

## **CHEEMA AQUATIC CLUB BY-LAWS**

### **Definitions**

1. In these by-laws:
  - (a) "Club" means Cheema Aquatic Club.
  - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia *Companies Act*.
  - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
  - (d) "Voting Members" means the members entitled to vote at any members' meeting of the Club in accordance with Section 17 in these by-laws.

### **Membership Rights and Responsibilities**

2. The Club is ultimately accountable to the members of the Club.
3. Every member is entitled to attend any members' meeting of the Society.
4. Membership in the Club shall consist of those who qualify for membership in accordance with these by-laws.
5. The categories of membership in the Club are as follows:
  - (a) Racing Members;
  - (b) Associate Members;
  - (c) Parent or Guardian Members;
  - (d) Cheema Olympian Members;
  - (e) Board Members;
  - (f) Alumni Members; and
  - (g) Honorary Members.
6. To be a Racing Member, a person must:
  - (a) be registered in a program offered by the Club that has been designated by the Board of Directors as a program for the development or training of competitive paddlers; and
  - (b) pay all fees for the program.
7. To be an Associate Member, a person must:
  - (a) be registered in a program offered by the Club other than a program that has been designated by the Board of Directors as a program for the development or training of competitive paddlers; and
  - (b) pay all fees for the program.
8. To be a Parent or Guardian Member, a person must be the parent or guardian of a current Racing Member or Associate Member who is under the age of 25.

9. To be a Cheema Olympian Member, a person must:
  - (a) be a past or present member of the Club;
  - (b) have qualified for an Olympic paddling event;
  - (c) have contributed to the Club as role models and volunteers; and
  - (d) be admitted as a Cheema Olympian Member by a vote of the Board of Directors.
10. To be a Board Member, a person must be elected to the Board of Directors of the Club by the Voting Members at an annual general meeting or appointed under Section 37 in these by-laws.
11. To be an Alumni Member, a person must be a past Racing Member or a past Associate Member (including any person who was registered in a program offered by the Club before these by-laws came into effect).
12. To be an Honorary Member, a person must;
  - (a) have, in the opinion of the Board of Directors, contributed to the Club as role models and volunteers; and
  - (b) be admitted as an Honorary Member by a vote of the Board of Directors.
13. Membership in the Club is not transferable.
14. Membership in the Club shall cease:
  - (a) upon death, or
  - (b) if the member resigns by written notice to the Club, or
  - (c) if the member ceases to qualify for membership in accordance with these by-laws, or
  - (d) if, by a vote of the majority of the Voting Members of the Club or a majority vote of the Directors of the Club at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Club has been terminated.
15. The Voting Members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
16. No funds of the Club shall be paid to or be available for the personal benefit of any member.

### **Members' Meetings**

17. The following members may vote at any members' meeting of the Club:
  - (a) a Racing Member who is at least 18 years old;
  - (b) one parent or guardian of a Racing Member who is younger than 18 years old, but if there is more than one parent or guardian of the Racing Member and they cannot agree on which parent or guardian will vote, then no parent or guardian shall vote in respect of that Racing Member; and
  - (c) a Board Member who is not a Racing Member or the parent or guardian of a Racing Member who is younger than 18 years old.
18. Except as provided in Section 19 in these by-laws, every Voting Member shall have one vote and no more and there shall not be proxy voting.
19. A parent or guardian of more than one Racing Member who is younger than 18 years old may vote once for each Racing Member, but in no case shall a vote be cast in respect of a Racing Member by more than one parent or guardian.

20. A general or special meeting of the members may be held at any time and shall be called:
  - (a) if requested by the Commodore, or
  - (b) if requested by a majority of the directors, or
  - (c) if requested in writing by Voting Members eligible to cast at least 25 votes at any members' meeting of the Club.
21. If the Club chooses to make available any means of remote communication that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend the meeting may participate by such means, is deemed to be present at the meeting, and if they are a Voting Member, may vote in accordance with these by-laws.
22. Notice to members is required for general or special meetings. The notice must:
  - (a) specify the date, place and time of the meeting,
  - (b) be given to the members seven (7) days prior to the meeting,
  - (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
  - (d) specify the nature of business, such as the intention to propose a special resolution, and
  - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
23. An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:
  - (a) specify the date, place and time of the meeting,
  - (b) be given to the members thirty (30) days prior to the meeting,
  - (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
  - (d) specify the intention to propose a special resolution, and
  - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
24. At the annual general meeting of the Club the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
  - (a) minutes of the previous annual general meeting,
  - (b) consideration of the annual report of the directors,
  - (c) consideration of the annual financial report of the Club,
  - (d) the appointment of any auditors for the ensuing year, and
  - (e) election of directors.
25. Quorum shall consist of Voting Members eligible to cast at least 15 votes at any members' meeting of the Club. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
26.
  - (a) If a meeting is convened as per by-law 20(a) or 20(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the Voting Members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the Voting Members present shall constitute quorum only for the purpose of winding up the Club.
  - (b) If a meeting is convened at the request of Voting Members as per by-law 20(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
27. The Commodore, or in his/her absence, the Vice-Commodore, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
28. The Chair shall not have a vote except in the case of a tie.

29. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members in the manner set out in by-law 19.
30. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three Voting Members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

## **Directors**

31. Any person who is not employed by the Club and is at least 18 years old is entitled to be elected a director by the Voting Members of the Club at an annual general meeting.
32. Except in the case of a person nominated to be a director by any governance committee established by the Club, any person who wishes to stand for election as a director at an annual general meeting of the Club shall be nominated by at least two Voting Members and provide a nomination form to the Secretary at least 14 days before the annual general meeting.
33. The Secretary shall, no later than 7 days before an annual general meeting, post the list of candidates for a position on the board of directors on the Club's website and send the list to the members of the Club by email.
34. The number of directors of the Club shall be at least 7 and not more than 15, and shall consist of the following:
  - (a) five directors to serve as the following officers of the Club,
    1. Commodore,
    2. Vice-Commodore,
    3. Treasurer,
    4. Secretary,
    5. Past Commodore;
  - (b) two to ten directors at large; and
  - (c) the officers (except for the Past Commodore) and the directors at large will be elected by the Voting Members of the club at an annual general meeting.
35. Directors shall attend meetings of the Club and board, sit on committees of the Club as assigned by the board, and perform other such duties as may be assigned by the board.
36. Directors shall be elected for a one-year term. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election.
37. Except in the case of an office vacated by the Past Commodore, if a director resigns, the vacancy may be filled for the unexpired portion of the term by the board of directors. In the case of a resignation of an officer, other than the Past Commodore, the board of directors may assign the office to an existing director and fill the resulting vacancy.
38. The Voting Members may, by special resolution, remove any director and appoint another person to complete the term of office.
39. The board of directors may remove any director for failing to adhere to the policies and rules of the Club, or the responsibilities of Directors in these by-laws, including a failure to attend, without prior notice, four board meetings within a six-month period. In such a case, the vacancy may be filled as permitted under Section 37 in these by-laws.
40. The management of the Club is the responsibility of the directors. In particular, the directors may engage employees, and determine their duties, responsibilities and remuneration.

41. The executive committee of the Club shall consist of the Commodore, the Vice-Commodore, Treasurer, Secretary and the Past Commodore.
42. The directors may appoint other committees as they see fit.
43. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members
  - (a) upon nomination, and
  - (b) if serving as a director, when the possibility of a conflict is realized.
44. A conflict of interest does not prevent a member from serving as a director if they withdraw from decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

### **Directors' Meetings**

45. The board of directors shall meet no less than 12 times each year.
46. A meeting of directors may be held at the close of every annual general meeting without notice. For all other board meetings, notice is required and must:
  - (a) specify the date, place and time of the meeting,
  - (b) be given to the directors seven (7) days prior to the meeting,
  - (c) be given to the directors by e-mail, telephone, fax and/or other electronic means,
  - (d) the non-receipt of notice by any director shall not invalidate the proceedings.
  - (e) Notice can be waived for board meetings with the unanimous approval of the board.
47. If the Club chooses to make available any means of remote communication that permits all participants to communicate adequately with each other during a meeting of directors, any person entitled to attend the meeting may participate by such means, is deemed to be present at the meeting, and may vote if entitled to do so under these by-laws.
48. Quorum shall consist of a majority of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.
49. The Commodore or, in their absence, the Vice-Commodore or, in the absence of both of them, any director appointed by the directors who are present shall preside as Chair of the board.
50. The Chair shall not have a vote except in the case of a tie.
51. A resolution in writing signed by all directors shall be as valid and effective as if it had been passed at a meeting of the board of directors.

### **Officers**

52. The Commodore shall preside over meetings of the Club and board, be responsible for the effectiveness of the Board, have general supervision of the affairs of the Club, and shall perform such other duties as may be assigned by the board.
53. The Commodore or members of the board designated by the Commodore shall act as spokespersons for the Club. The board or, failing them, the Commodore, may designate such other individuals to act as spokespersons for any particular purpose or purposes as they deem advisable.

54. The Vice-Commodore of the Club shall preside over any meeting of the Club or board of directors in the absence, illness or incapacity of the Commodore, or when requested to do so by the Commodore, and shall perform such other duties as may be assigned by the board.
55. The Secretary of the Club shall:
- (a) have responsibility for the preparation and custody of all books and records including:
    - 1. the minutes of members' meetings,
    - 2. the minutes of directors' meetings,
    - 3. the register of members, and
    - 4. filing the annual requirements with the office of the Registrar, and
  - (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
  - (c) file with the Registrar:
    - 1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
    - 2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
  - (d) have such other duties as assigned by the board.
56. The Treasurer of the Club shall ensure that the Club maintains appropriate and prudent financial policies, maintain all books of account of the Club in accordance with the financial policies, cause an annual financial report and other reports requested by the board to be prepared, and shall perform other such duties as may be assigned by the board.
57. The directors may also appoint a Recording Secretary
- (a) who is responsible for taking minutes of all board and members' meetings, and
  - (b) who need not be a director.
58. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Club by any two officers, or otherwise as prescribed by resolution of the board of directors.

## **Finance**

59. The fiscal year end of the Club shall be the last day of September.
60. The directors shall annually present to the members a written report on the financial position of the Club. The report shall be in the form of:
- (c) a balance sheet showing its assets, liabilities and equity, and
  - (d) a statement of its income and expenditure in the preceding fiscal year.
61. A copy of the financial report shall be signed by an auditor or by two directors.
62. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
63. An auditor of the Club may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
64. The Club may only borrow money as approved by a resolution of the board of directors passed by not less than three-fourths of the board of directors.

65. The members may inspect the books and records of the Club, including the annual financial statements and minutes of membership and directors meetings, at the registered office of the Club, or in such other location where the records are kept or at a location agreed to by a member making the request with two weeks' notice. All other records may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Club, or in such other location where the records are kept or at a location agreed to by a member making the request with two weeks' notice.
66. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of their duties.
67. The Club shall not make loans, guarantee loans or advance funds to any director.