

Bylaws of Sudden Impact Paddling Club (the "Society")

Part 1 - Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time;

"Board " means the directors or executive of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions In Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 - Members

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.2 The request for formation of a new team must be submitted in writing to the board of directors.

Requests for a new dragonboat team must include a roster of a minimum of 12 potential paddlers and a qualified steerage person. An outrigger team must submit a roster of a minimum of 4 potential paddlers including a qualified steerage person.

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws including all safety requirements and completion of waivers.

Amount of membership dues

2.4 The amount of the annual membership dues will be determined by the directors and subsequently the directors may from time to time set the fees, dues, subscriptions or levies, if any, to be paid by members.

Member not in good standing

2.5 All members are in good standing except a member who has failed to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid, or the member has failed to pay any other subscription or debt due and owing by the member to the Society.

2.6 A person ceases to be a member of the Society:

- a. by delivering his or her resignation in writing, either hard copy or electronic transmission, to the secretary of the Society; or by mailing it to the address of the Society.
- b. On his or her death, or in case of the corporation, on dissolution,
- c. On being expelled,
- d. On having been a member not in good standing for 2 consecutive months.

2.7 Member expulsion

- a. A member may be expelled by a special resolution of the members passed at an executive meeting
- b. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- c. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the executive meeting before the special resolution is put to vote.

Member not in good standing may not vote

2.8 A voting member who is not in good standing

- a. may not vote at a general meeting, and
- b. is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Part 3 - General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines and in accordance to the bylaws.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The directors may, when they think fit convene an extraordinary general meeting.

3.4 Notice of the meeting must specify the place, day and hour of the meeting and in case of special business, the general nature of the business.

3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.6 The first general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Ordinary business at general meeting

3.7 At a general meeting, the following business is ordinary business:

- a. adoption of rules of order;

- b. consideration of any financial statements of the Society presented to the meeting;
- c. consideration of the reports, if any, of the directors or auditor;
- d. election or appointment of directors;
- e. appointment of an auditor, if any;
- f. business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.8 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.9 The following individual is entitled to preside as the chair of a general meeting:

- a. the individual, if any, appointed by the Board to preside as the chair;
- b. if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - I. the commodore,
 - II. the vice-commodore, if the commodore is unable to preside as the chair, or
 - III. one of the other directors present at the meeting, if both the commodore and vice-commodore are unable to preside as the chair.

Alternate chair of general meeting

3.10 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.11 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.12 The quorum for the transaction of business at a general meeting is 20% of the voting members.

Lack of quorum at commencement of meeting

3.13 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- a. in the case of a meeting convened on the requisition of members, the meeting is terminated, and

- b. in any other case, the meeting stands adjourned to the an agreed upon date, time and location within one month and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.14 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.15 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.16 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.17 The order of business at a general meeting is as follows:

- a. elect an individual to chair the meeting, if necessary;
- b. determine that there is a quorum;
- c. approve the agenda;
- d. approve the minutes from the last general meeting;
- e. deal with unfinished business from the last general meeting;
- f. if the meeting is an annual general meeting,
 - I. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - II. receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - III. elect or appoint directors, and
 - IV. appoint an auditor, if any;
- g. deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h. terminate the meeting.

3.18 Resolutions

- a. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

- b. In the case of a tie vote, the chair does not have a casting vote or second vote in addition to the vote that he or she may be entitled to as a member, and the proposed resolution does not pass.

Methods of voting

3.19 A voting member in good standing present at a meeting of members, is entitled to one vote.

3.20 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot. Voting by proxy is not permitted.

Announcement of result

3.21 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 - Directors

Number of directors on Board

4.1 The Society must have no fewer than 5 directors and the number of directors may be determined from time to time at a general meeting. The commodore, vice commodore, secretary, treasurer and one or more other persons are the directors of the society.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

- 4.5 A director will be elected for a term of one year, and can serve as many terms as agreed by the directors.
- 4.6 Separate elections must be held for each office to be filled.
- 4.7 An election may be by acclamation, otherwise it must be by ballot.
- 4.8 If a successor is not elected, the person previously elected or appointed continues to hold office.
- 4.9 The directors from time to time and at any time appoint a member as a director to fill a vacancy in the directors.
- 4.10 A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 4.11 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- 4.12 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

Part 5 - Directors' Meetings

Calling directors' meeting

- 5.1 A directors' meeting may be called by the commodore or by any 2 other directors.

Notice of directors' meeting

- 5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

- 5.4 The directors may regulate their meetings and proceedings as they think fit.
- 5.5 The commodore is the chair of all meetings of the directors, but if at a meeting the commodore is not present within 30 minutes after the time appointed for holding the meeting the vice-commodore must act as chair, but if neither is present then directors present may choose one of their number to be chair at that meeting.
- 5.6 A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

- 5.6 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors, 50% plus 1.

Part 6 - Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the commodore, may hold more than one position:

- a. commodore;
- b. vice-commodore;
- c. secretary;
- d. treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of commodore

6.3 The commodore is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-commodore

6.4 The vice-commodore is the vice-chair of the Board and is responsible for carrying out the duties of the commodore if the commodore is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a. issuing notices of general meetings and directors' meetings;
- b. taking minutes of general meetings and directors' meetings;
- c. keeping the records of the Society in accordance with the Act;
- d. conducting the correspondence of the Board;
- e. filing the annual report of the Society and making any other filings with the registrar under the Act;
- f. Maintaining the register of members.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a. receiving and banking monies collected from the members or other sources;
 - b. keeping accounting records in respect of the Society's financial transactions;
 - c. preparing the Society's financial statements;
 - d. making the Society's filings respecting taxes.

Part 7 - Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society
- a. by the commodore, together with one other director,
 - b. if the commodore is unable to provide a signature, by the vice-commodore together with one other director,
 - c. if the commodore and vice-commodore are both unable to provide signatures, by any 2 other directors, or
 - d. in any case, by two or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 – Dissolution of the Society

8.1 Upon winding up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding up, including the remuneration of liquidation, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any other debts of the Society, shall be distributed to a charitable organization, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors.