

A by-law relating generally to the conduct
of the affairs of
PADDLE CANADA PAGAYER CANADA

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BE IT ENACTED as a by-law of Paddle Canada as follows:

1. Definition

In this by-law and all other governance documents of Paddle Canada, unless the context otherwise requires:

"**Act**" means the **Ontario 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;

"**annual general membership meeting (AGM)**" means the annual membership meeting of Paddle Canada required by the Act;

"**Board**" means the Board of Directors of Paddle Canada;

"**by-law**" means these bylaws of Paddle Canada as amended from time to time, and are in force and effect;

"**Director**" means a member of the Board;

Paddle Canada "**Regulations**" means the governance documents made by the board pursuant to Article 39 of these bylaws;

"**special general membership meeting (SGM)**" means a meeting of the membership called by the Board or by petition of the membership.

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.

3. Corporate Seal

The Executive Director of Paddle Canada shall be the custodian of the corporate seal, if one exists.

4. Paddle Canada Execution of Documents

Once approved by the Board, Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by Paddle Canada may be signed by any two of the President, Vice President, Secretary, Treasurer or Executive Director. In addition, the Board may from time to time direct the manner in which a particular document or type of document shall be executed. The board may also specify who may execute a particular document or type of document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of Paddle Canada to be a true copy thereof.

5. Financial Year

The financial year-end of Paddle Canada shall end December 31.

6. Banking Arrangements

The banking business of Paddle Canada shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board 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 Paddle Canada and/or other persons authorized by the Board.

7. Annual Financial Statements

The financial records and statements of Paddle Canada shall be audited prior to the Annual General Membership Meeting of Paddle Canada by a chartered accountant appointed at the previous AGM of Paddle Canada and the audit shall be forwarded to the Board. A summary report shall be presented to the AGM.

8. Membership

There shall be one class of voting members and three classes of non-voting members in Paddle Canada as follows:

a) Instructor Members

- (i) open to individuals that are certified Paddle Canada Instructors 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) 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 Paddle Canada shall be personal and shall not be transferable.

10. Annual General Membership Meeting

The AGM will be held no later than 15 months after the last AGM.

The business to be transacted at the AGM shall include:

- a. Receipt of the agenda;
- b. Consideration of the financial report and audit or review engagement report;
- c. Consideration of the President's report;
- d. Receipt of the minutes of the previous AGM and subsequent Special General Meetings;
- e. Business arising from the last minutes and any unfinished business;
- f. Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- g. Presentation of elected Directors;
- h. Approval of any By-Laws changes recommended by the Board and having been in effect pending approval Paddle Canada Members;
- i. Such other business as may be set out in the notice of the AGM.

11. Notice of Annual or Special General Membership Meetings

Notice of the time and place of an AGM or SGM shall be given to each member entitled to vote at the meeting.

11.1 Notice of special and annual general membership meetings will be given not less than ten (10) days prior to the meeting and not more than fifty (50) days prior to the meeting.

11.2 Notice of meetings shall be by electronic means as specified in regulations enacted by the board.

11.3 Regulations relating to notice of meetings shall ensure that all reasonable efforts are made to ensure that Paddle Canada members are informed about the meetings and their agendas in a timely manner.

12. Members Calling a Special General Membership Meeting

12.1. The Board may, at any time, convene an SGM.

12.2. An SGM shall be called if a request is made in writing by a minimum 30% of Instructor Members of Paddle Canada that do not fall within the exceptions listed in the appropriate legislation or is otherwise inconsistent with such legislation.

12.3. The business transacted at an SGM shall be limited to the item or items stated in the notice of meeting, and members entitled to vote shall be provided with sufficient information to permit them to form a reasoned judgement on the decision to be taken. Decisions shall be binding upon the Board.

13. Absentee Voting at Members Meetings

13.1 A member entitled to vote at an AGM or SGM meeting may cast an absentee ballot in a manner prescribed by the Paddle Canada Regulations.

13.2 Members entitled to vote at an AGM or SGM meeting are not permitted to vote by proxy.

14. Membership Dues

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

15. Termination of Membership

A membership in Paddle Canada is terminated when:

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

16. Effect of Termination of Membership

Upon any termination of membership, the rights of the member, including any rights in the property of Paddle Canada, automatically cease to exist.

17. Discipline of Members

17.1 The board may, by majority vote, suspend or revoke membership in Paddle Canada.

17.2 Prior to suspending or revoking the membership of an individual, the board shall ensure that an investigation is carried out that complies with the Paddle Canada Grievance Policy.

17.3 The Board has the authority to implement a harsher or lesser penalty than recommended in the grievance report.

17.4 In exceptional circumstances, such as criminal activity or endangerment of course participants, the board has the authority to suspend a membership without waiting for the completion of the Grievance Process.

18. Place of Annual and Special General Members Meeting

AGMs and SGMs will be held at a time and place determined by the Board.

19. Persons Entitled to be Present at Annual and Special General Membership Meetings

The only persons entitled to be present at AGMs and SGMs shall be those entitled to vote at the meeting, the Directors of Paddle Canada. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

20. Chair of Annual and Special General Membership Meetings

In the event that the President and the Vice-President are unable to attend the meeting, the President shall delegate a member of the board to chair the meeting.

21. Quorum at Annual and Special General Membership Meetings

A quorum at any AGM and SGM shall be 1% 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.

22. Votes at Annual and Special General Membership Meetings

At any AGM and SGM every question shall, unless otherwise provided by these bylaws, be determined by a simple majority of the votes cast on the questions. The chair of the meeting shall not have a vote except in the event of a tie.

23. Participation by Electronic Means at Annual and Special General Meetings

Members may participate using electronic means in annual and special general membership meetings subject to regulations enacted by the Board.

24. Paddle Canada Meeting Held Entirely or partly by Electronic Means

If the directors or members of Paddle Canada call an AGM or SGM, those directors or members, as the case may be, may determine that the meeting shall be entirely or partly by electronic means. The process for doing so will be outlined by regulations enacted by the Board.

25. Number of Directors

The Board shall be comprised of :

- a) One representative from each Province and Territory of Canada that is a member in good standing;
- b) the immediate Past President of Paddle Canada

26. Election of Directors

26.1 Members of Paddle Canada resident in each Province and Territory shall elect the Director from that Province or Territory. In the event of a tie, the President of the current Board shall cast the deciding vote.

2.2 The term of office for each Director shall be three years. 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.

26.3 An Elections Committee, shall be appointed pursuant to regulations enacted by the board.

26.4 Nominations for positions on the Board must be submitted between 45 and 31 days before the AGM.

26.5 Any instructor member in good standing may nominate a person for the board. Both the nominator and the nominee must live in the province or territory to be represented.

26.6 The Elections Committee shall prepare and distribute ballots within each Province and Territory at least thirty (30) days prior to the Annual General Meeting. All submitted ballots will be counted twenty-four (24) hours prior to the AGM.

27. Calling of Meetings of the Board

Meetings of the Board may be called by the President of the Board, the Vice-President of the Board or any two (2) directors at any time.

28. 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.

29. Notices of Meeting of Board

29.1 Notice of the time and place for the holding of a meeting of the Board shall be given, to every director of Paddle Canada 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

agree to waive the notification requirement. The purpose of the meeting does not need to be specified unless required by these bylaws. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting are announced at the original meeting.

29.2 Notice of regular meetings shall be given in such a manner as the Board may from time to time determine.

29.3 Notice of a special meeting shall be provided to each Director not less than two (2) days before the meeting is to take place, stating the reason for the meeting.

30. Votes at Meetings of the Board of Directors

At all meetings of the Board, every question shall be decided by a simple majority of the votes cast on the question unless otherwise required by these by-laws.

31. Committees of the Board

The Board may from time to time appoint any committee or other advisory body, as it deems necessary. Any committee may be disbanded, or any member may be removed by resolution of the Board.

32. Appointment of Officers

The Board shall appoint from among the Directors a President, Vice President, Secretary, and Treasurer at its first meeting following the annual general membership meeting of Paddle Canada. The offices of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as deemed necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

33. Duties and Role of the Board/officers

The members of the Board shall have the duties specified in regulations enacted by the Board

34. Director Emeritus

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

35. Vacancy in Office

Should Board positions become vacant prior to an election, the Board may appoint additional Directors, provided that the number of appointed Directors does not exceed one-third (1/3) of the number of Directors elected in the previous election.

36. 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.

37. 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 Paddle Canada has provided notice in accordance with the bylaws 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.

38. Amendments to Bylaws

Paddle Canada shall not amend its Constitution or Bylaws in any other manner than described herein.

38.1. The Constitution and Bylaws of Paddle Canada may be amended by the Board provided that the amendments are approved by two-thirds (2/3) of the votes cast by the Directors present, and such changes will have force only until a vote at the next Annual General Membership Meeting, or a Special General Membership Meeting called for that purpose.

38.2. Changes to the bylaws of Paddle Canada approved by the Board must be approved by a majority of members eligible to vote present at the next Annual General Meeting, or the changes will cease to have force.

38.3. Changes to the bylaws approved by the Board can also be approved at a Special General Membership Meeting called for that purpose, by a 2/3 majority of the votes cast by the members eligible to vote who are present at the meeting.

38.4. Any amendment to the Bylaws that affects the term of office of Directors or the election procedures must be passed by members eligible to vote at an Annual General Membership Meeting or a Special General Membership Meeting before it comes into effect.

38.5. Notices of Motion to amend the bylaws shall be provided to Directors at least one month prior to the meeting of the Board at which these amendments will be discussed.

38.6. Notices of Motions to amend the bylaws shall be published pursuant to regulations enacted by the Board. Hard copies and electronic copies shall be made available to members eligible to vote upon request, at least fourteen (14) days prior to the meeting.

39. Regulations

39.1 The creation, repeal, or amendment of regulations requires a 2/3 vote at a meeting of the Board.

39.2 Voting on amendments to the regulations may take place at any meeting of the Board, provided that written notice of the details of the proposed amendment(s) have been given to all members of the Board prior to the meeting.

39.3 All reasonable efforts shall be made to advise Paddle Canada members of amendments to the regulations at the earliest opportunity following approval of the amendment(s).

40. Code of Ethics

40.1 Paddle Canada shall have a Code of Ethics setting out the values to be respected by all who participate in the activities of the organization.

40.2 The Code of Ethics shall be accessible to all Paddle Canada members.

41. Conflict of Interest

41.1 Members of the Board and senior management of Paddle Canada shall take all reasonable steps to avoid real or perceived conflicts of interest.

41.2 Members of the Board and senior employees of Paddle Canada are required to comply with the Paddle Canada Conflict of Interest policy.

41.3 Board members shall recuse themselves from discussions and votes on matters in which they have a conflict of interest.

Passed: April 2022