

November 10, 2011

Greetings Fellow Paddlers

The Paddle Canada Board of Directors recommends the following changes, all highlighted in yellow on the attached draft copy of the PC Constitution and Bylaws, in order to make the operation of Paddle Canada more effective. The attached will be discussed at the PC Annual Meeting on Saturday 10 December 2011, and hopefully a motion will arise to adopt the proposed revision. As per the PC Constitution, 90 days notice must be given to the membership, and a vote held (Special Meeting or Electronic Vote) and the end of that period. The vote could then occur on or after 9 March 2012.

The proposed changes include:

Defining a new term, 'paddle sports', to encompass all the PC disciplines, namely canoeing, kayaking, and paddle boarding. (Article 1 and throughout)

Replacing the term "Federated Member" with the current "Regional Member" term, and defining the current definition. (Bylaws Membership 2B)

Simplifying the PC Constitution and Bylaws by referring to the Board of Directors as the "Board". (throughout)

The original reason for this revision, revising the voting criteria for regularly scheduled Board and Special meetings from 66% to 50% plus 1 of 'all currently filled Regional Director positions' to carry any motion. This means that the Immediate Past President and the President Emeritus do not count for quorum purposes for regular or special Paddle Canada Meetings, but do continue to have a vote during the said meetings. Note that Constitutional changes continue to require a 66% majority to pass. (Article 5 C).

To define the role and tenure of the President Emeritus. (Article 7B)

Correcting the ByLaws to note that they may be revised by the Board at any time, as noted in the Constitution Article 11. (ByLaws 8).

Prepared by:

Eric Williams - President Emeritus.

CONSTITUTION

Paddle Canada

Pagaie Canada

Revision Copy 10 Nov 2011

ARTICLE 1

Definition

In this Constitution wherever the words 'the Association' appear, they shall be considered to read – "*Paddle Canada*" ("PC") and in French "*Pagaie Canada*" ("PC").

Wherever the words 'paddle sport' or 'paddle sports' appear, they shall be also considered to read 'canoe', 'canoeing', 'kayak', 'kayaking' and/or 'paddle board' or 'paddle boarding'.

Both official languages (English and French) are the language of the Association.

The Association may from time to time, designate trade names for purposes of exploiting its mandate.

ARTICLE 2

Mandate and Composition

Paddle Canada is the National representative Association for recreational canoeing, kayaking and paddle boarding in Canada. The Association is comprised of Individual, Regional and Affiliated members.

ARTICLE 3

The Association is an incorporated non-share capital Non-Profit Corporation in the province of Ontario.

ARTICLE 4

Objectives

The Objectives of the Association are as follows:

1. To provide a forum for the Congress of Provincial and Territorial Associations;
2. To promote, foster and perpetuate paddle sports as an educational, cultural, historic and constructive recreational experience;
3. To represent organized recreational paddle sports to the paddling public on a national level and to represent their collective interests with governments and other national organizations;
4. To promote the development of the paddle sports, and maintain relations with international organizations having a similar objective;
5. To encourage the development and recognition of standards in the recreational paddle sports, and to facilitate certification of leadership training and levels of achievement in the paddle sports;
6. To study all aspects of paddle sports related undertakings, and to interpret and disseminate information, knowledge and standards concerning development and regulations thereto;
7. To promote the safety of recreational paddle sports in Canada amongst member and other organizations;

8. To support the concept of the stewardship of the land, as well as to support and promote strategies relevant to the welfare of the environment, wherever such support is requested from the provinces, territories; and to develop cooperative networks with kindred organizations in the field of environmental concerns;
9. To encourage training programs and conferences on national, provincial, territorial and local levels for Instructors, leaders and other personnel;
10. To support efforts by provincial, territorial and federal interest groups to ensure the protection and perpetuity of **paddle sports** as a unique Canadian heritage.

ARTICLE 5

(a) Annual Meeting

An Annual General Meeting (AGM) of the Association shall be held at a time and place to be determined by the Board of Directors. Notice of the Annual Meeting, in proper form, setting forth the affairs to be discussed, shall be sent to all members at least thirty (30) days before the date set for the meeting.

(b) Special Meetings

Special Meetings of the Association may be called by the President at any time, and must be called upon request of at least two-thirds of the members on the Board of Directors. Notices of such Special Meetings shall be sent to all members of the Association at least thirty (30) days in advance of the meeting. Such notices shall state the purpose for which the meeting has been called, but shall not preclude the inclusion of other matters on the Agenda at the discretion of the Meeting.

(c) Quorum, Voting and Proxy Votes

Quorum for all Association regularly scheduled Board of Directors and Special meetings shall be **66% a simple majority (50% + one)** of all **currently filled Regional Directors positions**. All matters brought forward before the Meeting shall be dealt with by way of a resolution and each member of the Board shall have one vote. The Chair shall not vote except as hereinafter provided. In the event of a tie vote, the Chair of the meeting shall cast a negative vote thus defeating the motion. Absent **Board** members may assign their vote by registered proxy to another Director. Such proxies shall be in writing or electronic and received by the Association offices a minimum of three days prior to a scheduled meeting. **In the event that quorum is not achieved for a regularly scheduled Board meeting, the President may require the Secretary to conduct an email poll of all Directors on the matter, the results of which will be recorded in the meeting minutes.**

ARTICLE 6

Head Office

The Head Office of the Association shall be determined by the **Board** from time to time as necessary.

ARTICLE 7

Officers

The Officers of the Association shall be:

- a) President
- b) Past President
- c) Vice President
- d) Secretary
- e) Treasurer
- f) Three Directors

Board of Directors

The Association shall be governed by a Board of Directors, hereinafter called the 'Board'.

The Board shall consist of a maximum of fifteen (15) persons and be constituted as follows:

- a) Each Province and Territory of Canada shall be permitted one representative on the Board;
- b) In addition, the immediate Past President and the President Emeritus shall also sit on the Board. The President Emeritus will serve as a counselor, mentor, and historian to the Board, and serve at the pleasure of the Paddle Canada membership.

Board(Appointments and Elections)

Provincial and Territorial representatives on the Board shall be elected by the Paddle Canada members in each respective Province and Territory. In the event of a tie, the current chair of the Board shall cast the deciding vote. The term of office for each Director shall normally be two years. The representative may be re-elected. Procedures for electing representatives to the Board will be determined and approved by the Board. An Elections Committee, chaired by the immediate Past President with power to add, shall prepare and distribute ballots within each Province and Territory thirty (30) days prior to the Annual General Meeting. All submitted ballots will be counted twenty-four (24) hours prior to the AGM. Any member of Paddle Canada may nominate a Board up to forty-five (45) days prior to the AGM. Elections shall be held in rotation: Newfoundland & Labrador, New Brunswick, Quebec, Manitoba, Alberta, Yukon, and Nunavut in odd-numbered years; Nova Scotia, Prince Edward Island, Ontario, Saskatchewan, British Columbia, and Northwest Territories in even-numbered years. Other than the Past President and the President Emeritus, the Officers of the Association shall be elected by and from the Board.

Executive Committee

The Officers of the Association shall act as an Executive Committee to manage the day-to-day affairs of the Association. The Executive Committee shall determine the responsibility for the financial affairs of the Association.

Committees and Task Forces

The Board may appoint from time to time such Committees and Task Forces at large as may be required by the Association. Each Committee and Task Force Chairman shall be entitled to notices of meeting of the Board and shall be permitted to attend the same as non-voting observers.

ARTICLE 8

Fiscal Year

The fiscal year of the Association shall be determined by the Board from time to time as necessary.

ARTICLE 9

Donations

The Association may take and receive gifts, donations, bequests or legacies for the use in furthering the objectives of the Association.

ARTICLE 10

Dissolution

In the event of the dissolution or winding up of the Corporation, all of the remaining assets, after payment of liabilities, must be distributed to its Regional Members and/or to one or more recognized charitable organizations in Canada, registered under the Income Tax Act.

ARTICLE 11

By-Laws

The **Board** may from time to time update its By-Laws for the orderly transaction of business.

ARTICLE 12

Amendments

To amend this constitution, note of motion of this intent outlining both the motion and reasons, must be circulated to each member of the Association at least 90 days prior to the AGM or Special Meeting where a vote will be taken.

A two-thirds majority approving the amendment is necessary to ratify a Constitutional amendment.

ARTICLE 13

Rules of Order

Unless other wise noted herein, the meetings of the Association shall be conducted in accordance with the latest edition of "Roberts Rule of Order".

DRAFT

By-Laws

Paddle Canada Pagaie Canada

Revised: November 2011

DEFINITIONS

1. The By-Laws of Paddle Canada (PC) as per Article 12 of the Constitution are designed to enable the orderly transaction of the business affairs of the Association.
2. The Paddle Canada 'Board of Directors' is referred to as the 'Board' in this document.

MEMBERSHIPS

2. The Association shall set fees for memberships. Membership in the Association is open to persons and organizations interested in furthering the goals and objects of the corporation. The Association shall have the following classes of members each with its own related privileges:
 - (a) Individual Member. Categories are designed for instructors and the general public to join (annually) the National Association and receive the benefits of each category of same. The sub-categories of the Individual membership are determined by the Paddle Canada Board or Executive. Individual Members have the right to attend all Board meetings as non-voting observers, with full right to discussion but shall have no voting status.
 - (b) ~~Regional Members shall consist of recognized Provincial/Territorial Associations. Each Canadian Province or Territory has the right to make up to two recommendations for Regional Membership with Paddle Canada. Where the Province or Territory has two recognized Associations, one Regional Member is to represent canoeing; the other kayaking. Where there is no recognized Provincial/Territorial Association or when the recognized Provincial/Territorial Association fails to recommend after due notice, any other entity may apply as an Interim Regional Member. This Interim Regional Member must be approved by the Paddle Canada Board annually. Regional and Interim Regional Members have the right to attend all Board meetings as a non-voting observer, with full right to discussion but shall have no voting status.~~

Each Canadian Province or Territory has the right to have a minimum of one Regional Membership with Paddle Canada. Where the Province or Territory has more than one recognized Associations, one Regional Member is to represent canoeing; the other river kayaking; the other sea kayaking and the other paddle boarding.

Where there is no recognized Provincial/Territorial Association, any other entity may apply as an Interim Regional Member. This Interim Regional Member must be approved by the Paddle Canada Board annually. Regional and Interim Regional Members have the right to attend all Board meetings as a non-voting observer, with full right to discussion but shall have no voting status.
 - (c) Affiliated Members shall consist of those national level and other organizations who have an interest in the **paddle sports**. Affiliated members have the right to attend all **Board** meetings as a non-voting observer, with full right to discussion but shall have no voting status. The **Board** may permit Affiliated membership status to organizations with mutual interest. The organization must apply to the **Board** in writing. A two-thirds majority of the **Board** is required to appoint an affiliate.

The affiliate status shall last for a period of three years following which a further application is required for continuance.

CODE OF CONDUCT

3. Any member of the Association who violates any provisions of the Constitution or By-Laws or who engages in conduct which is contrary or detrimental to the objectives and goals of the Association may be expelled as a member of the Association by a vote of a two-thirds majority of the **Board**.

COMMITTEES

4. The Association may appoint committees to initiate and promote the on-going work of the Association. The Executive Committee shall appoint the Chairperson for such Committees.

TASK FORCES

5. The Association, from time to time, shall appoint Task Forces to plan and implement specific tasks or projects identified as being required to meet the Association's objectives. When the task is completed, the Task Force will disband. The need for a specific Task Force shall be reviewed annually. The Executive Committee will appoint the Chairperson for each Task Force.

APPROVAL AND INDEMNITY

6. At each Annual General Meeting, the **Board** may approve, confirm and ratify the actions of the Executive Committee, for each fiscal year.
7. Each director or officer of the Association or other person who has undertaken any liability on behalf of the Association, or any company controlled by it, and their heirs, executors and administrators, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:
 - (a) All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her in or about the execution of duties of his or her office or in respect of any such liability;
 - (b) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges on expenses as are occasioned by his or her own willful neglect or default.

AMENDMENT

- ~~8. To amend these by-laws, notice of motion of this intent outlining both the motion and reasons, must be circulated to each member of the Board at least 60 days prior to the AGM or Special Meeting where a vote will be taken.~~

The Board may from time to time update its By-Laws for the orderly transaction of business. Reference Constitution Article 11. The vote for such changes shall take place by a show of hands, but where a member demands a vote by ballots the same shall be held.

SOLICITOR AND ACCOUNTANT

8. At each AGM, a solicitor and an auditor shall be appointed to hold office until the next AGM.

LANGUAGE

9. Where a conflict exists between the English and French versions of the by-laws, the English version shall be deemed to be correct.