

Fort Langley Canoe Club
Society Act
Constitution

1. The name of the Society is the Fort Langley Canoe Club.
2. The purposes of the Society are:
 - a) To provide structured kayak and canoe paddling programs primarily to youth, but including young adults, which offer physical development, paddling safety and development of leadership and social skills.
 - b) To participate in the Canadian Canoeing Association (CCA) and other provincial and national organizations which promote competitive paddling referred to in 2a) above.
 - c) To organize and sponsor competitions, trips and educational opportunities consistent with the involvement in Kayaking and Canoeing.
 - d) To instill in our members the values inherent in good sportsmanship and good citizenship and to develop a mature and positive self esteem.
3. The activities of the Club are primarily to be carried out in the Province of British Columbia.
4. In the event of dissolution of the Club, funds and assets 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 Club at the time of dissolution. If effect cannot be given to the aforesaid provisions, such funds or assets shall be given to a suitable level of government.
5. The purposes of the Club shall be carried out without purpose of gain for its members and any profits or other accruals to the Club shall be used for promoting its purposes.
6. Paragraphs 3, 4, 5, and 6 of this Constitution are unalterable in accordance with the Societies Act.
7. Our Mission Statement:
We believe that recreational paddlesport and competitive paddle sports are healthy ways of building mature and responsible citizens, developing leadership skills, providing social interaction and promoting full participation in society. This paragraph is alterable.

Fort Langley Canoe Club Bylaws

Part 1 - Interpretation

1. In these Bylaws, unless the context otherwise requires:
 - (a) directors means the directors of the Club for the time being;
 - (b) Society Act means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) registered address of a member means his address as recorded in the register of members;
 - (d) term means the time between the annual general meeting and the immediate next annual general meeting;
 - (e) The name of the Association will be FORT LANGLEY CANOE CLUB, hereinafter referred to as the Club;
 - (f) the Canadian Canoe Association shall hereinafter be referred to as C.C.A.;
2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
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 2 - Membership

4. The members of the Club are the applicants for incorporation of the Association, and those persons who subsequently have become members, in accordance with these Bylaws, and, in either case, have not ceased to be members.
5. (a) There shall be four types of membership:
 - (1) Senior Club Membership – A senior member shall be 18 years of age or over, and shall have all privileges of membership including the right to hold office in the Club. Must be a member in good standing of the Canadian Canoeing Association (C.C.A). All senior members in good standing are eligible to vote at the Club's meetings.
 - (2) Junior Club Membership – A junior member shall be between the ages of 8 and 18 and shall have all privileges of membership excluding the right to hold office in the Club. Must be a member in good standing of the Canadian Canoeing Association. All junior members in good standing are eligible to vote at the Club's meetings.
 - (3) Associate Membership – Associate members must be aged 18 or older and may have only the use of recreational equipment at designated times. They must be a member of good standing in the Canadian Canoeing Association.

- (4) Guest Members – Guest members are those who, by invitation of a Club Member may use the Club facilities on a temporary basis upon payment of a fee as set at the Annual General Meeting of the Club. Guest members do not have the right to vote and hold office. A Guest Member must be a member in good standing in the Canadian Canoeing Association.

(b) Application for Membership

Application shall be delivered to the Secretary in writing, stating the name and address of applicant.

(c) Approval

The application for membership is approved at the sole discretion of the executive.

(d) Birth Certificates

At any time the executive can require the presentation of the birth certificate of the applicant.

6. Every member shall uphold the Constitution and comply with these bylaws.

7. The amount of annual membership dues for each type (category) shall be determined prior to March 31st and ratified at the annual general meeting .

- a) Annual dues shall be payable on or before the first day of April of each year and any member whose current dues are not paid in full as of the first day of May shall forfeit the privileges of membership without further notice or proceedings unless the Board of Directors extends the time for payment of said dues. Membership is for a 12 month period.

b) The Board of Directors has discretionary power to waive or modify dues when appropriate cause is shown.

8. A person shall cease to be member of the Club:

- (a) by delivering his or her resignation in writing to the Secretary of the club or by mailing or delivering it to the address of the Club or
(b) on his death, or in the case of a corporation, on dissolution; or
(c) on being expelled; or
(d) on having been a member not in good standing for a period of time prescribed by the Directors.

9. Expulsion of membership

(1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) A notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

10. All members are in good standing except a member who has failed to pay his/her current annual membership fee, or any other subscription/debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Membership

11. (a) The first annual general meeting of the Club shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall be held at least once every calendar year and not more than fifteen months after holding the last preceding annual general meeting.

(b) Notice of the Annual General Meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. Notice of the Annual General Meeting is to be **emailed and posted in the Boathouse** a minimum of 14 days prior to the meeting date.

(c) The order of business at the annual meeting shall be as follows:

- I. The adoption of rules of order
- II. Minutes of the last annual meeting
- III. The consideration of the financial statements
- IV. The report of the directors; Commodore
- V. The reports of the auditor or financial reviewer or adviser
- VI. Unfinished business
- VII. The election of directors;
- VIII. The appointment of the auditor, if required; or financial reviewer or advisor
- IX. New Business
- X. Adjournment

12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting. The Directors may, whenever they think fit, convene an extraordinary general meeting. Notice must be given as in 11 (b).

13. The Directors may, when they think fit, convene an executive meeting consisting of the Board of Directors.

Part 4 - Proceedings at General Meetings

14. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 15% of the members eligible to vote, but never less than 5 persons. Each voting member present can carry a maximum of 9 proxies.

15. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

16. Subject to bylaw 17, the commodore of the society, the vice commodore or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

17. If at a general meeting

(a) there is no commodore, vice commodore or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the commodore and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

(c) the chair will not vote except to break a tie.

18. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

19. (1) All resolutions proposed at a meeting must be seconded and the Chairman of a meeting may move or propose a resolution.

(2) A voting member in good standing present at a general/annual general meeting is entitled to one vote.

(3) Voting is by show of hands or by ballot.

(4) Voting by proxy is permitted, provided the proxy is in writing and is carried by another voting member in good standing. A member can carry a maximum of nine proxies including their own vote or some lesser amount as decided on by the Directors.

Part 5 – Directors and Officers

20. The management of the Club shall be vested in the Board of Directors, elected at the annual meeting of the Club from and by the members present and entitled to vote.

21. (1) The directors may exercise all the powers and do all such acts and things that the society may exercise to do, and that are not by these bylaws or Statute or otherwise lawfully directed or required to be exercised or done by the Club in a general meeting, but subject, nevertheless, to the provisions of

(a) all laws affecting the society,
(b) these bylaws, and
(c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) The directors must be members in good standing with the Club.

(3) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

22. (1) The commodore, vice-commodore, secretary, treasurer and one or more other persons are the directors of the society.

(2) The number of directors must be 3 or a greater number determined from time to time at a general meeting.

23. (1) Separate elections must be held for each contested office to be filled.

(2) An election may be by acclamation, otherwise it must be by ballot.

24. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

(3) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

25. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

26. A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society. A director may receive an honorarium by prior arrangement with the Board.

Part 6 - Proceedings of Directors

27. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The quorum is a majority of the directors then in office.

(3) The Commodore is the chair of all meetings of the directors, but if at a meeting the Commodore is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Commodore must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) Decisions resulting in unbudgeted expenditures over \$500.00 must be approved at a general meeting of members.

(5) The Directors may, when they think fit, convene an executive meeting consisting of the Board of Directors.

28. (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors and members as they think fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

29. A committee must elect a chair of its meetings, but if no chair is elected or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, those present who are members of the committee must choose one of their number to be the chair of the meeting.

30. The members of a committee may meet and adjourn as they think proper

31. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

32. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable or e-mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of directors is not required to be sent to that director, and

(b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective

33. (1) Questions arising at a meeting of the directors or board appointed committee must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

34. A resolution proposed at a meeting of directors or board appointed committee need not be seconded, and the chair of a meeting may move or propose a resolution.

35. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

36. The Commodore is to:

(1) preside at all meetings of the society and of the directors, unless the voting members of the Directors otherwise decide

- (2) enforce all rules of the Club
- (3) have general supervision over all matters affecting the Club
- (4) be a member of all committees.

37. The Vice Commodore must carry out the duties of the Commodore during the Commodore's absence, and shall perform such duties as delegated by the Board of Directors.

38. The Secretary must do the following:

- a) conduct the correspondence of the society;
- b) issue notices of meetings of the society and directors;
- c) keep minutes of all meetings of the society and directors;
- d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- e) have custody of the common seal of the society;
- f) maintain the register of members,
- g) maintain the list of members who have access to any Club keys.

39. The treasurer must

(a) keep the financial records, including books of account, necessary to comply with the Society Act, and

(b) render financial statements to the directors, members and others when required.

(c) deposit the funds in the name of the Club in such bank or banks or with depository or depositories and in such manner as the Board of Directors may from time to time direct.

(d) sign or countersign such instruments as require his signature and perform all duties incident to his office or that are properly required of him by the Board of Directors.

(e) the Treasurer may be required to give such bonds for faithful performance of his duties as the Board of Directors , in its uncontrolled discretion, may require and no member of the Board of Directors shall be liable for failure to require bond or any loss by reason of the Club to receive any indemnity thereby provided.

(f) the treasurer must present a draft budget for the next fiscal year at the AGM.

40. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 3 or the greater number that may have been determined under bylaw 22 (2).

41. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 9 - Borrowing

42. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

43. A debenture must not be issued without the authorization of a special resolution.

44. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Auditor/Financial Reviewer

45. This part applies only if the society is required or has resolved to have an auditor/financial reviewer.

(1) At the discretion of the Board, have the financial records be reviewed by an auditor, a financial reviewer or financial adviser.

46. The first auditor/financial reviewer must be appointed by the directors who must also fill all vacancies occurring in the office of auditor/financial reviewer.

47. At each annual general meeting the society must appoint an auditor/financial reviewer to hold office until the auditor financial reviewer is re-elected or a successor is elected at the next annual general meeting.

48. An auditor/financial reviewer may be removed by ordinary resolution.

49. An auditor/financial reviewer must be promptly informed in writing of the auditors appointment or removal.

50. A director or employee of the society must not be its auditor, but can be a financial reviewer /adviser.

51. The auditor/financial reviewer may attend general meetings.

Part 11 - Notices to Members

52. A notice may be given to a member, either personally, or by postal mail to the member at the member's registered address.

53. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle.

54. (1) Notice of a general meeting must be given to
(a) every member shown on the register of members on the day notice is given, and

- (b) the auditor, if Part 10 applies
- (2) No other person is entitled to receive a notice of a general meeting.

Part 12 - Damaged Goods

55. (a) Any member who, in the opinion of the Board of Directors, willfully or by negligence damages any property of the Club or any property entrusted to the Club shall immediately have the same repaired or replaced and made good at his expense. The question of the damages being or not being accidental shall be decided by the Board of Directors from evidence as they may be able to obtain.

(b) Should any member fail to make good the damage done by him as provided in 55(a), the Board of Directors may have the same done and charge the cost of repairs or replacement to him, and the member shall be liable to pay the cost within thirty days of the date of assessment.

Part 13 - Policy and Procedure

56. The Club will adopt and follow all policies and procedures as laid out in the Fort Langley Canoe Club Safety Handbook, the Code of Conduct Policy, the Harassment Policy, and the Appeals Policy.

Part 15 - Bylaws

57. These bylaws must not be altered or added to except by special resolution.