

Cataraqui Canoe Club – By-Laws

Section 1 – General

1.1 Name:

The organization shall be known as the Cataraqui Canoe Club of Kingston (hereinafter known as “the Club”).

1.2 Purpose:

1.2.1 The Club shall be a non-profit organization.

1.2.2 The Club shall promote canoeing and kayaking by residents of Kingston and the surrounding area through activities such as the organization and sponsorship of instructional sessions, competitions and recreational trips.

1.2.3 The Club shall develop and promote policies to (a) achieve good practices in personal safety and (b) ensure that the Club's activities have minimal negative impact on the environment.

1.2.4 In addition to its prime activities, the Club may engage in other outdoor or social activities to enhance the health and well being of its Members.

1.2.5 To achieve its goals, the Club may co-operate with or affiliate with other organizations with similar goals.

Section 2 - Directors

2.1 Election of Officers and Term

2.1.1 The election of Officers and other Members of the Board of Directors shall take place at the Annual General Meeting. Each person elected must be a Member of the Club.

2.1.2 The Term of Office for Officers and other Members of the Board of Directors shall expire when the new Officers and other Members of the Board have been elected.

2.1.3 The Commodore may hold no more than two consecutive terms of office.

2.1.4 The activities, property and other matters pertaining to the Club shall be directed and administered by a ten-member Board of Directors, consisting of nine elected Board Members and the Past-Commodore. In the event that the Past-Commodore is unable to serve on the board, an additional person shall be elected instead.

2.1.5 Prior to the AGM, the Board will select a Search Committee to seek candidates for the Board. Any Member may apply as a candidate in accordance with the published Nominations/Election Policy.

2.1.6 There will be no nominations from the floor at an AGM.

2.2 Vacancies

2.2.1 If vacancies of Officers or other Members of the Board occur during their Term of Office, the Board of Directors may appoint other Club Members to fill the vacancies until the next election subject to the limitation in 2.3

2.2.2 In the prolonged absence of the Treasurer, the Board may temporarily appoint one of the other directors as Acting Treasurer with the same signing authority as the Treasurer.

2.3 Filling Vacancies

To fill vacancies between annual meetings, a quorum of Directors may appoint only up to one-third of the number of Directors that were elected at the last annual meeting.

2.4 Committees

The Board of Directors may establish committees to make recommendations and to carry out functions as specified by the Board to further the goals of the Club.

2.5 Remuneration of Directors

2.5.1 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

2.5.2 Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

Section 3 - Board Meetings

3.1 Regular Meetings

There shall be at least six meetings of the Board of Directors within the year, with no more than ten weeks between meetings.

3.2 Notice

3.2.1 Usually the time and place of each Board Meeting shall have been decided by resolution at a previous meeting. A meeting may also be called on two weeks written notice by any officer.

3.2.2 In special circumstances a meeting may be called by any officer with less than two weeks notice.

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3.3 Chair

The Commodore shall normally act as Chair, i.e., preside at Board meetings. In the absence of the Commodore, the Vice-Commodore shall preside at Board meetings. In the absence of both Commodore and Vice-Commodore, Directors present shall choose one of their number to act as the Chair.

3.4 Quorum

The quorum for a Board of Directors meeting arranged with two or more weeks notice shall be five Board Members. The quorum for a Board of Directors meeting arranged with less than two weeks notice shall be seven Board Members.

3.5 Voting

3.5.1 Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. The Chair will not normally vote unless it is to break a tie

3.5.2 No person shall act for an absent Director at a board meeting

3.5.3 Past Commodores shall act in an advisory capacity only. They will not have a vote at board meetings unless they simultaneously hold another officer position.

3.6 Participation by Telephone or Other Communications Facilities

If all of the Directors agree, Directors may participate in a meeting by telephone or other electronic means. Any agreement reached by this type of meeting must be formally recorded at the next Board meeting.

Section 4 Financial

4.1 Financial Year

The fiscal year shall begin on the first day of April and end on the last day of March.

4.2 Annual Review of Financial Statements

The Board shall appoint a person, preferably a Club Member, to review the records of the finances and property pertaining to the Club and to make a report at the Annual General Meeting.

4.3 Signing Authority

4.3.1 Two signatures are required for:

- a) Signing of cheques
- b) Signing of contracts

4.3.2 For cheques, one of the signatures must be that of the Treasurer or Acting Treasurer. The second signature must be that of an officer.

4.4 Execution of Contracts

4.4.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

4.4.2 Directors must disclose to the Club any personal interests they have in any transaction with the Club.

Section 5 – Officers

5.1 Officers

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

5.2 Duties

As designated by the Board of Directors, Officers may be assisted by other Club Members in carrying out their duties.

5.3 Duties of the Commodore

The Commodore:

- (a) provides leadership to the Club directly and through the Board of Directors.
- (b) presides at General Meetings of the Club and at Meetings of the Board.
- (c) acts as ex-officio member of all committees.
- (d) signs the minutes of General Meetings of the Club and of Meetings of the Board.

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5.4 Duties of the Vice-Commodore

The Vice-Commodore performs all duties of the Commodore in the absence of the Commodore.

5.5 Duties of the Treasurer

The Treasurer oversees the finances of the Club, including the receipt and payment of funds.

5.6 Duties of the Secretary

The Secretary:

- (a) records minutes of General Meetings and Board Meetings.
- (b) notifies the Membership of General Meetings.
- (c) handles correspondence for the Club.
- (d) receives applications and fees for Membership.

5.7 Other Duties

The duties shown above are specific to these particular Officers. Other duties for the successful functioning of the Club shall be designated as needed by the Board to particular Board Members or Committees of the Board.

Section 6 - Protection of Directors and Others

6.1 Protection of Directors and Officers

No Director, Officer or committee member of the Club is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Club, or for joining in any receipt, or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Club's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Section 8 - Members

8.1 Members

8.1.1 Membership is open to any person of 18 years or older on the approval of an application submitted to the Membership Secretary and the receipt of the membership fee by the Treasurer.

8.1.2 Minor children in the care of Members may be brought to Club events at no additional charge. However, Club policies may place conditions on Members with minor children.

8.1.3 The Board may add, change or remove membership categories.

8.2 Membership Year

The membership year normally coincides with the financial year of the Club as set out in section 4.1.

8.3 Maintaining Membership

8.3.1 Membership is maintained by the payment of the annual membership fee to the Secretary when its renewal is due.

8.3.2 A Membership shall terminate:

- (a) by failure to renew annual membership fees. The Board may choose not to terminate Membership following a review for any extenuating circumstances.
- (b) by resignation.
- (c) by the passing of a resolution to terminate Membership by the Board of Directors on the recommendation of the Membership Secretary.

8.4 Disciplinary Act or Termination of Membership for Cause

8.4.1 Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles, By-laws or policies.

8.4.2 The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less

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than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

8.4.3 Where the Board, after review, confirms its resolution to terminate Membership, the Member has a right of appeal to the next annual general meeting or a special general meeting of Members, provided the Board is given notice of appeal in writing by the Member within ten days of being notified by the Board of its final decision to terminate the Membership.

8.5 Members' Dues and Other Fees

The Board of Directors shall set a fee schedule of membership fees as well as any other fees and charges as they feel appropriate.

Section 9 - Members' Meetings

9.1 Annual General Meeting

9.1.1 The Annual General Meeting shall be held in the month of September or October each year.

9.1.2 Each Member shall be notified of the time, place, and agenda of a General Meeting at least two weeks in advance of the meeting.

9.1.3 The business transacted at the annual general meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement or a less formal review;
5. if possible, reappointment or a new appointment of the auditor or a person to conduct a review engagement or a less formal review for the year already in progress;
6. election of Directors
7. all voting Members have the right to submit proposals for discussion at Members' meetings and proposals may be put into effect if passed.
8. those Members who have informed the Club in writing that they wish to receive a copy of the financial statements may have them provided by the Club at least 21 days before the annual meeting.

9.2 Special Meetings

Other general meetings, to be known as Special General Meetings, shall be called either by resolution of the Board of Directors or when at least ten percent of the Members who are entitled to vote petition the Secretary in writing.

9.3 Quorum

9.3.1 A quorum at any General Meeting shall be ten percent of the Membership entitled to vote.

9.3.2 If a quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

9.4 Voting of Members

9.4.1 Only those who have been paid up Members for 60 days immediately preceding a General Meeting shall be entitled to vote.

9.4.2 A Member entitled to vote at a General Meeting, but unable to attend, may give written authorization to vote to another person in his or her place. No more than two such proxies shall be used by any person at a General Meeting.

9.4.3 Each individual Member shall be entitled to one vote at any meeting.

Section 10 - Winding-Up of the Club

10.1 Decision or Order to Wind-Up the Club

The Members of the Club may, by special resolution at a meeting of the Members, require the Club to be wound-up voluntarily or, alternatively, a court may order the winding-up of the Club in conformity with the articles of incorporation and the provisions of Part XII of the Act.

10.2 Transfer of Residual Property to Other Public Benefit Clubs

Any residual property of the Club remaining after satisfying the Club's creditors shall be transferred to another public benefit club, or other public benefit clubs, with aims similar to those of the Club or, failing this, to the Corporation of the City of Kingston or the Government of Ontario or one of its agencies. No part of any residual property upon winding-up or dissolution of the Club shall inure to the benefit of Members of record at the time of the passage of either a voluntary winding-up resolution or a court-ordered winding-up.

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Section 11 - Adoption and Amendment of By-laws

11.1 Amendments to By-laws

These by-laws may be added to, amended, or repealed by affirmative vote of at least two thirds of the votes cast at an Annual General Meeting or a Special General Meeting, providing that written notice of motion has been given to the Membership at least two weeks before the Meeting.

Approved by the membership at the AGM on October 14, 2021

Commodore - Jim MacLachlan; Secretary – Ed Jezak