

CANOE KAYAK CANADA

BYLAWS

ARTICLE 1 GENERAL

1.1 These Bylaws relate to the general conduct of the affairs of the Canoe Kayak Canada, a Canadian Corporation.

1.2 The following terms have these meanings in these Bylaws:

Act – the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;

Articles –; the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

Auditor – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the annual meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next annual meeting;

Board – the Board of Directors of the Corporation;

Corporation – Canoe Kayak Canada;

Days – total days including weekends and holidays;

Director – an individual elected to serve on the Board pursuant to these Bylaws;

Member – those organizations meeting the definition of member pursuant to these Bylaws;

Officer – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws;

Ordinary Resolution – a resolution passed by the majority of votes cast on that resolution; and

Special Resolution – a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

- 1.3 Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Corporation as set out in the Articles.
- 1.4 The Corporation is a bilingual organization offering programs and services to Members and participants in Canada's two official languages. These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

ARTICLE 2 MEMBERS

- 2.1 The Corporation has two classes of Members:
 - a) Paddling Disciplines – which are the three canoe racing disciplines, namely sprint, marathon and whitewater, as represented by the Paddling Discipline Council described in Article 6.1. Each Paddling Discipline Member will designate an individual or individuals to represent that Member at meetings of Members. The addition of new disciplines as Members in this category will be based upon such criteria as are approved by the Board and a written application in the form prescribed by the Board. The decision to accept an applicant will require the unanimous consent of the Members in this class, and approval by the Board.
 - b) Paddling Associations – which are community, regional, provincial/territorial organizations involved in the sport of paddling including divisions, provincial/territorial sport organizations, paddling clubs and others who are admitted as Members in the Corporation. Each Paddling Association Member that is not a provincial/territorial sport organization will be required, as a

condition of membership in the Corporation, to be a member of the applicable provincial/territorial sport organization. All divisions, provincial sport organizations and paddling clubs that are members in good standing of the Corporation at the time these bylaws take effect, will automatically become members of the Corporation in this class. Each Paddling Association Member will designate an individual to represent that Member at meetings of Members. The addition of new organizations as Members in this category will be based upon such criteria as are approved by the Board and a written application in the form prescribed by the Board. The Board retains the discretion to accept or reject an applicant for membership.

- 2.2 Each Member agrees to abide by the Corporation's Articles, Bylaws, policies, procedures, rules and regulations.
- 2.3 Annual membership dues for each class of Member will be determined by the Board and are due to the Corporation on the date prescribed by the Board.
- 2.4 Membership in the Corporation is terminated when:
- a) The Member no longer meets the definition of Members set out in Article 2.1;
 - b) The Member ceases to be in good standing by virtue of i) failing to pay membership dues or other monies owing to the Corporation by the prescribed deadline dates, or ii) having had disciplinary sanctions imposed in accordance with Article 4.16 b).
 - c) The Member resigns from the Corporation by giving written notice to the Corporation in which case the resignation becomes effective on the date specified in the notice, provided that resignation as a Member does not relieve the Member of its obligation to pay any outstanding dues or other monies owing; or
 - d) The Corporation is liquidated or dissolved under the Act.

ARTICLE 3 MEETINGS OF MEMBERS

- 3.1 Meetings of Members will include annual meetings and special meetings. The Corporation will hold meetings of Members at such date, time and place as determined by the Board.

- 3.2 The annual meeting will be held within 15 months of the last annual meeting but not later than six months after the end of the Corporation's preceding financial year.
- 3.3 A special meeting of the Members may be called at any time by the President, or upon the written requisition of Members holding not less than five percent of the total Members' votes. The Board will convene such a requisitioned special meeting in accordance with the Act. The agenda of the special meeting will be limited to the subject matter for which the meeting was duly called
- 3.4 A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 3.5 Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 3.6 Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:
- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held; or
 - b) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held.
- 3.7 Persons entitled to be present at a meeting of Members are the designated representatives of the Members, the Directors, the Auditor, and such other persons who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members at the Meeting.
- 3.8 Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the

original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

- 3.9 Quorum for a Meeting of Members will be such Paddling Discipline Members as hold a majority of votes in the Paddling Discipline class, and such Paddling Associations as hold a majority of votes in the Paddling Associations class, present in person through their representatives, or represented by proxy. If quorum is met at the start of the meeting, but thereafter Members depart the meeting such that quorum is lost, the meeting is nonetheless a valid meeting and may continue.
- 3.10 Each Paddling Discipline Member is entitled to exercise ten votes at a meeting of Members, and each Paddling Association Member is entitled to exercise one vote at a meeting of Members.
- 3.11 Members may vote by proxy if the proxy is in writing, it is received by the Corporation prior to the meeting, it clearly states the date of the meeting for which it is intended, it clearly states to whom the proxy is given, and it otherwise complies with the requirements of the Act.
- 3.12 No individual may hold more than 2 proxy votes at any one time. A current Director of the Corporation is not permitted to hold any proxy votes.
- 3.13 Pursuant to section 171(1) (Absentee Voting) of the Act, a Member may vote by electronic ballot if the Corporation has a system that:
- (i) Enables the votes to be gathered in a manner that permits their subsequent verification;
 - (ii) Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted;
- 3.14 Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution will decide each issue at a meeting of Members.
- 3.15 Voting by Members at a meeting of Members will be by a show of hands, unless the majority of Members present at the meeting approves a secret ballot.

ARTICLE 4 GOVERNANCE

- 4.1 The Board will consist of 10 or 11 Directors, as follows:

- a) The Paddling Disciplines, as a class of Member, will elect six Directors at the annual meeting who are representative of the disciplines, there being two directors for each discipline;
- b) The Paddling Associations, as a class of Member, will elect four Directors-at-Large at the annual meeting; and
- c) The Directors may appoint one additional Director to serve in office until the next annual meeting, provided at least three Directors were elected at the previous annual meeting and provided such appointment is carried out in accordance with Articles 4.2 and 4.3.

4.2 The Corporation will use its best effort to ensure that one of the elected Directors is an Athlete Director, defined as an active or retired (within the last five years) member of a senior national team in any of the canoe racing disciplines. In the event an Athlete Director is not nominated or elected, the Board of Directors will appoint a qualified athlete representative to serve as a Director until the next annual meeting of the Association.

4.3 The Corporation will use its best effort to ensure that one of the Directors-at-Large is an independent director, defined as an individual having no current affiliation with any of the paddling disciplines. In the event an Independent Director is not nominated or elected, and the Board has no need to appoint an Athlete Director under Article 4.2, then the Board will appoint an Independent Director to serve as a Director until the next annual meeting of the Corporation. In the event an Independent Director is not nominated or elected, and the Board does have need to appoint an Athlete Director under Article 4.2, then the position of Independent Director will remain unfilled until the next election of a Director-at-Large.

4.4 Elected Directors will serve the following terms:

- Directors elected by the Paddling Discipline class will serve two year terms
- Directors elected by the Paddling Association class will serve three year terms

To initiate a staggered system for elected Directors, the first election to be held after these Bylaws take effect will occur as follows:

- a) Three Directors elected by the Paddling Disciplines class will be elected for two years and three Directors will be elected for one year. Thereafter, all Directors will be elected for two year terms.
 - b) Directors-at-large elected by the Paddling Associations have already instituted a staggered term process that will continue under these bylaws.
- 4.5 Any person who is 18 years of age or older, who has the power under law to contract, who is resident of Canada, who is a member in good standing of a Paddling Association or Paddling Discipline Member, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who satisfies the requirements of the *Income Tax Act* in relation to the eligibility to serve as a director of a registered charity may be nominated for election or appointment as a Director, except that any person appointed as an independent director under Article 4.3 need not be a member in good standing of a Paddling Association or Paddling Discipline Member.
- 4.6 Any nomination of an individual for election must be supported by the Nominating Committee, providing that the Nominating Committee will not oppose a nomination without reasonable grounds for doing so, and will be required to provide to the Members a written explanation of those grounds should any nomination not be supported.
- 4.7 Nominations will be circulated to the Members 21 days prior to the annual meeting, and elections will take place at the annual meeting.
- 4.8 A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board.
- 4.9 The office of any Director will be vacated automatically if the Director:
- a) Fails to maintain the qualifications specified in Article 4.5;
 - b) Is convicted of a criminal offense related to the position;
 - c) Misses more than three consecutive Board meetings without reasonable excuse; or
 - d) Upon the Director's death.
- 4.10 Directors may be removed from office as follows:

- a) A Director elected by the Paddling Disciplines as a class of Member may be removed by Ordinary Resolution of the Members in this class, at a meeting of such Members, provided the Director has been given notice of and the opportunity to be heard at such a meeting.
 - b) A Director-at-Large elected by the Paddling Associations as a class of Member may be removed by an Ordinary Resolution of the Members in this class, at a meeting of such Members, provided the Director-at-Large has been given notice of and the opportunity to be heard at such a meeting.
 - c) If any Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.
- 4.11 Where the position of a Director who is elected by the Paddling Disciplines class becomes vacant for whatever reason, the Members in this class may appoint a qualified individual from the same discipline to fill the vacancy for the remainder of the vacant position's term. Where the position of a Director-at-Large becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term.
- 4.12 The President or any six Directors may call a meeting of the Board. The Board will hold a minimum of four meetings per year.
- 4.13 Notice of meetings of the Board will be given to all Directors at least 14 days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those Directors who are absent consent to the meeting being held in their absence. Each newly -elected Board may, without notice, hold its first meeting for the purpose of organization following the annual meeting, provided that a quorum of Directors is present.
- 4.14 At any meeting of the Board, quorum will be a majority of Directors holding office. The President may exercise a vote but will not exercise a tie-breaking vote.
- 4.15 A meeting of the Board may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

- 4.16 Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:
- a) Approve the vision, mission, values and strategic direction of the Corporation;
 - b) Subject to the authority of Discipline Councils described in Article 6.1, approve policies, procedures and rules to deliver the programs and services of the Corporation, including policies relating to the discipline of Members and participants and the management of disputes within the Corporation;
 - c) Provide continuity for the Corporation by ensuring its financial health;
 - d) Engage under employment contract a Chief Executive Officer to manage and oversee the operations of the Corporation;
 - e) Maintain positive relationships with stakeholders; and
 - f) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE 5 OFFICERS

- 5.1 The Officers of the Corporation are the President, Vice-President, Treasurer and Chief Executive Officer, who shall also perform the duties of Secretary. The President is appointed by the Board from amongst its number, for a term of two years, which may be renewed for a maximum of two terms or four years. The Vice-President and Treasurer are appointed by the Board from amongst its number, for a term of one year, which may be renewed up to a maximum of four years.
- 5.2 The *President* will be responsible for the general supervision of the affairs of the Corporation, will preside at meetings of Members and at meetings of the Board, will be responsible for the operation of the Board, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- 5.3 The *Vice-President* will be vested with all the powers and will perform the duties of the President in the absence, disability, or refusal to act of the President. The Vice-President will also perform such other duties as may from time to time be established by the Board.

- 5.4 The *Treasurer* will be responsible for overseeing the financial management of the Corporation and will be Chair of the Finance and Audit Committee. The Treasurer will also perform such other duties as may from time to time be established by the Board.
- 5.5 The *Chief Executive Officer* will be responsible for the management and supervision of the operations of the Corporation. He or she will also perform the duties of Secretary and thus will have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. He or she will give, or cause to be given, notices of all meetings of the Members and of the Board, will certify all documents of the Corporation which require certification, and will perform such other duties as may from time to time be established by the Board.
- 5.6 The Board may appoint Honorary Officers to recognize those individuals who have, in the opinion of the Board, provided valuable service to the Corporation. Honorary Officers are not Directors and are not Members of the Corporation. Those individuals who were Honorary Members prior to these Bylaws taking effect will automatically become Honorary Officers under these Bylaws.

ARTICLE 6 COUNCILS AND COMMITTEES

- 6.1 The Corporation will establish a Council for each of the three canoe racing disciplines that make up the Paddling Discipline class of Members. Each Council will represent the Paddling Association membership in its respective discipline. The Discipline Councils will be semi-autonomous bodies having responsibility for all technical aspects of their respective disciplines. Each Discipline Council will have a written terms of reference approved by the Board, setting out its role, responsibilities, operating procedures and reporting relationships with the Board, management, other staff and other committees.
- 6.2 The Corporation will establish the following Standing Committees, which will operate according to written terms of reference established by the Board:
- a) Finance and Audit;
 - b) Human Resources;
 - c) Planning;
 - d) Athlete and
 - e) Nominating.

- 6.3 The Board may appoint such other Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws. The Board will establish written terms of reference for all Committees.
- 6.4 A quorum for any Committee will be the majority of its members.
- 6.5 When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term. The Board may remove any member of any Committee.
- 6.6 The President will be an ex-officio and non-voting member of all Committees of the Corporation.

ARTICLE 7 CONFLICT OF INTEREST

- 7.1 In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 8 FINANCE

- 8.1 The fiscal year of the Corporation will be April 1 to March 31, or such other period as the Board may from time to time determine.
- 8.2 The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 8.3 The Corporation will send to the Members a copy of the annual financial statements at least 21 days before the annual meeting.

- 8.4 The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of the Corporation will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the registered office of the Corporation in accordance with the Act.
- 8.5 Any two Officers will have authority to sign for and on behalf of the Corporation all instruments and contracts. The Board may establish different signing authorities for cheques and other banking documents as it deems appropriate. From time to time the Board may, by resolution, appoint a Director or Officer to sign a specific instrument or contract on behalf of the Corporation. Any instruments or contracts so signed will be binding upon the Corporation without any further authorization or formality.
- 8.6 The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 8.7 The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.
- 8.8 All Directors, Officers who are not employed by the Corporation, and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 9 AMENDMENT OF BYLAWS

- 9.1 Except for the items set out in Article 10, these Bylaws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the Bylaw amendment or repeal. The Bylaw amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw amendment is confirmed, or confirmed as amended, by the Members it remains effective in the form

in which it was confirmed. The Bylaw amendment or repeal ceases to have effect if it is not submitted to the Members as described, or if it is rejected by the Members.

ARTICLE 10 FUNDAMENTAL CHANGES

10.1 In accordance with Section 197 of the Act, and subject to Article 10.2, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws of the Corporation:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Increase or decrease the number of, or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

10.2 In accordance with Section 199 of the Act, each class of Member will be entitled to vote separately as a class on a proposal to make an amendment referred to in Article 10.1 to:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;

- b) Add, change or remove the rights or conditions attached to the memberships of the class or group;
- c) Increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of members having rights equal or superior to those of the class or group; or
- f) Effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

ARTICLE 11 NOTICE

11.1 In these Bylaws, written notice will mean notice that is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Director or Member, as the case may be.

11.2 Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the date that notice is couriered, or five days after the date that notice is mailed.

11.4 The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

ARTICLE 12 INDEMNIFICATION

12.1 The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, his or her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

12.2 The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

ARTICLE 13 ADOPTION OF THESE BYLAWS

13.1 These Bylaws were ratified by a Special Resolution of the Members of the Corporation at a meeting of Members duly called and held on September 28, 2017.

13.2 In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

ARTICLE 14 TRANSITION PROVISIONS

14.1 The Directors in office at the time these Bylaws take effect will remain in office until the end of their original term. Those positions up for election at the annual meeting of the Corporation in 2016 will be elected in accordance with these Bylaws.

14.2 Any transition matter not resolved by this Article will be resolved by the Board of Directors in office immediately prior to the approval of these Bylaws.

Witnessed by:



Signature:

Peter Giles,
President

Signature:

Harold Van Winssen
Vice Presiden