



Pisiquid Canoe Club

BY-LAWS

Ratification: January 20, 2014

Amended: January 2, 2014

Original Registration: July 9, 1975

Original Registration as Pisiquid Aquatic Club



By-Laws of the Pisiquid Canoe Club

1. In these by-laws there by something in the subject or context inconsistent therewith:
 - a. "Society" means Pisiquid Canoe Club.
 - b. "Registrar" means the registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - c. "ADCKC" means the governing provincial sport organization Atlantic Division Canoe/Kayak Canada.
 - d. "CKC" means the governing national sport organization Canoe/Kayak Canada.
 - e. "By-laws" means all by-laws, including special by-laws as amended from time to time.
 - f. "Person" includes an individual, a body corporate, corporation, company, partnership, syndicate, trust and any member or aggregate of persons.
 - g. Singular includes the plural, and the plural includes the singular.
 - h. Masculine gender includes the feminine and the neuter.

VISION

2. It is the vision of Pisiquid Canoe Club to:
 - a. Offer recreational and competitive paddling opportunities for all members.
 - b. Provide an affordable and inclusive program for our community.
 - c. Ensure the safety of our participants and our equipment.

MEMBERSHIP

3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Society, and their names shall be entered into the register of members accordingly.
4. For the purposes of registration the number of members of the Society is unlimited.
5. Membership shall be the parent or parents (guardians) and registered children of a particular family however each family shall only be entitled to one vote.
6. Only members 18 years of age and older shall be entitled to a vote. There shall be no proxy voting.
7. Membership in the Society shall not be transferable.
8. Every member of the Society shall be entitled to attend any general or special meeting of the Society.
9. The directors of the Society may, require a completed application form to be submitted, and upon acceptance, the entry in the register of members by the Club Registrar shall constitute admission.
10. Membership in the Society shall cease upon the death of the member, or if by notice of writing to the Society, a member resigns his/her membership in accordance with these by-laws.

FISCAL YEAR

11. The fiscal year in the Society shall be the period from January 1 in any year to December 31.

MEETINGS

12. The ordinary or annual general meeting of the Society shall be held within four weeks after the end of each fiscal year of the society.
13. An extraordinary general meeting of the Society may be called by the Commodore or by the directors at any time, and shall be called by if requested in writing by at least twenty five 25% in number by the members of the Society.
14. A minimum of three days' notice of a meeting, specifying the place, day and hour of the meeting and in the case of special business, the nature of such business, shall be given to the members.
15. Notice of meetings shall be given in writing via electronic mail or regular post and through social media. The non-receipt of any notice by any member shall not invalidate the proceeding at any general meeting.
16. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and deemed to be ordinary business.
 - a. Approval of minutes of preceding general meeting.
 - b. Consideration of the annual report of the directors.
 - c. Consideration of the financial statements, including balance sheet and operating statements.
 - d. Approval of the budget for the ensuing year.
 - e. Election of directors for the ensuing year.
 - f. Appointment of Auditor(s) or Treasurer(s).
17. All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.
18. No business shall be transacted at any meeting of the Society unless a quorum is present at the commencement of such business and such quorum shall consist of 50% plus one of the directors. For the purpose of identifying a quorum the Commodore will be counted as one.
19. If within one half hour of the time appointed for the meeting a quorum of members is not present, the meeting, if convened upon the requisition 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 sine die
20. The Commodore of the Society shall preside as Chair of every general meeting of the Society.
21. If there is no Commodore or if at any meeting he/she is not present at the time of holding the same, the Vice Commodore shall preside as Chair.
22. If there is no Commodore or Vice Commodore, or if at any meeting no Commodore or Vice Commodore is present at the holding of the same, the members shall chose someone of their number to be Chair.
23. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes he/she shall have a casting vote.
24. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, 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 business is given to the members.



25. At any general meeting unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings shall be sufficient evidence of the fact, without proof of the number or proportion of members recorded in favor of or against such resolution.
26. If a poll is demanded in a manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such poll be deemed to be the resolution of the Society in general meeting.

DIRECTORS

27. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than ten. The subscribers to the Memorandum of Association shall be the first directors of the Society.
28. Any member of the Society, excepting persons under the age of 18 years of age, shall be eligible to be elected as a director of the Society.
29. Directors shall be elected by the members at any ordinary or annual general meeting of the Society.
30. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors shall retire from office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for election.
31. Failure to attend three consecutive meetings shall be reason to forfeit position as a director, unless otherwise approved by the Board of Directors.
32. In the event that a director resigns his office or ceases to be a member of the Society, whereupon his/her office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
33. The members of the Society may, by resolution passed by a majority of at least three-quarters of the votes cast at a special meeting of such members duly called for that purpose, remove any director from his/her position before the expiration of his/her term and may, by a majority of votes cast at the meeting, elect any person in his/her stead for the remainder of his/her term.
34. Meetings of the Board of Directors shall be held as often as the business of the Society may require as deemed necessary by the Commodore or his/her designate. A meeting of the Board of Directors may be held at the close of every ordinary or annual general meeting without notice. Notice of all other meetings, specifying the time and place thereof shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non receipt of such notice of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
35. No business shall be transacted at any meeting of the Board of Directors, unless at least 50% plus one in numbers of the directors is present at the commencement of such business.
36. If required to form a quorum, there shall be a maximum of two votes available by proxy, to be allocated by the Commodore.
37. The Commodore, or in his absence the Vice Commodore, or in the absence of both of them, any director appointed from among those directors present shall preside as Chair of the meeting of the Board.
38. The Chair shall be entitled to vote as a director and, in the case of an equality of votes, he/she shall have a casting vote, in addition to the vote as a director.

POWERS OF DIRECTORS

39. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a coordinator and determine their responsibilities and remuneration. The directors may appoint an executive committee consisting of the officers and such other persons as the directors decide.
40. The Board of Directors shall have the power to set from time to time initiation and annual dues for membership in the Society.

OFFICERS

41. The officers of the Society shall be a Commodore, a Vice Commodore, a Secretary, Treasurer, Club Registrar and a Paddling Chair.
42. The directors shall elect one of their numbers to be the Commodore of the Society. The Commodore shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to time by the Board of Directors from time to time.
43. The directors may also elect from their number a Vice Commodore. The Vice Commodore shall, at the request of the Board and subject to its directors, perform the duties of the Commodore during the absence, illness or incapacity of the Commodore or during such period as the Commodore may request him/her to do so.
44. There shall be a Registrar of the Society who shall ensure that all members are registered on the ADCKC and CKC registration systems and that all initiation and membership dues are collected on behalf of the Treasurer.
45. There shall be a Paddling Chair of the Society who shall be responsible for the development, direction, implementation and overall functioning of the competitive and recreational paddling programs, and be the representative of the paddling members to the Board.
46. There shall be a Secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him/her by the Board.
47. The directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.

AUDIT OF ACCOUNTS

48. The Treasurer of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint a Treasurer, the directors may do so.
49. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and an operating account. The Treasurer shall make a written report to the members upon the balance sheet and operating account and, in every such report, he/she shall state whether, in his/her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to properly exhibit a true and correct view of the Societies affairs, and such report shall be read at the annual general meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditures in the preceeding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.



REPEAL AND AMENDMENT OF BY-LAWS

50. The Society has power to repeal or amend any of these by-laws by a resolution passed in the manner prescribed by law.

HONORARY DIRECTORS

51. The directors may from time to time appoint or remove persons as honorary directors of the Society who need not be members of the Society and who shall have all of the privileges of a member.

COLORS

52. The Societies colors shall be royal blue and gold/yellow.

MISCELLANEOUS

53. The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.

54. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution has passed.

55. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

56. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meeting of the Society and the Board of Directors shall be the responsibility of the Secretary.

57. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

58. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Commodore or the Vice Commodore and the Secretary, or otherwise described by resolution of the Board of Directors.

59. The borrowing powers of the Society may be exercised by special resolution of the members.