1. The Directors may appoint committees and delegate to them such duties and powers as the Directors deem necessary, provided however, that a Director shall be Chairperson of each such Committee.

2. There shall be a Finance Committee consisting of the Treasurer, the President, and the Vice-President which shall establish and supervise financial procedures for the Club. Members of the Finance Committee will be the only authorized signing authorities on the contracts.

BOAT STORAGE

1. Boat storage spaces for members who have paid family or individual dues will be available for rent on a yearly basis. Fees are to be paid by May 1. Competitive paddlers will be given preference for rental spaces. The Club will reserve the right to allocate or move boats as required. If a member does not pay membership dues and fees for the current year, the Club will give notice to the former member to remove the boat. Failure to remove the boat after 30 days will result in the boat becoming property of the Club.

DAMAGE TO PROPERTY

1. Any person who wilfully or by negligence damages any property of the Club or any property entrusted to the Club shall immediately have the same repaired or made good at his expense. The question of the damage being or not being accidental shall be decided by the Directors from such evidence as they may be able to obtain.

2. Should any person fail to make good the damage done him by as provided in Sub-section 1, the Directors may have the same done and charge the cost of repairs to him.

3. If any such assessment remains unpaid after one month's notice thereof has been given, Club membership will be revoked until assessment is paid.

COMPLAINTS

1. 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 who shall bring the complaint to the next regular meeting of the Directors for consideration. The person

making the complaint shall be entitled to make a verbal or written presentation to the Directors concerning the complaint.