

Sea Kayak Association of BC Constitution and Bylaws

As approved by the Annual General Meeting
held at Vancouver on 5 October 2010

CONSTITUTION	
1.	The name of the Society is the Sea Kayak Association of British Columbia., hereafter referred to as the Association.
2.	The purposes of the Association are as follows: a) to promote fellowship amongst ocean kayak enthusiasts; b) to increase safety on the water; c) to increase knowledge, judgement and skills related to kayaking; d) to enhance knowledge and appreciation of the shoreline, island and estuary environments; e) to promote and advocate for protection and good stewardship of marine and coastal environments; f) to encourage affiliation with sea kayaking organizations having similar purposes.
3.	The Association's activities shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Association shall be used in promoting the purposes of the Association.
4.	No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.
5.	Upon winding up or dissolution of the Association, the assets which remain after payment of all cost, charges and expenses which are properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia as defined in the Income Tax Act of Canada, as may be determined by the members of the Association at the time of winding up or dissolution.
6.	Paragraphs 3, 4, 5 and 6 and this paragraph are unalterable.

BYLAWS	
Part 1 — Interpretation	
1.	(1) In these bylaws, unless the context otherwise requires: "directors" means the directors of the Association for the time being; "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it; "registered address" of a member means the member's address as recorded in the register of members. (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.	
Part 2 — Membership	
3. The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.	
4.	(1) A person may apply to the directors for membership in the Association and on acceptance by the directors is an individual member. (2) A person or corporation may apply to the directors for non-voting membership in the Association and on acceptance by the directors is a non-voting member.
5.	(1) Each member must uphold the constitution and comply with these bylaws. (2) Each member shall inform the secretary in writing of his up-to-date address and e-mail address, if any, for the purposes of receiving notices from the Association.
6. The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the Association.	
7.	A person ceases to be a member of the Association: (a) By delivering his resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association; (b) On his death or, in the case of a corporation, on dissolution; (c) On being expelled; or, (d) On having been a member not in good standing for 2 consecutive months.
8.	(1) A member may be expelled by a special resolution of the members passed at a general meeting. (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

<p>(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.</p> <p>(4) Grounds for expulsion may include, but are not limited to, harassment, other illegal behaviour, endangerment of members or the public, damaging the Association's financial health or bringing the Association into disrepute.</p>
<p>9. All members are in good standing except a member who has failed to pay his current annual membership fee, or any other subscription or debt due and owing by the member to the Association and the member is not in good standing so long as the debt remains unpaid.</p>
<p>Part 3 — Meetings of Members</p>
<p>10. General meetings of the Association must be held at the time and place, in accordance with the Society Act, that the directors decide.</p>
<p>11. (1) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.</p> <p>(2) At any time, an extraordinary general meeting shall be called at the request of 10% or more of the membership.</p>
<p>12. The directors may, when they think fit, convene an extraordinary general meeting.</p>
<p>13. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.</p> <p>(2) 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.</p>
<p>14. The first annual general meeting of the Association 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.</p>
<p>15. It shall be the function of the annual general meeting to receive reports, determine policy, review the objectives and program of the Association, conduct the necessary elections and deal with such other business as may come before it.</p>
<p>Part 4 — Proceedings at General Meetings</p>
<p>16. Special business is:</p> <p>(a) all business at an extraordinary general meeting except the adoption of rules of order, and</p> <p>(b) all business conducted at an annual general meeting, except the following:</p> <ul style="list-style-type: none"> the adoption of rules of order; the report of the directors; the consideration of the financial statements; the financial review report;

<p>the report of the auditor, if any the election of directors; the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.</p>
<p>17. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present. (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. (3) A quorum is 10% of members present or a greater number that the members may determine at a general meeting.</p>
<p>18. If within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case it must stand adjourned to one half-hour later on the same day, or such other time, date and place as the members present shall determine. If at the adjourned meeting a quorum is not present, the members then present constitute a quorum.</p>
<p>19. Subject to bylaw 20, the president of the Association, or, in his absence, one of the other directors present, must preside as chair of a general meeting.</p>
<p>20. If at a general meeting (a) there is no president, or other director present within 15 minutes after the time appointed for holding the meeting, or (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.</p>
<p>21. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.</p>
<p>22. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution. (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.</p>
<p>23. (1) An individual member in good standing present at a meeting</p>

of members is entitled to one vote.

(2) Voting is by show of hands except for an election when it shall be by secret ballot.

(3) Voting by proxy is not permitted.

Part 5 — Directors and Officers

24. (1) The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to

(a) all laws affecting the Association,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association in a general meeting.

(2) A rule, made by the Association in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25. (1) The president, secretary, treasurer and three or more other persons are the directors of the Association.

(2) The number of directors must be 6 or a greater number determined from time to time at a general meeting.

(3) Each director must be a member in good standing of the Association, but need not be an individual member.

26. (1) The directors must retire from office at each annual general meeting when their successors are elected.

(2) Separate elections must be held for each office to be filled.

(3) An election may be by acclamation, otherwise it must be by ballot.

(4) If a successor is not elected, the person previously elected or appointed shall continue to hold office pro tem, subject to 26 (1) above, until a successor is appointed or elected, for a period not to exceed 60 days.

27. (1) The directors may at any time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the Association, but is eligible for re-election at that meeting.

28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

29. (1) The members may, by special resolution, remove a director, before the expiration of his term of office, and may elect a successor to complete the term of office.

(2) The directors may by a two-thirds vote of the directors

<p>present remove a director for any reason and appoint a replacement. A director subject to a vote for removal must be given at least seven days' written notice of such a meeting and a brief description of the reasons. He will also be given the opportunity to defend in person or by agent prior to the vote being taken at the meeting.</p>
<p>30. A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Association.</p>
<p>Part 6 — Proceedings of Directors</p> <p>31. (1) The directors shall meet not less than quarterly and may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.</p> <p>(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.</p> <p>(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the directors present must choose one of their number to be the chair at that meeting.</p> <p>(4) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.</p>
<p>32. (1) The directors may delegate any, but not all, of their powers to committees consisting of directors and members as they think fit.</p> <p>(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.</p>
<p>33. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee present must choose one of their number to be the chair of the meeting.</p>
<p>34. The members of a committee may meet and adjourn as they think proper.</p>
<p>35. (1) For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.</p>
<p>36. Notice of a meeting of the directors must specify the place, day and time of the meeting and shall be made to all directors at least 7 days before the appointed meeting</p>

<p>37. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,</p> <p>(a) a notice of meeting of directors is not required to be sent to that director, and</p> <p>(b) any and all meetings of the directors of the Association, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.</p>
<p>38. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.</p> <p>(2) In the case of a tie vote, the chair does not have a second or casting vote.</p>
<p>39. A resolution proposed at a meeting of directors or of a committee of the directors need not be seconded, and the chair of a meeting may move or propose a resolution.</p>
<p>40. (1) A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.</p> <p>(2) A resolution may be decided by vote of the directors by telephone or e-mail. Such votes shall be formally affirmed at the next scheduled meeting of the directors and that action shall be recorded in the minutes of that meeting.</p>
<p>41. The directors and its committees may hold meetings in camera. Every member shall keep confidential all information obtained at such a meeting unless the release of such information is required by law or is specifically sanctioned by a resolution of the directors.</p>
<p>Part 7 — Duties of Officers</p>
<p>42. (1) The president presides at all meetings of the Association and of the directors.</p> <p>(2) The president is the chief executive officer of the Association and must supervise the other officers in the execution of their duties</p>
<p>43. (1) The secretary must do the following:</p> <p>(a) conduct the correspondence of the Association;</p> <p>(b) issue notices of meetings of the Association and directors;</p> <p>(c) keep minutes of all meetings of the Association and directors;</p> <p>(d) have custody of all records and documents of the Association except those required to be kept by the treasurer;</p> <p>(e) have custody of the common seal of the Association;</p> <p>(f) maintain the register of members;</p> <p>(g) perform in a timely manner all actions necessary to maintain the good standing of the Association in compliance with statutes and other legal requirements.</p>
<p>44. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.</p>

<p>45. The treasurer must:</p> <p>(a) keep the financial records, including books of account, necessary to comply with the Society Act; and,</p> <p>(b) render financial statements to the directors, members and others when required.</p>
<p>Part 8 — Seal</p> <p>45. (1) The directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.</p> <p>(2) The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary.</p>
<p>Part 9 — Banking</p> <p>46. (1) The directors shall arrange for the opening of a bank account. in a chartered bank, a credit union or a trust company in which funds of the Association shall be deposited and funds withdrawn by cheque signed by such officers as may be authorized by resolution of the directors and any such cheques shall have at least two authorized signatures.</p> <p>(2) The directors shall have authority to pay all accounts of the Association and shall make such regulations as it deems necessary to deal with the payment of regular current accounts.</p>
<p>Part 10 — Borrowing</p> <p>47. The Association shall not borrow or incur any liability in excess of any cash monies on hand or in the bank without the approval of a special resolution by the members.</p>
<p>Part 11 — Financial Review</p> <p>48. The financial records of the Association shall be reviewed annually by a member appointed by the directors. The member may not be a current director. The purpose of the review shall be to verify that the assets and liabilities of the Association are accurately reflected in the financial statements.</p> <p>49. An audit of the financial records may be initiated and an auditor appointed, by resolution of the membership at a general meeting. The appointed auditor must be qualified to conduct audits of not-for-profit organizations and shall not be a director of the Association.</p>
<p>Part 12 — Notices to Members</p> <p>50. A notice may be given to a member, either personally, by mail at his/her registered address, or by e-mail at his/her registered e-mail address, that is the electronic mail address most recently provided to the secretary by that member.</p>
<p>51. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by e-mail shall be deemed to have been given on the</p>

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second day following that on which the notice is sent, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and e-mailed and that no e-notification was received by the sender advising that the message could not be delivered.

52. (1) 14 days' notice of a general meeting must be given to every voting member shown on the register of members on the day notice is given and to the auditor if one has been appointed.

(2) No other person is entitled to receive notice of a general meeting.

Part 13 — Bylaws

53. On being admitted to membership, each member is entitled without charge to have electronic access to a copy of the constitution and bylaws of the Association.

54. These bylaws must not be altered or added to except by special resolution.

55. A special resolution requires the approval of three quarters of the members attending.

Approved unanimously by the members at their Annual General Meeting

5 October 2010

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