

# CANOEKAYAKONTARIO



CanoeKayak Ontario  
Constitution and By-Laws as amended April 2003  
*(Further amended at the Annual General Meeting November 2010  
to change name from Canoe Ontario to CanoeKayak Ontario)*

# INDEX

*Section* *Page*

## Constitution

Article 1 – Name .....	1
Article 2 – Objectives .....	1
Article 3 – Head Office .....	1
Article 4 – Fiscal Year .....	2
Article 5 – Membership .....	2
Article 6 – Admission to the Association and Privileges .....	2
Article 7 – Board of Directors .....	3
Article 8 – Voting .....	3
Article 9 – Officers .....	3
Article 10 – Members Meetings .....	3
Article 11 – Special Meetings.....	4
Article 12 – Quorum .....	4
Article 13 – Assets .....	4
Article 14 – Gifts .....	4
Article 15 – Amendments .....	4
Article 16 – Sphere of Interest .....	4
Article 17 – Auditor .....	4
Article 18 – Roberts .....	4
Article 19 – Annual Fees .....	4

## By-Laws

By-Law 1 .....	5
Office	
Seal	
By-Law 2 .....	5
Committees	
Appointment of Directors	
Resignation from Office	
Vacancies	
Powers	
Place of Meeting and Notice	
Quorum	
Voting	
Duties of the Officers	
Auditor	
Execution of Documents	
Books and Records	
By-Law 3 .....	7
Fiscal Year	
Cheques	
Borrowing of Money	
By-Law 4 .....	8
Membership	
Withdrawal of Membership	
By-Law 5 .....	8
Voting Procedure	
By-Law 6 .....	8
Amendments to By-Laws	

## CONSTITUTION

In this Constitution whenever the words "The Association" appear, they shall be considered to read "CanoeKayak Ontario".

**INTERPRETATION:** In this Constitution of the Association hereinafter passed unless the context otherwise requires, words importing the singular number and masculine gender, shall include the plural number and the feminine gender as the case may be, and vice versa, and reference to persons shall include firms and organizations, and where canoeing is stated kayaking is also meant.

### **Article 1 – Name**

The name of the Association shall be CanoeKayak Ontario hereinafter referred to as the Association.

### **Article 2 – Objectives**

CanoeKayak Ontario was established in 1974 and incorporated in June 1977.

CanoeKayak Ontario is a collective voice for canoeing in Ontario, which promotes the interests and supports the activities of its Affiliates. The association is comprised of three major affiliations:

- Ontario Canoe Sprint Racing Affiliation
- Ontario Marathon Canoe Racing Association
- Whitewater Ontario

These three affiliations will hereinafter be referred to as "the Affiliations".

The objectives of CanoeKayak Ontario are:

1. To encourage and co-ordinate the development of canoeing and kayaking interests in Ontario.
2. To collect and compile information on the technical aspects of the sport of canoeing and kayaking in Ontario.
3. To contribute to the establishment, protection and preservation of our natural and developed waterways in Ontario.
4. To provide an educational resource for canoeing and kayaking in Ontario.
5. To function as a leadership resource for the development of canoeing and kayaking in Ontario.
6. To provide a canoe and kayak touring information resource to CanoeKayak Ontario members and to the public in this province.
7. To contribute to the preservation and public awareness of the historical perspective of canoeing and kayaking in Ontario.
8. To provide the necessary administrative support appropriate for the accomplishment of CanoeKayak Ontario programs.
9. To generate the required financial support necessary to realize the objectives of CanoeKayak Ontario.
10. To co-operate with Provincial and National Organizations in matters deemed by the Directors to be in the best interests of canoeing in Ontario.

### **Article 3 – Head Office**

The head office of the Association shall be in the Province of Ontario, and at such place therein as the Directors of the Association may from time to time determine.

**Article 4 – Fiscal Year**

The fiscal year of the Association shall be determined by the Board of Directors from time to time as necessary.

**Article 5 – Membership**

The Association shall be composed of individuals and organizations interested in canoeing and kayaking in Ontario who meet the requirements for membership outlined herein.

- (a) **Affiliated**: Those individuals in Ontario who are duly registered paddlers with any of the Affiliations.
- (b) **Sustaining**: An individual who supports the objective of the Association, and who donates an amount in excess of that set by the Board, will be given a Sustaining membership.
- (c) **Commercial**: Those individuals and groups engaged in commercial canoeing programs, or the rental and/or sale of canoes or canoe products.
- (d) **Honourary**: Any person or persons as defined in Article 5 who have given outstanding service to canoeing in Ontario may be eligible for an Honourary life membership in CanoeKayak Ontario.
- (e) **Associate**: Those individuals who are covered by the CanoeKayak Ontario insurance program and are classified as an Associate member of a specific Affiliate.

**Article 6 – Admission to the Association and Privileges**

- (a) **Affiliated**: An individual duly registered with any of the Affiliations, whose annual dues are directed to the Association on the registered paddler's behalf will be admitted with the power to vote on the basis of one vote per person. Affiliated members will receive membership services.
- (b) **Sustaining**: An individual, who supports the Association through annual donations in excess of an amount set by the Board from time to time, may receive a Sustaining membership. A Sustaining member shall have the privilege of attending all General and Special Meetings of the members of the Association. Including the right to vote. Sustaining members will have access to all other Association services and membership privileges.
- (c) **Commercial**: Individuals of groups engaged in commercial canoeing programs or rental and/or sale of canoes or canoe products who are in agreement with the objectives of CanoeKayak Ontario and wish to join the Association may be admitted upon written application to the CanoeKayak Ontario office and payment of the annual dues. A Commercial member shall have the privilege of being represented by one representative, so designated in writing by the signing officer(s) of said organization at Special and General Meeting of members of the Association, with the right to one vote. An individual may be designated as the representative of only one Commercial member. Commercial members shall have access to CanoeKayak Ontario services and membership privileges.
- (d) **Honourary**: An Honourary member shall not be entitled to vote at, but shall be entitled to notice of meetings of the members of the Association. An Honourary member shall not be required to pay any membership fees and shall have access to all CanoeKayak Ontario services. Nomination of candidates for Honourary membership may be submitted by any member of the Association. Honourary membership shall be by resolution of the Board of Directors.
- (e) **Associate**: An Associate member shall have the privilege of being insured through the CanoeKayak Ontario insurance program for a specified event(s). Associate members shall not be entitled to any other privileges.

**Article 7 – Board of Directors**

The Association shall be governed by a Board of Directors, hereinafter called the "Board" which shall consist of nine members as follows:

- (a) Three (3) representatives appointed by the Ontario Canoe Sprint Racing Affiliation, one of which must be either Chairman or Treasurer.
- (b) Three (3) representatives appointed by Whitewater Ontario, one of which must be either President or Treasurer.
- (c) Three (3) representatives appointed by the Ontario Marathon Canoe Racing Association, one of which must be either President or Treasurer.
- (d) The Past-President of the Association, who shall be counted as one of the three representatives from his affiliation.

Each Affiliation shall choose their representatives prior to the CanoeKayak Ontario Annual General Meeting.

**Article 8 – Voting**

Voting at all General open meetings of the Association shall be on the basis of one vote for each Affiliated member and Sustaining member. The minimum age for voting shall be sixteen years of age. Honourary members shall have no vote.

There shall be no proxy votes at General Meetings. No person shall have more than one vote.

**Article 9 – Officers**

- (a) The officers of the Association shall be the President, Vice-President, Past-President, Financial Director and Secretary. The officers of the Association shall act as an Executive Committee to manage the day to day affairs of the Association.
- (b) The President, Vice-President, Financial Director and Secretary shall be elected at the Board Meeting following the Annual Meeting of the members of the Association from the Directors appointed by the three Affiliates.
- (c) The Board of Directors shall appoint, or re-appoint all Association Staff as required. The Board of Directors may remove Staff at any time with due cause.
- (d) The Past-President shall be the President of the previous year. In the event that the President serves a subsequent term(s) of the office, the Past- President may serve a subsequent term(s) or the position may be filled by any affiliate member of CanoeKayak Ontario with first preference to be given to the affiliation of the immediate Past President, chosen by the Board.
- (e) A member of the Board of the Association may not be a salaried employee of the Association.

**Article 10 – Members Meetings**

- (a) The Annual Meeting of the Association to be held yearly shall be held at a time and place to be determined by the Board. Notice of the Annual Meeting in proper form, setting forth the affairs to be discussed, shall be sent to all members at least thirty (30) days before the date set for the meeting.
- (b) Each Affiliated member and Sustaining member, in good standing, shall be entitled to one vote at General and Special Meetings of the members, in any ballot or called vote.
- (c) Each member of the Board of Directors shall be entitled to one vote at General and Special Meetings of the Members.
- (d) In the event of a tie vote, a motion shall be considered defeated.

**Article 11 – Special Meetings**

Special meetings of the Association may be called by the President at any time and must be called by him upon request of at least two-thirds of the members of the Board.

Notice of such Special Meetings of the Association shall be sent by first class mail to all members at least ten (10) days in advance of the meeting. Such notice shall state the purpose for which the meeting has been called but shall not preclude the inclusion of other matters on the agenda at the discretion of the meeting.

**Article 12 – Quorum**

Those in attendance after due notification of any meetings of the membership shall constitute a quorum for conducting of any business.

**Article 13 – Assets**

The Association may assume and own assets, property, privileges, real estate, and other rights by purchase, donation, or legacy for the purpose of the Association, and may sell, alienate, and exchange the said properties in their place.

**Article 14 – Gifts**

The Association may take and receive gifts, donations, bequests, or legacies for use in furthering the objectives of the Association.

**Article 15 – Amendments**

To amend this Constitution, notice of motion to the membership amend must be given sixty (60) days prior to an Annual Meeting or Special Meeting. A two-thirds majority of members present is necessary to ratify any Constitutional amendment.

**Article 16 – Sphere of Interest**

Each Affiliate has a sphere of interest and shall have jurisdiction over all matters pertaining to this sphere of interest.

**Article 17 – Auditor**

The members shall at each Annual Meeting appoint an auditor to annually audit the accounts of the Association. The auditor shall hold office until the next Annual Meeting. The remuneration of the auditor shall be fixed by the Board of Directors.

**Article 18 – Roberts Rules of Order**

Except where otherwise stated in the Constitution, Roberts Rules of Order will be followed.

**Article 19 – Annual Fees**

The Board of Directors shall set a schedule of Annual fees for each class of membership and shall report the schedule to the members at the time of the Annual Meeting. Fees shall be due and payable on or before April 1st.

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**BY-LAWS****By-Law 1****1. Office**

The office of the Association shall be within the Province of Ontario, at such place therein as the Directors of the Association may from time to time select.

**2. Seal**

The seal shall be the corporate seal of the Association.

**By-Law 2**

1. The affairs of the Association shall be managed by a Board of Directors, hereinafter referred to as the Directors of the Board.

2. Every Director shall be a minimum of 18 years old and shall have an affiliated membership in CanoeKayak Ontario.

**3. Committees**

- a. The Board shall appoint from time to time such standing Committees-at- large as may be required by the Association.
- b. Each Committee Chairman-at-large shall be allowed to attend Board Meetings as a non-voting member.

**4. Appointment of Directors**

The Board of the Association shall be three representatives of each of the three affiliations. The Past President shall count as one of the three representatives of his affiliation.

- a. The President, Vice-President, Financial Director and Secretary shall be elected from the Board and by a vote of the Directors of the Association. The President, Vice-President, Financial Director, and Secretary shall serve for a term of one (1) year. A person may serve as President, Vice-President, Financial Director, or Secretary for more than one term.
- b. The Executive Committee shall be composed of the President, Past- President, Vice-President, Financial Director, and Secretary.
- c. The Executive Committee may appoint such persons as it deems desirable and advisable to a body to be known as the Executive Committee Advisory Group.

5. A Committee Chair or their designate may attend Board Meetings as observers.

6. At the discretion of the Board any individual may be invited to attend a Board Meeting.

**7. Resignation from Office**

Any officer shall have deemed to have resigned upon receipt by the Secretary of a letter stating such, from the office holder.

**8. Vacancies**

Vacancies on the board shall be filled by the Board for the remainder of the uncompleted term on the advice of the Affiliate concerned except for the Past-President which shall be filled by any member of the affiliation chosen by the Board.

**9. Powers**

The Directors of the Association may administer the affairs of the Association in all things and may make or cause to be made for the Association and in its name, any kind of contract with which the Association may lawfully enter and may exercise and do such other acts and things as the Association may, by its Constitution, be authorized to do.

**10. Place of Meeting and Notice**

Except as otherwise required bylaw, the board may hold its meeting at such places as it from time to time may determine. Directors Meetings may be called by the President or by the Secretary at the direction of the President or by four Directors. Notice shall be sent by first class mail ten (10) days prior to such meetings. The statement by the President, or the Secretary at the direction of the President or the four Directors, that such notice has been sent, pursuant to this by-law, shall be sufficient and conclusive evidence of the giving of such notice. The Board may set regular meeting days; in such case of regular meetings, no notice need be sent. A Directors' meeting may also be held immediately following the Annual General Meeting or any Special General Meeting without prior notice. The Directors may transact any business, either general or specific, at any meeting of the Board. Failure to receive notice of a meeting of the board shall not invalidate such meeting, provided such notice of the meeting was sent to the last known address of the Board member.

**11. Quorum**

A simple majority of the Directors shall constitute a quorum for the transaction of business. Any Director may issue his proxy to another member of the Board in writing with a copy to the Secretary. Proxies may be general for all business or specific for one item of business but are valid for only that particular meeting. A proxy shall represent a Board member for quorum purposes.

**12. Voting**

Questions arising at any meeting of the board shall be decided by a simple majority. Any Board members may require a ballot to be cast otherwise a simple show of hands will suffice. The President shall be entitled to vote on all issues at all meetings. In the case of a tie the issue shall be deemed defeated. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minute book shall be prima facie evidence to that fact.

**13. Duties of the Officers**

- a. **The President** shall be charged with the general management of affairs of the Association, subject to any delegation of such duties and responsibilities to any other elected Board member or any other officer of the Association as the Board may approve. He shall preside at all meetings of the Association and of the Board of Directors, and shall perform such other duties as may be assigned to him by a vote of the Association or of the Board of Directors. He, or the Vice-President with the Administrative Director, or other persons appointed by the board of Directors for such purpose, shall sign all instruments and other documents to be signed on behalf of the Association and shall perform all duties incidental to the office. The President is an ad hoc member of each committee.
- b. **The Vice-President** shall be vested with all powers and shall perform all the duties of the President in the absence or disability or refusal to act, or the President and shall have such other powers and duties, if any, as may from time to time be assigned to him by the Board of Directors.
- c. **The Financial Director** shall see that an accurate record of all financial transaction of the Association and the financial position of the Association is kept. He shall render to the Board, when requested, an account of all his transactions as Financial Director and of the financial position of the association. He shall perform such other duties as are from time to time determined by the Board.

The Financial Director shall submit an audited statement of the Association's receipts and disbursements for the previous fiscal year at each Annual Meeting of the Members of the Association. Upon retirement or removal from office, he shall immediately restore to the Association, all books, paper, vouchers, money and other records or property in his



possession or under his control, belonging to the Association along with an up-to-date audited statement of the financial affairs of the Association.

- d. **The Secretary** shall be clerk to the Board. He shall attend all meetings of the Board and record and circulate all facts and minutes of all proceedings. He shall be responsible for giving notice of meetings. He shall be custodian of the charter and the seal and all books, reports, and papers, which he shall deliver, when authorized by resolution of the Board.
- e. **The Executive Director** (when there is one) shall carry out a number of duties under the supervision of the Financial Director; specifically, the Executive Director shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all money and other valuable securities or effects in the name of the credit of the Association in such depositories as may be designated by the Board of Directors. He shall take proper vouchers for such disbursements and shall render to the President and the Board of Directors at regular meetings of the Board, or whenever the President or the Board of Directors may require it, an account of the finances of the Association, and shall exhibit his books and accounts upon request.

#### **14. Auditor**

At each Annual Meeting an auditor shall be appointed until the next Annual Meeting.

#### **15. Execution of Documents**

Deeds, transfers, liens, contracts and engagement authorized by the Association shall be signed by two of three signing officers as appointed by the Board. The seal of the Association shall be affixed to such instruments that will require the same. Notwithstanding any provision to the contrary contained in the by-laws of the Association, the Board may at any time, by resolution, direct the manner in which, and the person or persons by whom any particular instrument contract or obligation of the Association may or shall be executed.

#### **16. Books and Records**

The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or any applicable statute or law, are regularly and properly kept.

### **By-Law 3**

#### **1. Fiscal Year**

Unless otherwise ordered by the Board, the fiscal year of the Association shall be in harmony with that of the Ministry of Tourism and Recreation.

#### **2. Cheques**

All cheques must be signed by two of three signing officers as appointed by the Board. Two of the signing officers shall be the President and Financial Director. The third signing officer will be named by the Board whenever Board membership changes. The third signing officer may be the Executive Director when there is one. All receipts will be endorsed and credited to an account under the supervision of the Financial Director.

#### **3. Borrowing of Money**

The Directors of the Association may from time to time:

- a. Borrow money on the credit of the Association.
- b. Charge, mortgage, hypothecate, or pledge all or any real or personal property of the Association, including book debts, unpaid call, rights powers, franchises, and undertake to secure such securities and/or money borrowed or other debt or any other obligation or liability of the Association.
- c. Give indemnities to any Director or other person who has undertaken, or is about to undertake, any liability on behalf of the association or any company controlled by it, and secure any such Director or there person against loss by giving him by way of security a

mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of the Association.

**By-Law 4****Membership**

The Association shall have five classes of membership, as defined in Article 5 of the Constitution.

1. Affiliated
2. Sustaining
3. Commercial
4. Honourary
5. Associate

**Withdrawal of Membership**

Any members may withdraw from the Association upon giving written notice by first class mail to the Secretary, in which event no refund of fees paid will be made. A member whose actions are detrimental to the welfare of the association may be suspended from the Association by a vote of the Board with expulsion on the approval of the members at the next Annual General Meeting.

**By-Law 5****Voting Procedure for all Annual and Special Meetings**

Voting at all General Open Meetings of the Association shall be on the following basis: Affiliated members and sustaining members have one (1) vote. Other members have no voting privileges.

**General Meetings and Voting**

All voting will be done with a show of hands unless a simple majority wishes ballot voting to be undertaken.

**By-Law 6****Amendments to By-Laws**

To amend or add any by-law, notice of motion to this intend delivered by first class mail to each Board Member, ten (10) days prior to any Board Meeting must be given. The vote may then be taken at the next meeting of the Board of Directors. A simple majority will pass any motion in this category.