



Banook Canoe Club

Banook Canoe Club: By-Laws

Revised September 2019

By-Law Committee
9/18/2019

BY-LAWS OF THE BANOOK CANOE CLUB revised September __, 2019

In these By-Laws:

GENERAL

Definitions:

1. In these By-Laws, unless the context otherwise requires:
 - a) “Board of Directors” means the Managing Committee as defined in the Act of 1915 and as amended in 1969;
 - b) “Board” means the Board of Directors;
 - c) “Club” means the Banook Canoe Club;
 - d) “Days” notice” means the notice period which 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;
 - e) “Director” means a member of the Board;
 - f) “Just cause” means misconduct, bad faith or some other event relevant to a member or Director that justifies the removal of a member or Director at the discretion of the Board;
 - g) “Meeting of members” means a general meeting of members and includes an annual general meeting of members (“AGM”) and a special meeting of members.

Objects of the Club

2. The object of the Club is to promote, develop and achieve excellence in competitive amateur paddling while maintaining a family oriented recreational environment, provided that:
 - a) Nothing herein contained shall permit the Club to carry on any trade, industry, or business or with purpose of gain to any of the members but only that which is necessary or desirable in the carrying out of the objects of the Club. Any surplus of the Club shall be used solely for the purposes of the Club and the promotions of its objects.

b) 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.

Powers of the Club

3. The powers of the Club are:

a) To acquire by way of grant, gift, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Club;

b) 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;

c) To borrow, raise or secure for payment of money in such manner as the Club as may be necessary or desirable in the carrying out the objects of the Club not to exceed \$30,000 and secure same by mortgage on the undertakings of the corporation or upon specific property and rights, etc.

d) To do all other acts and things as may be necessary for or incidental to the attainment of the foregoing objects.

e) The power to make By-laws and to repeal or amend any of these By-laws.

Corporate seal:

4. The Club may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Club shall be the custodian of the corporate seal.

Publishing of By-laws, Handbook and Policies

5. The By-laws of the Club and the Club Handbook, rules and policies will be made available to all members on the Club website.

Club Colours

6. The Club colours shall be crimson and white with racing singlets in accordance to those approved by Canoe Kayak Canada.

Fiscal Year of the Club

7. The fiscal year of the Club shall be the period from November 1st to October 31st of the following year.

Banking Arrangements

8. The banking business of the Club shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time

Inspection of the Club's Financial Statements and Minutes

9. The financial statements and minutes of the Club may be inspected by any voting member provided written notice of at least 7 days is given to the Secretary. The Board shall be advised by the Secretary of any such request for inspection at the next scheduled meeting of the Board.

Conflicts of Interests

10. Directors shall not place themselves in a position where there is a conflict of interest between their duties as a Director and personal interests. Every director who is in any way directly or indirectly interested in, or may become interested in, an existing or proposed contract, transaction, or arrangement with the Club who otherwise has a conflict of interest by virtue of involvement of a family member or the involvement of an employer, partner, business associate, or a corporation that the member is involved with as either a director, shareholder, officer, employee or agent then such member shall declare a conflict of interest fully at the meeting and withdraw from any discussion or vote.

Policy creation

11. The Board of Directors is empowered to make policies including but not limited to:

- a) Membership fee structure, rates and categories;

- b) Admission of non-members on Club premises;
- c) Codes of Conduct;
- d) Discipline;
- e) Fundraising;
- f) Governance;
- g) Committee structure, responsibilities and reporting requirements

Borrowing powers

12. The borrowing powers of the Club may be exercised by a special resolution of the members at either the Annual General meeting or at a Special General meeting.

MEMBERSHIP

Term of Membership

13. The membership year for the Club shall be from May 1st to April 30th of the following year.

Transfer of Membership

14. Membership in the Club shall not be transferable.

Membership Fees

15. The setting of membership fees and the form payable shall be in a manner prescribed by the Board. Membership fees are not refundable.

Types of Memberships

16. There are five categories of membership:

- a) Family membership to the Club may be extended to any members of the family upon payment of membership fees. Full membership and privileges extend to the member and one other adult and all dependents living at the

same address. Members under the age of twelve (12) years may be admitted to the Club premises only if accompanied by a parent, legal guardian, or childcare provider 16 years of age or older.

- b) Individual membership to the Club may be extended to any member 13 years of age as of January 1st and older upon payment of membership fees. If the member is under the age of 18 years of age, their application must be signed by a parent or legal guardian who assumes responsibility for the member's actions and any infractions of the Club rules while the member is on Club premises or representing the Club in any activity on or off the Club premises. If the member is age 65 and over, the membership fee shall be equivalent to half of the individual membership. Full membership and privileges extend to members.
- c) Social membership to the Club is extended to any member 18 years of age or older that want to take part in Club social activities upon payment of membership fees. Membership does not extend to any dependents of a social member. A social member shall be eligible to vote at any meeting and shall be eligible to become a Director. Social members are not permitted to take part in any of the recreational paddling programs and are not permitted to rent a boat storage space.
- d) Honorary membership to the Club may be extended by the Board to a member who was an athlete who competed at the Olympic Games with Canoe Kayak Canada or was a former Head Coach or a former President of the Club. The membership may be revoked by the Board of Directors in accordance with the provisions for revocation of membership in accordance with the By-Laws.
- e) Recreational membership may be extended to any member aged 18-24. This membership option shall include all benefits of membership, including boat storage, but will exclude the option of registering for competitive programming or registering with ADCKC or CKC as a competitive athlete. The membership fee shall be equivalent to half of the individual membership.

Termination of membership

17. Membership in the club is terminated when:

- a) The member dies;
- b) The member resigns by providing written notice to the President of the Board in which case such resignation shall be effective on the date specified in the resignation;

- c) The member ceases to qualify for membership in accordance with these By-laws;
- d) The member's term of membership expires;
- e) The Club is dissolved; or
- f) The member is removed by the Board.

18. Where the Board seeks removal of the member in accordance with By-Law 17(f), the Board must provide 7 days written notice to the member of the Club of the intention to seek their expulsion from the Club at the next Board meeting for just cause. The member shall be provided with reasons for the just cause expulsion and have an opportunity to respond in person and/or in writing to the Board. The member may only be expelled as a result of a two thirds majority vote of the Directors present at the Board meeting. The Directors have a duty to inform the member in writing of their right to appeal the decision of expulsion at a general meeting of the Club. Any decision reached at the general meeting is a final decision of the Club.

MEETINGS OF MEMBERS

Persons Entitled to be Present

19. Every member of the Club shall be entitled to attend and vote at any general meeting of the Club provided they are nineteen (19) years of age in the calendar year of the meeting.

20. There will be no proxy voting at any general meeting.

Quorum

21. No business shall be transacted at any general or special meeting of the Club unless there is a quorum of members at the commencement of such business and quorum shall consist of 20 voting members.

22. If within one-half hour from the appointed time for a general meeting, a quorum of members is not present, the meeting, if convened upon the requests 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.

Notice of General or Special General Meeting

23. A general or special general meeting may be called by the President or the Directors upon the membership being provided with 7 days' written notice. The membership shall be provided with the place, day and hour of the meeting and, in the case of a special general meeting, the nature of the business to be addressed.

Requirement for Special General Meeting

24. A special general meeting of the Club may be called by the President or the Directors at any time and shall be called by the Directors if requested in writing by at least 25 voting members. The written request to the President must contain the objects of the meeting. The Board must, within 14 days from the date of the request being provided to the President convene the special general meeting.

25. If the Board does not convene the meeting within 14 days in accordance with By-Law 24, the members requesting the meeting or a majority of the members requesting the meeting, may convene the special general meeting. Any resolution passed at such a meeting must pass by not less than two-thirds (2/3) of such members entitled to vote providing notice has been duly given in accordance with these By-laws.

Requirement for Annual General Meeting

26 The Club shall have an annual general meeting in the month of September each year. Items of business that must be dealt with and shall be deemed to be ordinary business are:

- a) Minutes of the preceding annual general meeting;
- b) Business arising from the minutes;
- c) Written Director reports of each operating committee of the Board of Directors; and
- d) Finance Director report including presentation of reviewed financial statements from last fiscal year and presentation of proposed budget for upcoming fiscal year.

27. All other business transacted at an annual general meeting shall be deemed to be special business and notice specifying the intention to propose the resolution has to be duly given in accordance with these By-laws.

Chair of the General or Special Meeting

28. The President shall preside as Chair at every general or special meeting. If there is no President or if at any general meeting they are not present at the time of holding the same, the Vice President shall preside as Chair. In the event that the President of the Board and the Vice-President of the Board are absent, the members who are present and entitled to vote at the meeting shall choose a member to be Chair.

Voting at the General or special Meeting

29. The Chair shall not have a vote at a general or special meeting of the Club except in the case of a tie. In the case of a tie, the Chair shall have a casting vote.

30. 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.

31. At any general meeting of the Club, unless a poll is demanded by at least 3 members, a declaration by the Chair 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 favor of or against such resolution.

32. If a poll is demanded in the manner described above in By-Law 31, the same shall be held in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Club in a general meeting.

Adjournment of General or Special Meeting

33. The Chair, with the consent of the majority of members present, may adjourn any general meeting of the Club 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.

BOARD OF DIRECTORS

Number of Board Members

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

Officers of the Board

35. The Officers of the Club shall be President, Vice-President, Finance Director, Secretary, and Past-President. The offices of Finance Director and Secretary may be combined.

Term limits for Officers

36. Term limits for the election of Officers at the annual general meeting shall be as follows:

- a) President – 1 year term, renewable for a maximum of 2 years;
- b) Vice-President - 1 year term, renewable for a maximum of 2 years;
- c) Finance Director - 1 year term, renewable for a maximum of 2 years;
- d) Secretary - 1 year term, renewable for a maximum of 2 years;

Transition Period

37. The first term for the election of officers at the annual general meeting in accordance with By-Law 36 shall take effect upon the passing of the revised By-Laws.

Board Composition

38. In addition to the Officers, the Board may consist of the following positions:

- a) Paddling Director,
- b) Swim Director,
- c) Fundraising Director,
- d) Facilities Director,
- e) Communications Director,
- f) Membership Director,

- g) Masters Representative,
- h) Athlete Representative, and
- i) Director-at-large.

Role of the Athlete Representative

39. The Club shall elect an athlete representative at the annual general meeting who is 16 years of age or older to serve a 1 year term; that is renewable for a maximum of 2 years. The athlete representative shall attend all meetings of the Board and shall provide an athlete perspective on all matters that are before the Board, particularly those that affect training and programming. The athlete representative shall not be entitled to vote unless they are at least 19 years of age.

General Manager

40. The General Manager shall provide administrative support to the Board, attend meetings of the Board, and provide a written report to the Board at each meeting. The General Manager is not a Director and shall not be entitled to vote.

Head Coach

41. The Head Coach shall attend meetings of the Board and provide a written or verbal report to the Board at each meeting, but shall not be a Director and shall not be entitled to vote.

42. Election of Officers and Directors

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 an Officer of the Board.

Nominations for the Board

43. Nominees seeking election to the Board may submit their name to a Director appointed by the Board in advance of the annual general meeting. Nominations may also be accepted from the floor.

Eligibility for Board election

44. Every voting member of the Club shall be eligible to be elected as a Director of the Board.

45. No member shall be eligible for election to the Board unless they are present at the meeting, or has authorized some member present at the meeting to announce their willingness to act as a Director.

Election

46. The election may be by a show of hands unless a ballot is demanded by any member. The Director appointed by the Board in By-Law 43 shall appoint scrutineers when a ballot is required.

47. At the annual general meeting of the Club, all the Directors shall hold office until the dissolution of the meeting at which their successors are elected. Retiring Directors shall be eligible for re-election.

48. In the event that a Director resigns their office or ceases to be a member in the Club, their office as Director shall be vacated. The vacancy thereby created may be filled for the balance of the term by the Board from among the members of the Club by appointment.

49. If the offices of the Vice-President, Finance Director, or Secretary are not filled at the Annual General Meeting, the Board may fill these positions from among the members of the Club by appointment.

50. If after the Annual General Meeting and the filling of any vacant Officer positions the number of Directors is less than 10, the Board may fill vacant positions from among the members of the Club by appointment.

Removal of Director

51. The Board may, by special resolution, remove any Director for just cause before the expiration of the period of their office and appoint another person in their stead for the balance of the term.

Functioning of the Board

Meeting Requirements

52. Unless otherwise specified, meetings of the Board will 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.

53. No business shall be transacted at any meeting of the Board unless at least half of the Directors are present.

54. The President or, in their absence, the Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chair at meetings of the Board.

55. The Board shall receive a report from each of the Committee Chairs at each meeting of the Board.

Powers of the Board

56. Subject to the provisions of these By-Laws, the Board shall have power:

- a) To provide for the management of the affairs of the Club in the best interests of the Club and its members;
- b) To determine who shall be entitled to sign on behalf of the Club any financial or legal documents.
- c) 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 is in the best interests of the Club and its members;
- d) To borrow, raise and secure the payment 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;
- e) To make, vary and repeal policies for regulating the affairs of the Club not inconsistent with these By-laws or the Act of Incorporation;
- f) To appoint such employees or agents to perform such permanent, temporary, or special services in the best interests of the Club and its members, and to determine the powers and duties of the employees and agents, and to fix their salaries or benefits;
- g) To remove, dismiss or suspend its employees or agents;

- h) To remove any member of the Board who fails without satisfactory cause to attend three consecutive meetings.

President

57. The President shall, subject to the control of the Board, have general supervision of the activities of the Club, and shall perform such duties as may be assigned to the President by the members or by the Board from time to time. The President shall ensure that the policies of the Club are enforced.

Vice-President

58. 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 the Vice-President to do so.

Secretary

59. The Secretary of the Club shall:

- a) Keep an accurate record of the proceedings of all meetings of the Club and of the Board;
- b) Notify Directors of all meetings of the Board;
- c) Notify members of all special meetings and annual general meetings;
- d) Keep a record of all correspondence and shall perform such other duties as the Directors may direct;
- e) Prepare and maintain custody of minutes of meetings of the Board, the annual general meeting and any special meetings; and
- f) Maintain custody of the books and records of the Club.

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

61. The Finance Director 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. They shall submit a financial report to the Board on a monthly basis.

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

Committees

63. The Directors may appoint committees and delegate to them such duties and powers, as the Directors deem necessary.

64. Unless otherwise allowed, a Director shall be Chair of each such Committee and shall serve as liaison between the Committee and the Board.

65. The General Manager shall provide administrative support to each Committee, taking direction from the Chair of each Committee.

66. Committees shall meet at a frequency to be determined by the Chair of the Committee.

Finance Committee

67. There shall be a Finance Committee consisting of the Finance Director, who shall act as Chair of the Committee, 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 contracts.

Paddling Committee

68. There shall be a Paddling Committee consisting of the Paddling Director, who shall act as Chair of the Committee, the Athlete's Representative, the Masters' Representative and up to 3 further members, who do not need to be Directors or Officers.

Nationals Committee

69. There shall be a Nationals Committee consisting of the Paddling Director, the Athlete's Representative, the Fundraising Director and any parents/guardians of the athletes invited to participate in the Committee by the Paddling Director. The Paddling Director may appoint a Chairperson of the Committee who is a member of the Club but not necessarily a Director or Officer, but the Paddling Director shall maintain responsibility for acting as liaison between the Committee and the Board.

Fundraising Committee

70. There shall be a Fundraising Committee consisting of the Fundraising Director, who shall act as Chair of the Committee, the Finance Director and up to 3 further members, who do not need to be Directors or Officers.

Human Resource Committee

71. There shall be a Human Resources Committee consisting of the Paddling Director, the Swim Director, at least one Officer, and up to 2 further Directors or Officers as needed. The Committee may appoint its own Chair.

Other Committees

72. The Facilities Director, Communications Director, Membership Director and Swim Director may strike committees at their discretion. If such committees are struck, the respective Directors shall act as Chair of the Committee.

Amendments to Publications

By-Laws

73. The By-Laws shall be reviewed bi-annually taking into consideration the minutes of the meeting held since the last annual general meeting. The process for amending By-Laws shall be as follows:

- a) Notice of proposed amendments shall be forwarded by the Secretary at least 14 days prior to the annual general meeting;
- b) Amendments of the By-laws shall be made only at the annual general meeting or special meeting of the Club.

Policies

74. The Policies and Procedures of the Club shall be reviewed annually taking into consideration the minutes of any meeting held since the last annual general meeting. The Board is responsible for approving and adopting the Policies and Procedures.