

POINTE-CLAIRE CANOE-KAYAK CLUB

GENERAL BY-LAWS

**Adopted at the general meeting on November 30, 2016
as amended on October 18, 2017**

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1.0 GENERAL PROVISIONS

1.1 NAME

The corporation is known under the name of « Club de canoë-kayak de Pointe-Claire – Pointe-Claire Canoe-Kayak Club ».

1.2 INCORPORATION

The Club has been incorporated, without intention to make a pecuniary gain, and for athletic and sports purposes, by letters patent under Part III of the *Companies Act* (RLRQ, c. C-38) of the province of Quebec on January 9, 1989.

1.3 FOUNDING MEMBERS

The founding members of the Club are Jean Fournel, Bill Corder, Gaétan Desmarais, Tom Dienstmann and Maurice Lamoureux.

1.4 HEAD OFFICE

The head office is located at 75 chemin du Bord-du-lac – Lakeshore Road, Pointe-Claire, H9R 5A4.

1.5 DEFINITIONS

For the purposes of these General By-Laws, unless the context requires a different meaning, the words and expressions below have the following meaning:

“**Club**” refers to the Club de canoë-kayak de Pointe-Claire – Pointe-Claire Canoe-Kayak Club.

“**Board of directors or Board**” refers to the nine Directors of the Club, excluding the head coach, the City’s representative, the Administration’s representative and the athletes’ representative.

“**Member**” refers to any person registered in a competitive sprint canoe kayak program, and which has paid the registration fees for the current year.

“**Lifetime member**” refers to any person to which a lifetime membership was awarded by the Board for his(her) significant contribution to the Club. A lifetime member is exempted from any registration fees for life, unless his(her) membership is terminated, as stipulated herein, or is terminated by the Board.

“**Honorary member**” refers to any person to which an honorary membership was awarded by the Board because of his(her) significant contribution to the Club. An honorary member is exempted from any registration fees and remains an honorary

member until his(her) membership has expired, as stipulated herein, or until it is cancelled by the Board.

“Person without voting rights” includes paddlers, members under the age of 18 years old and parents of a member over 18 years old.

“Voting member” includes members, one parent of a member who is less than 18 years old, honorary members and lifetime.

“Paddlers” means any person registered in a recreational program, at a day camp or who participates in the open paddling or a group activity.

“City” refers to the City of Pointe-Claire.

1.6 LOGO

The Club’s logo is the one that has been approved by the Club and/or the one that was approved by the City in 2015.

1.7 ASSUMED NAME

The Club is also known as « Canoe Kayak Pointe-Claire ».

1.8 COLOURS

The colours of the Club are those that have been adopted by the City in 2015 and that are part of its visual identity (navy blue, royal blue and white).

1.9 MISSION

The Club will be recognized in Quebec and Canada for its innovation, leadership and performance, positioning itself because of the quality of its coaching and guidance.

1.10 VISION

With the athlete’s long-term development plans set up by Canoe Kayak Quebec (CKQ) and Canoe Kayak Canada (CKC), the Club promotes the emergence of athletes of all ages, from initiation to the Olympic dream, respecting their talent and aspirations, in a healthy, safe and stimulating environment.

1.11 VALUES

Integrity - Respect – Pursuit of excellence (surpassing oneself) – Commitment – Fun – Cooperation.

1.12 LANGUAGE

During special meetings and general meetings, members will have the option to express themselves in the French or English language. The convocation, agenda and any pertinent documents will be available in French and English for special and general meetings.

During regular board meetings, members may choose to use French or English to express themselves. Convocation notices, agendas and minutes will be provided in both French and English. All other documents or communications among board members can be provided in either French or English.

2.0 GENERAL OBJECTIVE

Introduce the athletes to competitions, build a successful team and develop athletes so they can join the Quebec team and the National team.

3.0 SPECIFIC OBJECTIVES

The objectives pursued by the Club are as follows:

- 3.1 Provide a stimulating environment for the optimal development of competitive and elite athletes by giving them access to:
 - a) an adequate and safe training program according to each level (helping to optimize technical, physical, tactical and mental skills);
 - b) various forms of training to maximize performance;
 - c) a regional, provincial and national network of competitions;
 - d) qualified and certified coaches;
 - e) quality facilities and equipment;
 - f) training camps (helping to obtain quick physical and technical results);
 - g) a well-organized and innovative governance structure.
- 3.2 Ensure the well-being of athletes and encourage a healthy, active and balanced lifestyle.
- 3.3 Promote a tradition of excellence within the Club.

- 3.4 Create a financial support structure to help athletes participate to major events during the year.
- 3.5 Promote visibility of our athletes and the Club in the community.
- 3.6 Act as an advisory organization for the City municipal authorities regarding activities and events in which athletes take part at the regional, provincial, national and international level.
- 3.7 Plan and organize regional, provincial and national competitions.
- 3.8 Organize fundraising activities and distribute the collected money for the above-mentioned purposes.

4. MEMBERS

4.1 CATEGORIES

Member (see definition at section 1.5)

Paddler (see definition at section 1.5)

4.2 POWERS OF VOTING MEMBERS

Voting members shall only exercise their right to vote at annual general meetings or at special meetings and shall have the following powers:

- a) To make recommendations on the organization and the running of the competitive program.
- b) To discuss activity reports, financial statements and proposals that are submitted for approval, and decide on their adoption or rejection.
- c) To vote the members of the Board of directors at the annual general meeting according to established procedures.

4.3 DISCIPLINE

From time to time, the Board may adopt ethical rules to ensure the members' safety and well-being as well as appropriate use and protection of the Club's facilities and equipment, and ensure appropriate behaviour during events in which the Club takes part.

4.4 SUSPENSION OR EXPULSION OF A MEMBER

The Board may reprimand, suspend or eject a member who fails to pay his fees, contravenes a Club's regulation or policy, or acted contrary to the objectives of the

Club, or took part in activities or had a behaviour contrary to the interests of the Club.

Any decision related to the suspension or expulsion of a member, an honorary member or a lifetime member should be taken following a resolution of the Board in accordance with the procedure in place.

5.0 MEETINGS

5.1 MEMBERS' ANNUAL GENERAL MEETING

The annual general meeting is for all members of the Club.

The annual general meeting is held no later than November 30 at the date and place determined by the Board.

The notice of convocation is sent by the Secretary in accordance with the Board's instructions. A written notice will be sent to each member at his last known e-mail address at least fifteen (15) days prior to the meeting.

5.2 MEMBERS SPECIAL MEETINGS

A special meeting comprising all members may be called:

- a) at the President or the Board's request;
- b) on written request of at least fifteen (15) voting members, within seven (7) days following receipt of the request. This request must be addressed to the Secretary and the reasons must be clearly indicated.

The notice of convocation for a special meeting shall include the reasons for which the meeting is called, and only subjects on the agenda should be discussed.

5.3 QUORUM

The members present shall constitute a quorum for any members meeting.

5.4 VOTE

Any matter subject to a vote at the annual general meeting or at a special meeting is decided by a simple majority (50% + 1) of the voting members, unless otherwise required by a law or regulation.

Proxy voting is allowed.

In the event of a tie vote, a proposal is deemed to be rejected, and the chairperson of the meeting does not have a deciding vote.

Voting is done by a show of hands unless a secret ballot is requested by at least one member present.

6.0 BOARD OF DIRECTORS

6.1 COMPOSITION

The Board is formed of the nine (9) following elected positions:

- * President (commodore)
- * Vice-President (vice-commodore)
- * Secretary
- * Treasurer
- * Director
- * Director
- * Director
- * Director
- * Director

And the three (3) non-elected and without voting rights positions:

- * City representative(s)
- * Head coach
- * Administration representative(s)

The City appoints ex officio the City representative(s) and they attend regular board meetings.

The athlete's representative is elected according to established procedures. He/she has observer status at regular board meetings, has access to the Board of Directors, and is occasionally invited to participate at board meetings.

6.2 ELIGIBILITY AND CONDITIONS

To be appointed for a position on the Board of directors, a candidate must:

- a) be 18 years old or over (except the athletes' representative);
- b) have one of the following assets:
 - educational background in areas such as health, management, security, accounting, law, education, sports, communications, etc.
 - former sprint canoe kayak athlete (high performance)

- 2 years of volunteer involvement at the Club
- relevant experience in the world of sports
- experience in fundraising campaigns or organization of events.

6.3. ELECTIONS

There are elections once a year at the annual general meeting. Candidates must submit their candidacy to the secretary by completing a Call for Candidacy form, endorsed by a current member of the board, at least 15 days before the Annual General Assembly of members.

When there are not more candidates than the number of Directors to be elected, elections will be held by acclamation. When there are more candidates than the number of Directors to be elected, the election will be held by secret ballot.

If there is no candidate for a position, an appointment for this position may be made by the Board.

6.4 TERM OF OFFICE

Each director takes office at the end of the meeting during which he was elected or appointed.

The term of office of the President and the Vice-president is two (2) consecutive years, but they can be re-elected at the end of a term.

The term of office of the other directors is one (1) year, but they can be re-elected at the end of a term.

6.5 DIRECTORS' DUTIES

The Board manages the Club's businesses and shall exercise all powers covered by the present rules and regulations.

In fulfilling their functions, directors must adhere to all obligations imposed by the law, letters patent, regulations and agreements with the City, and act within the limits of their authority.

Directors are required to act with prudence, diligence, care, honesty and loyalty, and act in the best interests of the Club. They are required to respect the Code of Ethics and Professional Conduct for Directors and provide a signed copy of the declaration within 10 days of being elected.

In addition, they have the obligation to administer the Club's affairs in a way that avoids current, potential, or apparent conflicts of interest, whether they are direct or

indirect (collectively, "conflict of interest"). There is a conflict of interest when external concerns (personal, family, financial, professional, commercial or other) of any member of the Board of directors influence, could influence or are considered as unduly influencing the actions of this person as a member of the Board of directors, or are, might be or are considered as being in contradiction or rivalry with the interests or concerns of the corporation.

When a member of the Board of directors considers having a conflict of interest, the member shall disclose the nature and extent of the conflict of interest to the Board of directors as soon as the conflict arises and before the Board of directors or its committees deal with the issue. If a member of the Board of directors does not know exactly if there is a conflict of interest, the member must favour disclosure. The disclosure must be recorded in the minutes of the Board of directors meeting.

The member of the Board of directors which discloses the conflict of interest must be absent from any discussion before a vote and shall not vote or attempt to influence in any way the discussion or vote on the issue.

Directors assiduously attend Board meetings and are fully informed on any matter related to them.

6.6 COMPENSATION OR INDEMNIFICATION

Directors carry out their mandate without remuneration.

However, they are entitled to the reimbursement of reasonable expenses they incur in carrying out their duties, with prior consent of the Board.

6.7 RESIGNATION OR DISMISSAL

Any Board member may resign at any time by submitting his resignation in writing to the President or the Secretary, or during a Board meeting.

Any Board member may be revoked by the Board by ordinary resolution in the event of a breach of these Rules and Regulations, the Code of Ethics and Professional Conduct, or for any other reason.

The Board must fill the position of the director who resigned or was dismissed. The replacement director shall hold office until the next annual general meeting.

7.0. BOARD MEETINGS

7.1 FREQUENCY OF MEETINGS

The Board of directors meets as often as necessary, but not less than ten (10) times a year, on the date and place determined by the Board.

A special meeting may be called at any time by the President as he or she deems it necessary. A special meeting may also be called by four (4) members of the Board after having made such a request to the Secretary.

7.2 CONVOCAATION AND AGENDA

The notice of convocation and agenda of Board meetings shall be sent by email at least five (5) days before the date of the meeting. Minutes of the previous meeting, the financial report and the directors' report must be attached to the e-mail.

If all Board members are present, a meeting may be held without prior notice.

If a member of the Board of directors cannot attend the meeting, he must justify his absence to the President.

7.3 QUORUM

The directors attending the meeting constitute a quorum for any Board meeting.

7.4 VOTE

Each Board member has one vote.

Voting by proxy is not allowed.

In the event of a tie vote, a proposal is deemed to be rejected, and the chairperson of the meeting does not have a deciding vote.

Any matter subject to a vote at a Board meeting is decided by a simple majority (50% + 1) of the voting members, unless otherwise required by a law or regulation.

7.5 EMAIL VOTING

Exceptionally, a proposal can be submitted to a vote by e-mail. The proposal should contain a detailed description, the amounts involved (if there are any) and the

deadline for voting according to the procedure in place. The Secretary is responsible for compiling votes and the decision will be taken by a simple majority (50% + 1) of the votes. The Secretary shall communicate the decision and include relevant documentation to the registry.

7.6 ANNUAL REPORT

The Board shall submit a report on its activities to the City at the end of each fiscal year.

8.0 DIRECTORS

8.1 PRESIDENT AND VICE-PRESIDENT

The President exercises authority under the control of the Board of directors.

The President shall preside at members' meetings and at Board of directors meetings.

The President shall ensure that the mandate and functions of the Club are met; ensures that the Board decisions are implemented; signs all documents requiring his signature; and performs all tasks that the Board may assign.

The President acts as liaison with CKQ and CKC, attends their annual general meetings and participates in conference calls. The Vice-President replaces the President if he or she is not available.

8.2 SECRETARY

The Secretary has the following duties:

- Ensure that notices of convocation comply with the General By-Laws;
- Prepare the minutes after each Board meeting and send it to Board members by e-mail within a period of dix (10) days;
- Submit the minutes to the administration in order to keep an electronic copy on the server and add a paper copy in the binder for this purpose;
- Ensure that all documents required by the *Companies Act* (RLRQ, c. C-38) are kept according to the procedure in place. These documents are:
 - 1) letters patent
 - 2) general by-laws
 - 3) minutes of meetings
 - 4) directors' resolutions

- 5) a list of the names, first names, address and employment of directors, current and past, and indicating their term starting and ending dates
 - 6) list of members in good standing
 - 7) records containing information on the organization's financial activities (income, expenses, debts and receivables);
 - 8) annual reports
- Carry out any other mandate or task set by the Board.

8.3 TREASURER

The Treasurer has the responsibility to manage the bank account and to report thereon to the Board.

Duties of the Treasurer include:

- Ensure that the accounting records are kept in accordance with the law and according to the procedure in place;
- Sign cheques with the President;
- Ensure that all expenses are justified;
- Make sure that the Club money is deposited at a financial institution;
- Submit a financial report at each Board meeting;
- Prepare budget forecasts;
- Ensure that financial reports required by law are submitted to the appropriate authorities and that they are archived;
- Carry out any other mandate or task set by the Board.

8.4 DIRECTORS

Directors may fulfill the following duties:

COMMUNICATIONS

Web and social media

- Coordinate updates and changes of the website content and the Club's Facebook page;
- Keep the online calendar and news section up to date;
- Work with coaches to communicate, among other things, the training programs as well as information on regattas and social activities.
- Develop strategies to increase club visibility and notoriety on or off the web
- Coordinate interviews and other activities

Newsletter

- Collaborate with the administration and coaches to prepare and send the newsletter (weekly publication).

Other

- Help the administration with various dossiers, documents update, etc.
- Reply to general inquiries sent to communication@pccanoekayak.ca;
- Keep archives (videos, online articles, etc.) related to the Club or its athletes)
- Carry out any other mandate or task set by the Board.

FUNDRAISING

- Determine needs and a fundraising strategy;
- Solicit in-kind and financial contributions and sponsorships from individuals, local businesses and government agencies;
- Plan, coordinate and organize fundraising events, and track expenses/revenues;
- Prepare and file grant applications;
- Carry out any other mandate or task set by the Board.

SPECIAL DOSSIERS

Canteen

- Recruit a volunteer in charge of coordinating the activities of the canteen, and act as liaison with the volunteer;
- Submit reports to the Board.

Clothing

- Plan and coordinate the Club's clothing design;
- Obtain the required approvals;
- Plan and coordinate the clothing sales with volunteers;
- Track expenses/revenues and submit a report to the Treasurer.

Social activities

- Recruit a volunteer in charge of each event (BBQ, etc.) and act as liaison with the volunteer;
- Act as a resource person;
- Track expenses/revenues and submit a report to the Treasurer.

Safety

- Act as liaison with the volunteer assigned to this task.

ORGANIZING MAJOR COMPETITIONS

- Plan, coordinate and organize events (major events): logistics, sponsorship, exhibitors, security, budget monitoring, liaison with CKQ, management of the site and volunteers;
- Negotiate the agreement and obtain the required signatures;
- Prepare a report and send thank you letters;
- Carry out any other mandate or task set by the Board.

RECRUITMENT AND MANAGEMENT OF VOLUNTEERS

- Collaborate with the administration, the various committees and the coaches to determine volunteers' needs;
- Create and update the site iVolunteer for regattas, competitions organized by the Club, the canteen and social activities;
- Recruit volunteers working in collaboration with the Communications director;
- Support directors and committees in the search of responsible volunteers for specific projects (e.g.: canteen, regattas, etc.);
- Communicate the list of the recruited volunteers;
- Carry out any other mandate or task set by the Board.

9.0 FINANCES

The City is in charge of staff hiring, salaries, facilities and equipment, as well as administering the Club's operating budget.

The Board of directors is in charge of the opening and managing of a bank account in which amounts from fundraising and social activities will be deposited.

Cheques and negotiable instruments shall be signed by the President and the Treasurer.

The fiscal year begins on November 1 and ends on October 31 of the following year.

The Board of directors is committed to prepare an annual report before the end of October of the current year.

In the event of the Club's dissolution, all assets that will remain after payment of the Club's debts will be returned to the City, with the exception of boats or equipment belonging to individuals or other associations which will be returned to owners.

10.0 BY-LAWS

The Board of directors has the power to repeal or amend any provision of these General By-Laws, which will be in effect from their adoption until the next annual general meeting, where they will be ratified by 2/3 of the attending members. If the repeal or amendment is not ratified at the Annual General Assembly of members, it will cease, but from this day only to be in force.