

## **Recreational Canoeing Association of British Columbia**

### **CONSTITUTION**

Certificate of Incorporation No. S-18749

(As registered January 3, 1984 and amended April 17, 1993 and April 15, 2000 and April 20, 2002 and May 5, 2003)

1. The name of the society is the Recreational Canoeing Association of British Columbia.
2. The Purposes of the Association are:
  - 2.1 to co-ordinate, promote, and encourage all types of recreational paddling;
  - 2.2 to develop safe canoeing practices and activities for canoes; and
  - 2.3 to involve the society in appropriate conservation and environmental issues throughout the province.
3. 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. Unalterable.
4. In the event of the dissolution of the Association, funds and assets of the Association 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 provided that such organization or organizations shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. If effect cannot be given to the aforesaid provisions then such funds shall be given or transferred to a suitable level of local government. Unalterable.

## **By-laws:**

### Part I - Interpretation

1. In these By-laws, unless the context otherwise requires:
  - 1.1 "directors" means the directors of the Association for the time being;
  - 1.2 "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - 1.3 "registered" address of a member means his address as recorded in the register of members;
  - 1.4 "term" means the time between the annual general meeting and the immediate next annual general meeting;
  - 1.5 "officer term" means the time between the first directors' meeting following an annual general meeting and the first directors' meeting following the immediate next annual general meeting or if officers are elected at the annual meeting, "officer term" has the same meaning as "term".
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 person and a corporation.

### Part II - Membership

4. The members of the Association 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.
5. Every applicant for membership in the Association shall apply in writing on a form approved by the Association.
  - 5.1 Membership is:
    - 5.1.1 granted to individuals.
    - 5.1.2 granted to clubs
    - 5.1.3 granted to agencies.
6. An applicant for membership is granted it upon:
  - 6.1 paying the prescribed membership fee;
  - 6.2 agreeing to abide by and comply with the Constitution and By-laws of the Association; and
  - 6.3 producing such documents and statements as may be required.
7. A person shall cease to be a member of the Association:
  - 7.1 by delivering his/her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
  - 7.2 on his/her death or, in the case of a corporation, on dissolution;
  - 7.3 on being expelled; or
  - 7.4 on having been a member not in good standing for 12 consecutive months as specified below in 8.2

8. Memberships terminate:

- 8.1 annually on March 31 and are renewable on payment of the current year's fees;
- 8.2 after members in good standing in previous year have been given 30 days grace following the termination date; then they shall cease to be in good standing and, automatically, cease to be a member;
- 8.3 upon the Executive receiving and accepting a written request to terminate by, or on behalf of the member;
- 8.4 on members by a special resolution of the members passed at a general meeting for behaving in a manner that is detrimental to the society;

8.4.1 the notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;

8.4.2 the person who is the subject of the proposed expulsion resolution shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. Annual Dues:

9.1 The Annual dues for membership in the Association are those set out and approved by the Annual General meeting of the Association. Such dues are payable on the first of April every year, and are overdue on April 30.

10. Voting:

10.1 Each paid up individual member has one vote which may be exercised at all general meetings or by mail-in ballot, fax ballot or email ballot.

10.2 Each paid up member Club has one vote which may be exercised at all general meetings or by mail-in ballot, fax ballot or e-mail ballot.

10.3 Each paid up agency member has one vote which may be exercised at all general meetings or by mail-in ballot, fax ballot or email ballot.

11. Mail, Fax, Email voting:

11.1 Mail, Fax or Email voting is available to all paid up voting members of the association;

11.2 A package containing candidate information, any special resolutions and a ballot shall be mailed, faxed or emailed to all paid up members a minimum of 30 days prior to the Annual General Meeting; 11.3

Ballots shall be counted if received by the Association no later than 5:00 pm the day prior to the AGM. Ballots may be cast in person at the AGM.

Part III -- Meetings

12. The Executive shall meet at the call of the Chair as often as necessary to conduct the affairs of the Association, but not less than six (6) times per year, at such time and place as shall be arranged, having due regard for economy.

12.1 All members of the Executive shall be notified of executive meetings at least thirty (30) days prior to the meeting. This may be waived in emergencies.

13. All general meetings shall be called by the President or his/her representative by means of either:

13.1 A written notice mailed (postmarked) to all members at least thirty (30) days prior to the meeting or where a member has so indicated:

13.2 An email sent at least thirty (30) days prior to the meeting.

14. Any ten percent (10%) or more members in good standing may present a written petition to the President or his /her representative to hold a meeting to conduct the affairs of the Association. The Executive must then ensure that a meeting is held within twenty-one (21) days of receipt of the petition and in keeping with the Association's other by-laws. The meeting time and place is to be at the discretion of the Chair. Business conducted at this meeting shall be limited only to those topics circulated to all members with the notice of the meeting time and place.

15. An Annual General Meeting shall be held within six months of the end of the previous fiscal year at a time and place determined by the Directors and in accordance with the Association's By-laws.

16. It shall be among the functions of the Annual General Meeting:

- 16.1 to receive reports;
- 16.2 to determine policy;
- 16.3 to review the aims and programs of the Association; and
- 16.4 to conduct the necessary elections.

17. The Order of Business at the Annual General Meeting is as follows:

- a) Recognition of credentials
- b) Minutes of last Annual General Meeting
- c) President's Address
- d) Correspondence
- e) Treasurer's Report and Appointment of an Auditor
- f) Directors' Reports
- g) Committee Reports
- h) Constitution Amendments
- i) Other Business
- j) Election of Officers

All reports and addresses are to be printed and available to the members

18. A quorum of any general meeting of the Association shall be ten (10).

19. Should a quorum not be present at any meeting, the business at hand may be discussed by those present, but decisions affecting the Association must be ratified at another meeting called according to the time restraints stated in these by-laws and the topics and decisions to be ratified must be known to all members prior to this second meeting. Should a quorum not be present at this second meeting, the decisions made shall be limited to the circulated business at hand and these decisions shall be binding upon the Association.

#### Part Four – Directors

20. There shall be an Executive body of the Association composed of the following:

- |  |   |
|--|---|
| 1. President (O)                         | 10. Director, Zone E; (Northeast) (O)       |
| 2. Vice-President (E)                    | 11. Director, Zone F; (Fraser Valley) (E)   |
| 3. Secretary (O)                         | 12. Director, Zone I;(Vancouver Island) (O) |
| 4. Treasurer (E)                         | 13. Director, Zone K; (Kootenay) (O)        |
| 5. Instructor Coordinator (O)            | 14. Director, Zone O; (Okanagan) (E)        |
| 6. Editor, CANEWS (E)                    | 15. Director, Zone V; (Vancouver) (E)       |
| 7. Environmental Director (E)            | 16. Director, Zone W; (Northwest) (E)       |
| 8. Director at Large (O)                 | 17. Past President (1 year term)            |
| 9. Director, Zone D; (Burnaby/Delta) (O) |   |

20.1 Excepting the Past President, all Executive members are elected by secret ballot, if necessary, at the Annual General Meeting of the Association, for two (2) year terms. One-half of the executive membership is elected on alternate years. Those designated (E) are to be elected in even years; the others (O) are to be elected in years ending with an odd number.

20.2 Where an Executive member has not responded to written correspondence for a period of six months, the executive may declare the position vacant.

20.3 Upon the untimely vacancy, or a position not filled at the Annual General Meeting, the Executive may appoint a member in good standing for the duration of the term.

20.4 A quorum of any executive meeting shall be five (5).

20.5 No elected officer of the Association will receive remuneration for serving office. Authorized expenses shall be paid by the Association.

#### Duties of Officers

21. The President, or in his/her absence some other officer chosen by the Directors, shall:

21.1 preside at all general meetings of the Association. The Chairman at any such meeting shall not have a vote except where necessary to break a tie.

21.2 be an ex-officio member of all committees of the Association.

22. The Vice President shall carry out the duties of the President during that officer's absence.

23. The Secretary shall:

23.1 keep minutes of all meetings of the Executive and the Association;

23.2 maintain all records of the Association; 23.3 attend to all correspondence of the Association unless otherwise directed by the Executive;

23.4 give all Association data, copies of correspondence, and records to the elected or appointed successor;

23.5 responsible for producing the Association's records for inspection on thirty (30) days notice of the Chairman or on the vote of the Executive;

23.6 produce the membership files at any general meeting; and

23.7 maintain the "Common Seal of the Association". The Common Seal of the Association shall be affixed only to a document in the presence of the President and Treasurer or any other two (2) Executive members authorized by the Executive.

24. The Treasurer shall:

24.1 keep all accounts of receipts and expenditures and all books and records of the Association dealing with the financial matters of the Association;

24.2 collect all fees, dues, and monies on behalf of the Association;

24.3 be responsible for producing such records on thirty (30) days notice, at the request of the President, on the vote of the Executive, and at any general meeting;

24.4 produce a current written summary at each executive meeting; and 24.5 produce the annual statement at the Annual General Meeting.

25. The Instructor Coordinator, or his/her designate, shall:

25.1 chair all meetings of the Course Standards Committee;

25.2 carry out such duties and tasks related to the Association's programs of instruction as assigned by the Executive;

25.3 report directly to the Executive;

25.4 confer with the Zone Representatives on instructional matters involving that zone;

25.5 communicate with Recreational Canoeing Association of B.C. members through the official publication CANEWS unless otherwise directed by the Executive;

25.6 hold an Annual General Meeting of all instructors for the discussion of instructional issues. A member may be elected Instructor Coordinator, for ratification at the Annual General meeting.

25.7 report his/her Committee's activities at each Executive meeting; and

25.8 submit an annual summary of his/her Committee's activities to the Executive by November 1 of each year.

26. The CANEWS Editor shall:

26.1 be charged with publication of the official Association newsletter; this publication is to be known as CANEWS, and is to be the only official publication sent to members.

27. The Environmental Director shall:

27.1 Chair the Recreational Canoeing Association of British Columbia's Committee.

27.2 Communicate with Zone Representatives on environmental matters.

27.3 Communicate with the Recreational Canoeing Association of British Columbia's members through the official publication, "CANEWS."

27.4 Represent the Recreational Canoeing Association of British Columbia on the Outdoor Recreation Council's, Rivers and Shorelines Committee.

27.5 Submit an annual summary of the Environmental Committee's activities to the Annual General Meeting.

28. The Director at Large shall:

28.1 Undertake duties and assume responsibilities that reflect the Recreational Canoeing Association of British Columbia's priorities as determined by the executive.

29. Zone Representatives shall:

29.1 carry out the business of the Association for their zone;

29.2 Name an alternate to act in their absence.

29.3 Hold an Annual General Meeting of all members in that zone for the discussion of zone issues. A member may be elected Zone Representative for ratification at the Annual General meeting.

30. Past President shall:

30.1 serve for one year immediately after the election of a new person as president; and

30.2 act as resource person to the president and provide assistance in maintaining continuity in the Association.

#### Committees

31. The Executive shall form as many committees as necessary to conduct the affairs of the Association. Such committees must be composed of members in good standing or others approved by the Executive by virtue of their special knowledge of talents. All Committees are to be chaired by an Association Director appointed by the Executive who is directly responsible to the Executive. The Executive will define terms of reference for each committee. The Executive may at its discretion remove, or replace any officer or committee appointed by it.

32. The Course Standards Committee shall consist of approximately ten instructors appointed by the Executive for a one year term from a list of candidates proposed by the instructors at their annual meeting, by the Zone Representatives, and by volunteers solicited through CANEWS. The responsibility of the Course Standards Committee (C.S.C.) is the implementation and upholding of teaching and course standards as sanctioned by the Association by:

- 32.1 reporting to the Executive through the Instructor Co-ordinator;
- 32.2 recommending proper teaching procedures to the Executive;
- 32.3 recommending, creating, and maintaining canoe instructional materials such as manuals and films;
- 32.4 being responsible for implementation of instructor clinic dates set by the Executive;
- 32.5 recommending modifications of the existing teaching and course standards to the Executive;
- 32.6 being responsible for maintaining existing teaching standards until these are changed by the Executive;
- 32.7 performing other tasks related to Instructors and Instructor Programs as directed by the Executive; and
- 32.8 reporting to the membership through the official Association publication.

#### Banking

33. The Executive shall:

- 33.1 arrange for the opening of a bank account in some chartered bank in which the Association funds shall be deposited and withdrawals made by cheque signed by such officers as may be authorized by resolution of the Directors.
- 33.2 be responsible for payment of all accounts of the Association and shall make such regulations as it deems necessary to deal with the payment of regular current accounts.

#### Borrowing Powers

34. The Association shall not borrow or incur any liability in excess of any cash monies at hand or in the bank without the approval or sanction of a special resolution of the members of the Association.

#### Amendments to the By-laws

36. These By-laws may be amended by special resolution of the Association.

37. Notice of motion of special resolutions must be circulated (postmarked) in written form to all members at least fourteen (14) days prior to the date of the general meeting at which the resolution will be debated.

38. Special resolutions must be passed with a three-quarters (3/4) majority of the votes cast.

#### Use of the Society's Name

39. No person shall use or refer to the Recreational Canoeing Association of B.C. in any advertising or commercial context without the written permission of the Association.