

## **BY LAWS OF CHEEMA AQUATIC CLUB**

### **ARTICLE 1.00                    DEFINITIONS**

- 1.01            In these by-laws unless there is something in the subject or context inconsistent therewith:
- (a)    “Club” means the Cheema Aquatic Club;
  - (b)    “Board” means the Board of Directors of the Club;
  - (c)    “Registrar” means the Registrar of Joint Stock Companies;
  - (d)    “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution has been duly given.
  - (e)    “Affiliation” means being a member, or a parent or legal guardian of a member of the club, or having played an active role in another paddling organization.

### **ARTICLE 2.00                    MEMBERSHIP**

- 2.01            Members shall be those persons admitted to membership in accordance with the by-laws and their names shall be entered in the Register of Members.
- 2.02            For the purpose of registration the numbers of members of the Club is unlimited.
- 2.03            Every member of the Club 18 years of age and over shall be entitled to attend any meeting of the Club. Only active members shall be entitled to vote at any meeting of the Club. There shall be no proxy voting.
- 2.04            Membership in the Club shall not be transferable.
- 2.05            There shall be two categories of members of the Club:
- (a)    Active: all paddlers registered with the Club and CKC and their parents or guardians;
  - (b)    Associate: all other paddlers registered with the Club and their parents or guardians.
- 2.06            No formal admission to membership shall be required and the entry in the Register of Members by the Secretary or other official of the Club of the name and address of any individual shall constitute an admission to membership in the Club.
- 2.07            Membership in the Club shall cease upon :
- (a)    the resignation of a member;
  - (b)    a member ceasing to qualify for membership in accordance with these bylaws, or
  - (c)    a member being expelled from membership by resolution of the Board for non-payment of dues , fees or assessments or for other good and sufficient cause.
- 2.08            Membership may be refused for good and sufficient cause but not for any reasons of discrimination as set out in the Human Rights Act of Nova Scotia

**ARTICLE 3.00 FISCAL YEAR**

3.01 The fiscal year of the Club shall be the period from 1<sup>st</sup> Oct. in any year to 30<sup>th</sup> Sept. in the year next following.

**ARTICLE 4.00 MEETINGS OF THE CLUB**

4.01 (a) The Annual General Meeting of the Club shall be held in October of each year.

(b) A special general meeting of the club may be called by the Commodore or by the Directors at any time and shall be called by the Directors if requisitioned in writing by at least twenty percent (20%) in number of the voting members of the Club.

4.02 Seven days notice of a meeting, specifying the place, date and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing and by sending via email. The non-receipt of any notice by any member shall not invalidate the proceedings of any general meeting.

4.03 At each annual general meeting of the Club, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of the preceding general meeting.

Consideration of the annual reports of Directors, Officers and Committees of the Club.

Consideration of the budget proposed for the ensuing fiscal year;

Election of directors for the ensuing year

Election of the Commodore

Consideration of the interim financial statement of the Treasurer including an unaudited statement of all accounts payable, accounts receivable and cash balances in all Club accounts.

All other business transacted at the annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at a special general meeting of the Club.

4.04 No business shall be transacted at any general meeting of the Club unless a quorum of members is present at the commencement of such business and such quorum shall consist of 15 members who are entitled to vote thereat.

4.05 If within one-half hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened upon the requisition of the members shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

4.06 (a) The Commodore of the Club shall preside as Chairman at every general meeting of the Club;

(b) If there is no Commodore or if at any meeting he is not present at the time of holding the same, the Vice-Commodore shall preside as Chairman;

(c) If there is no Commodore or Vice-Commodore or if at any meeting neither the Commodore nor the Vice-Commodore is present at the holding of the same, the members present shall choose one of their numbers to be Chairman.

- 4.07 The Chairman shall not have a vote except in the case of a tie in which case he shall have a casting vote.
- 4.08 Every member entitled to vote shall have one vote and no more.
- 4.09 The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members in accordance with the provisions of article 4.02.
- 4.10 At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chairman that a resolution has been earned and an entry to that effect in the book of the proceedings of the Club shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
- 4.11 If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman may prescribe and the result of such poll shall be deemed to be the resolution of the Club in general meeting.

## **ARTICLE 5.00 BOARD OF DIRECTORS**

- 5.01 There shall be a Board of Directors of the Club consisting of not less than five nor more than fifteen members.
- 5.02 Any member of the Club entitled to vote at a general meeting of the Club shall be eligible to be elected a Director of the Club.
- 5.03 The members at each Annual General Meeting of the Club shall elect Directors.
- 5.04 The Directors elected at each Annual General Meeting shall take office immediately.
- 5.05 In the event that a Director resigns his office as Director or ceases to be a member of the Club, whereupon his office as Director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board from the members of the Club.
- 5.06 Board Elections
- (a) Prior to the Annual General Meeting, the Commodore shall appoint a Returning Officer who is not standing for election. The Returning Officer shall also enlist two individuals, over the age of 18, to assist in the conduct of the election and counting of the ballots. These two individuals, known as "Scrutineers", are to be neutral, and do not need to be Members of the club;
- (b) To be eligible for election as Commodore, the candidate should have been affiliated with the Club or another paddling organization for a minimum of two years, and should have served at least one year on the Club board;
- (c) To be eligible for a position on the club board, the candidate should have been affiliated with the Club or another paddling organization for a minimum of one year, and must be a local resident;
- (d) Candidates offering to return should have attended a minimum of 50% of the Board meetings of the previous year;

- (e) Candidates eligible for election must be nominated using a form produced by the Club, which will be signed by the candidate to accept the nomination, a mover, and a seconder;
- (f) The Secretary must receive the nomination forms no later than 8:00 pm AST fourteen days prior to the Annual General Meeting. Upon confirmation of the candidates' eligibility, the Secretary will endorse the nomination forms. The list of candidates for each position must be posted to the club website, and sent out through email to the list of Members, no later than 8:00 pm AST seven days prior to the Annual General Meeting;
- (g) Voting Members may cast one vote per decision. The name of each Voting Member will be recorded prior to the election taking place. The list of eligible names will be taken from the CKC athlete registration system. The Scrutineers will check the name of each Voting Member as they cast their ballots to ensure there are no duplicate ballots cast.
- (h) A candidate must secure a majority of the votes cast in order to be elected. If no candidate for a particular office receives a majority of the votes cast on the first ballot, any nominees with no votes, and the remaining nominee with the lowest number of votes, shall have their names stricken from the nomination list, and another ballot held until a single candidate receives a clear majority of the votes cast;
- (i) If there is a tie for the candidate to be eliminated, a separate ballot will decide which of the two will remain;
- (j) If there is only one candidate for a particular position, the Voting Members will cast a ballot indicating "yes" or "no" for the single candidate. The candidate must receive a majority of "yes" votes to be elected;
- (k) Voting members who cannot be physically present at the AGM may call in and participate in a conference call during the Annual General Meeting. Their votes can be cast by means of text message or email to the Returning Officer. Votes submitted electronically must be reviewed by the Scrutineers noted in Paragraph A. The Voting Member must participate in the meeting by way of conference call for their electronic ballot to be valid;
- (l) In the event a position is not filled at the Annual General Meeting, every effort will be made to fill it at the following Board Meeting. Calls for candidates will be advertised through an email to the membership and posted to the website;
- (m) The Executive may declare an office vacant when it's occupant has been suspended, has resigned the office, or has been absent for a period of 3 consecutive months;
- (n) When an office becomes vacant during any year, the vacancy shall be filled by the Club at the next Board Meeting, following the same procedure as the Annual General Meeting; and
- (o) If desired, candidates may make a presentation to the membership, not to exceed two minutes, prior to the election for the position taking place.

## **ARTICLE 6.00 MEETINGS OF THE BOARD**

- 6.01 Meetings of the Board shall be held monthly and more frequently if required. A meeting of the Board may be held at the close of every Annual General Meeting of the Club without notice.
- 6.02 No business shall be transacted at any meeting of the Board unless a quorum is present. A quorum for any meeting of the Board shall consist of a majority of the Board including the person presiding at the meeting.
- 6.03 The Commodore, or in his absence, the Vice-Commodore, or in the absence of both of them, any Director appointed from amongst those Directors present shall preside as Chairman at meetings of the Board.
- 6.04 Meetings of the Board may be called at any time by the Commodore and shall be called whenever requested by any three members of the Board.
- 6.05 The Chairman shall have no vote except in the case of an equality of votes in which event he shall have a casting vote.
- 6.06 A resolution in writing signed by all members of the Board shall be as valid and effective as if it had been passed at a meeting of the Board duly called and constituted.

## **ARTICLE 7.00 POWERS OF DIRECTORS**

- 7.01 The management of the activities of the Club shall be vested in the Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not hereby or by statute expressly directed or required to be exercised or done by the Club in general meeting.

## **ARTICLE 8.00 OFFICERS**

- 8.01 The Officers of the Club shall be the Past Commodore, the Commodore, the Vice-Commodore, the Treasurer and the Secretary. These officers shall constitute the Club's Executive. Other Board positions shall be; the High Performance Paddling Chair, Summer Program Chair, Paddling Logistics Chair, Grounds and Facilities Chair, Fund Raising Chair, Membership Chair, Communications Chair , Masters' Representative, Athletes' Representative and Director at Large.
- 8.02 The Commodore shall have general supervision of the activities of the Club and shall perform such duties as may be assigned to him by the Board from time to time.
- 8.03 The Vice-Commodore shall, at the request of the Board and subject to its direction, perform the duties of the Commodore, or during such periods as the Commodore may request him so to do.
- 8.04 The Secretary shall prepare and keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned by the Board.

The Board may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.

- 8.05 The Treasurer shall attend to and be responsible for the financial affairs of the Club. He shall keep proper records and account for all financial transactions of the Club which shall be available at the Treasurer's office for examination by any member in good standing during regular business hours upon fourteen days notice in writing to the Treasurer. The Treasurer shall arrange audit of the Club's financial statement with a Board approved auditor (see Article 9)
- 8.06 The Board of Directors shall serve without pay
- 8.07 Directors may serve on the Board for an unspecified amount of time.

#### **ARTICLE 9.00 FINANCIAL POLICIES AND AUDIT OF ACCOUNTS**

9.01 The following financial policies shall be followed:

9.01..1 All disbursements require two signatures or approval

9.01..2 A paper trail for all revenues and expenses be maintained

9.01..3 The Treasurer shall report to the Board of Directors monthly

9.02 The Financial Statements of the Club must be reviewed by an outside accounting firm in advance of presentation at the annual general meeting.

9.03 The Club shall make a written report to the Club as to the financial position and results of operations of the club and the report shall contain a balance sheet and operating account.

The outside reviewer shall make a written report to the members and in every such report he shall state whether, in his opinion, the financial statements present fairly the financial position, results of operations and changes in financial position for the year then ended in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year. A copy of annual financial statements shall be filed with the Registrar after the annual meeting at which it is considered.

#### **ARTICLE 10.00 MISCELLANEOUS**

10.01 The Club shall file with the Registrar with its annual financial statements, a list of its Directors with their addresses, occupations and dates of appointment or election and within fourteen days of a change of Directors, notify the Registrar of the change.

10.02 The Club shall file with the Registrar a certified copy of any resolution within fourteen days after the resolution is passed.

10.03 Contracts, bills of exchange, cheques and other instruments shall be executed on behalf of the Club by the Commodore and the Treasurer or as otherwise prescribed by resolution of the Board.

10.04 The borrowing powers of the Club may be exercised by special resolution of the Board.

10.05 The Seal of Incorporation is to be held by the Commodore and used as necessary. After resignation of the Commodore, the Seal will be passed to the incoming Commodore at the AGM.

**ARTICLE 11.00 REPEAL AND AMENDMENT OF BY LAWS**

11.01 The Club may, by special resolution, repeal or amend any of these by-laws provided that no by-law or amendment or repeal thereof shall take effect unless and until it is approved by the Registrar. The text of any proposed amendment shall be circulated with the notice of meeting at which it is to be considered or in any event at least seven days prior to the date of such meeting.

**ARTICLE 12.00 INTERPRETATION**

12.01 In these by-laws any personal pronoun relating to any person or persons shall be read and construed as the gender of the person or persons referred to in each case.

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