

**POINTE-CLAIRE CANOE-KAYAK CLUB**

**GENERAL BY-LAWS**

**Adopted by vote on May 24, 2023**

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## **1. 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 Cordner, 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:

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

“**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 who has paid the registration fees for the current year.

“**MOU**” means the memorandum of understanding entered between the City and the Club on January 13, 2021 as amended or renewed from time to time.

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

## **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.

## **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 and that are part of its visual identity (navy blue, royal blue and white).

## **1.9. MISSION, VISION AND VALUES**

The Club’s mission, vision and values are defined in its strategic plan as adopted by the Board of directors and updated from time to time as decided by the Board of directors.

## **1.10. LANGUAGE**

During Board meetings and general meetings, all attendees will have the option to use the French or English language. Convocations to special or general meetings will be sent in French and English.

## **2. 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. SPECIFIC OBJECTIVES**

The objectives pursued by the Club in collaboration with the City of Pointe-Claire are as follows:

- 3.1. Provide a stimulating environment for the optimal development of competitive and elite athletes by giving them access to:

- o an adequate and safe training program according to each level (helping to optimize technical, physical, tactical and mental skills);
  - o various forms of training to maximize performance;
  - o a regional, provincial and national network of competitions;
  - o qualified and certified coaches;
  - o quality facilities and equipment;
  - o training camps (helping to obtain quick physical and technical results);
  - o 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 sponsorship opportunities 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. RIGHTS OF MEMBERS**

Members may attend annual general meetings of the Board of directors upon request but shall not be entitled to vote on any matters discussed at those meetings.

### **4.3. DISCIPLINE**

From time to time, the Board may, in collaboration with the City, 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. Any sanction imposed on a Member for violation of those rules is the responsibility of the city and not the Board of directors.

## **5. BOARD OF DIRECTORS**

### **5.1. COMPOSITION**

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

- President (commodore)
- Vice-President (vice-commodore)
- Treasurer
- Director (x6)

The following persons may attend meetings of the Board of directors as observers (i.e. without voting rights):

- City representative(s). A city representative is responsible for preparing and submitting minutes of Board meetings.
- Head coach
- Administration representative(s)

The City appoints ex officio the City representative(s) and the head coach appoints ex officio the athletes' representative. Furthermore, the President may invite additional persons to attend meetings of the Board as observers and, upon a vote confirming such invitation by the Board, such persons may at its discretion.

### **5.2. 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:

- Parents of participants in activities
- Participants in the masters group

- Representatives from the elementary and secondary education sector
  - 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.
- c) The president must be a resident of Pointe-Claire and have been a member of the board of directors for at least one (1) year, or, if there are no candidates for president who are residents of Pointe-Claire, a non-resident may be nominated, provided that the non-resident president must nonetheless have one (1) year of experience on the Board of directors.

### **5.3. APPOINTMENT**

The Board of directors will nominate an appointment committee by May 15 of each year. The appointment committee is composed of three (3) members of the board of directors whose term of office does not expire during that year.

No later than May 15 of each year, a notice will be published on the City's website and electronic bulletin boards indicating that candidates for any open positions on the Board of directors must submit a CV and cover letter by June 15. The director informs the members of the appointment committee of the candidacies received.

The appointment committee then prepares a list of candidates who should be appointed to replace the members whose term has expired and to fill any other vacant positions or positions about to become vacant.

The Board of directors nominates new members from the list submitted by the appointment committee. The Board of directors then forwards the list of members that it has nominated to City Council.

City council appoints new members of the Board of directors using the list submitted for this purpose by the Board of directors provided, however, that City Council may also choose and appoint new members whose names are not included on this list, in which case, such new members must nonetheless meet the criteria set forth in section 5.2.

### **5.4. TERM OF OFFICE**

Each director takes office upon their appointment by City Council.

The term of office of the first set of members of the Board of directors appointed by City council was limited to a maximum of four (4) years and the terms of such members were of varying lengths in order to ensure that the expiry of such terms was staggered over time. All appointments made after the appointment of the first set of members of the Board of

directors are limited to a maximum of three (3) years.

Notwithstanding the foregoing, the president and the vice-president may serve in these roles for terms of two (2) years. The president may not serve in that role for more than two (2) consecutive terms unless City Council, at the request of the Club, authorizes the extension of the president's term of office for an additional period of two (2) years.

## **5.5. 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.

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 who 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. All Club volunteers, including board members, are subject to the City of Pointe-Claire's Code of ethics and good conduct policy.

## **5.6. 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.



## **5.7. 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 replaced or revoked at any time by the Board.

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.

## **6. BOARD MEETINGS**

### **6.1. FREQUENCY OF MEETINGS**

The Board of directors meets as often as necessary, but not less than four (4) times a year, on the date and place determined by the Board. One such meeting will be designated the annual general meeting, which Members may attend upon request.

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

### **6.2. 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.

### **6.3. QUORUM**

The simple majority of the Board of directors constitutes a quorum.

### **6.4. 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.

## **6.5. ELECTRONIC VOTING**

Exceptionally, a proposal can be submitted to a vote electronically. 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.

## **6.6. ANNUAL REPORT**

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

## **7. DIRECTORS**

### **7.1. PRESIDENT AND VICE-PRESIDENT**

The President and Vice-President are elected by the members of the Board of directors from among the members of the Board of directors. The election must be ratified by City Council to be effective.

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

The President shall preside at Annual General Meeting 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.

### **7.2. SECRETARY**

The Secretary has the following duties:

- Ensure that notices of convocation comply with the General By-Laws;
- Ensure that all documents required by the *Companies Act* (RLRQ, c. C-38) are kept according to the procedure in place. These documents are:
  - o letters patent
  - o general by-laws
  - o minutes of meetings

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

### **7.3. TREASURER**

The Treasurer has the responsibility to oversee financial matters in line with good practice and in accordance with the governing document and legal documents and report to the board of directors at regular intervals about the financial health of the Club.

Duties of the Treasurer include:

- Ensure that effective financial measures, controls and procedures are put in place, and are appropriate;
- Sign cheques with the President, as well as other identified signing authority (i.e. vice-president) based on procedures in place;
- Ensure and approve expenses as justified based on the pre-approved budget (president and / or vice-president can also approve expenses);
- Make sure that the Club money is deposited at a financial institution;
- Submit a summary of financial transactions at each Board meeting, if the Treasurer is unable to attend a Board meeting, a written report should be sent to the President two days before the meeting.
- Plan, discuss, review and approve budget as prepared by City representatives;
- Carry out any other mandate or task set by the Board.

### **7.4. DIRECTORS (OTHERS)**

The Directors will carry out any mandate or task set by the Board according to their expertise or the Club's needs and strategic plan. The directors must be in compliance with the MOU and any Club/City governing policies. One given Board member can fulfill more than one role. (See Annex A for Roles and Responsibilities)

## **8. 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, social activities and any other activity related to the mandate of the Club will be deposited as described in the MOU.

Cheques and negotiable instruments shall be signed by the President and the Treasurer and/or the other identified signing authority (i.e. Vice-President)

The fiscal year begins on January 1 and ends on December 31 of that year.

The Board of directors is committed to prepare an annual report to be presented at the AGM

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.

## **9. 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.

In the event of any conflict or contradiction between the provisions of this By-Law and the provisions of the MOU, the provisions of the MOU shall take precedence and govern.

## **Annex A – ROLES AND RESPONSIBILITIES**

### **1. DIRECTOR (COMMUNICATIONS)**

The Communications Director has the following duties:

- Coordinate updates and changes of the website content and other communication tools;
- Keep archives (videos, online articles, etc.) related to the Club or its athletes);

### **2. DIRECTOR (SPONSORSHIP)**

The Sponsorship Director's duties are as follows:

- Determine needs and a sponsorship strategy.
- Solicit in-kind and financial contributions and sponsorships from individuals, local businesses, government agencies and ensure compliance to City sponsorship policy.

- Plan, coordinate and organize sponsorship for events, and track expenses/revenues and submit a report to the Treasurer.

### **3. DIRECTOR (COMPETITION)**

The Director in charge of Competition organization have the following duties:

- Plan, coordinate and organize events (major events): logistics, exhibitors, security, budget monitoring, liaison with CKQ, management of the site and volunteers.
- Track expenses/revenues and submit a report to the Treasurer.

### **4. DIRECTOR (OTHERS)**

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 volunteers for each event and act as liaison with the volunteers;
- Collaborate with the administration and the various committees to determine volunteers' needs;
- Support directors and committees in the search of volunteers for specific projects;
- Track expenses/revenues and submit a report to the Treasurer.

Safety

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