

A by-law relating generally to the conduct
of the affairs of

PADDLE CANADA
PAGAYER CANADA

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. **Definition**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

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

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the board of directors of the Corporation and "director" means a member of the Board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. **Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. **Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

4. **Execution of Documents**

Once approved by the Board, Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the President, Vice President, Secretary or Treasurer. In addition, the Board may from time to time direct the manner in which and the person or persons 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. **Financial Year**

The financial year end of the Corporation shall be determined by the Board of directors.

6. **Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of directors may by resolution from time to time designate, direct or authorize.

7. **Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

8. **Membership**

There shall be one class of voting members and 3 classes of non-voting members in the Corporation as follows:

a) **Instructor Members**

- (i) open to an individual that is a certified Paddle Canada Instructor in any province or territory of Canada;
- (ii) carries voting rights at all Members' meetings;
- (iii) membership fees will be set annually by the Board;
- (iv) entitled to such other benefits as the Board may from time to time determine.

b) **Paddling Association Members**

- (i) open to any association or club which is a registered society or not for profit corporation that supports paddlers and instructors.
- (ii) application for this membership must be approved by the Board;
- (iii) carries no voting rights;
- (iv) membership fees will be set annually by the Board;
- (v) entitled to such other benefits as the Board may from time to time determine.

c) **Commercial Members**

- (i) open to representatives of any business that supplies goods or services to Paddle Canada or its members;
- (ii) application for this membership must be approved by the Board;
- (iii) carries no voting rights;
- (iv) membership fees will be set annually by the Board;
- (v) entitled to such other benefits as the Board may from time to time determine.

d) **Friend of Paddle Canada Members**

- (i) open to individuals and groups that support the aims and objects of Paddle Canada;
- (ii) application for this membership must be approved by the Board;
- (iii) carries no voting rights;
- (iv) membership fees will be set annually by the Board;
- (v) entitled to such other benefits as the Board may from time to time determine.

9. **Membership Transferability**

The rights of a member of the Corporation, as such, shall be personal and shall not be transferable.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. **Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 14 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Members Calling a Members' Meeting

The Board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 40% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

13. Membership Dues

Annual dues for each class of membership shall be set by the Board of Directors.

14. Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies or resigns;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) annual dues are not paid when due; or
- d) the member's term of membership expires;

15. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

16. Discipline of Members

Except for Directors designated by position the Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

17. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at time and place determined by the Board.

18. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

19. Chair of Members' Meetings

In the event that the President and the Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

20. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 12 of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

21. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. The Chair shall not have a vote except in the event of a tie.

22. Participation by Electronic Means at Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members or of the directors, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

23. Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

24. Number of Directors

The Board shall consist of the number of directors specified in the articles. The Board shall be comprised of :

- a) one representative from each Province and Territory of Canada;
- b) the immediate Past President of the Corporation

25. Election of Directors

Members of the Corporation resident in each Province and Territory shall elect the Director from that Province or Territory. In the event of a tie, the Chairman of the current Board

shall cast the deciding vote. The term of office for each Director shall be three years. The 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 may nominate a person for the Board up to forty-five (45) days prior to the AGM. Elections shall be held in rotation: Year 1: Yukon, Saskatchewan, Quebec, Prince Edward Island, Newfoundland and Labrador; Year 2: Northwest Territories, British Columbia, Ontario, and Nova Scotia; Year 3: Nunavut, Alberta, Manitoba, New Brunswick. Other than the Past President the Officers of the Association shall be elected by and from the Board.

26. Calling of Meetings of Board of Directors

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

27. Quorum at Directors' Meetings

A quorum at any meeting of the Directors shall be 2/3 of the Directors entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Directors, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

28. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meetings of directors, to every director of the Corporation no fewer than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

29. Regular Meetings of the Board of Directors

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular

meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

30. Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

31. Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may choose its own chair and formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. If the Committee does not choose a Chair in a timely fashion the Board may appoint a member to the Chair. Any committee may be disbanded or any member may be removed by resolution of the Board of directors.

32. Appointment of Officers

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person, except for the offices of President and Vice-President which must be held by different persons. The Past President shall sit as a member of the Board.

33. Duties and Role of the Board

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) President –shall chair all meetings of the Corporation.
- b) Vice-President – if the President is absent or is unable or refuses to act, the vice-president shall, when present, preside at all meetings of the Board of directors and of the members. The Vice-President shall have such other duties and powers as the Board may specify.
- c) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members

of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

d) Treasurer – If appointed, the treasurer shall have such powers and duties as the Board may specify.

e) Board of Directors

- i) setting priorities to accomplish the mission and strategic goals that establish the overall direction for the Corporation, as formulated from time to time by it's membership;
- ii) ensuring adequate policies are in place for sustainable, cost effective, legal, and ethical organizational performance and actions;
- iii) approving the annual operational plan and budget of the Corporation;
- iv) monitoring organizational performance to ensure progress on strategic goals and compliance with policies and practices;
- v) defining the Executive Directors role, accountability and relationship to the Board, and establishing obligations and limitations on the Executive Directors authority;
- vi) approving the annual audited financial statements of the Corporation;
- vii) recommend amendments to these by-laws for approval at Annual General Meetings or Special meetings.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or president requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

34. President Emeritus

The Board may appoint a person who has rendered distinguished service to the corporation to the position of President Emeritus. The appointment is at the pleasure of the Board and may be given to more than one person. A President Emeritus may serve as a counselor, mentor, or historian to the Board. A President Emeritus is entitled to attend Board meetings but shall have no vote. A President Emeritus shall not be required to pay membership dues.

35. Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's resignation,
- c) such officer ceasing to be a director (if a necessary qualification of appointment) or

d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

36. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally or if delivered to such person's address as shown in the records of the Corporation. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address;
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail. A notice so mailed shall be deemed to have been given on the 14th day after it is deposited in a post office or public letter box;
- c) if sent to such person by electronic mail at such person's recorded address for that purpose; A notice so sent shall be deemed to have been given on the 2nd day after it is dispatched; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

37. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

38. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

39. By-laws and Effective Date

Amendments to these By-laws shall only be by special resolution and shall be effective immediately.