

BE IT ENACTED as a by-law of
The Canadian Canoe Association as follows,
CanoeKayak Canada

1. Interpretation

1.01 In this by-law and all other by-laws and resolutions of the Association, unless the context otherwise requires:

- a) “Act” means the Canada Corporations Act and any Act that may hereinafter be substituted therefor, as from time to time amended;
- b) “letters patent” means the letters patent of the Association as amended from time to time;
- c) “Board” means the Board of Directors of the Association;
- d) “by-laws” means all by-laws, including special by-laws, of the Association as amended from time to time;
- e) “Association” means this Association;
- f) “person includes an individual, a body corporate, corporation, company, partnership, syndicate, trust, club, and any number or aggregate of persons;
- g) the singular includes the plural, and the plural includes the singular;
- h) the masculine gender includes the feminine and the neuter;

1.02 All terms defined in the Act have the same meanings in the by-laws and resolutions of the Association.

2. SEAL

2.01 Seal – The seal, on impression whereof is stamped in the margin hereof, shall be the seal of the Association.

2.02 Custodian – The Director General of the Association shall be the custodian of the seal, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

3. MOTTO AND EMBLEM

3.01 Motto – The Motto of the Association shall be: “Per Aquas Ad Fraternitatem” (Through the waters to friendship).

3.02 Emblem – The Emblem of the Association shall be such as may be adopted from time to time upon resolution passed by the Board of Directors and confirmed by resolution of each Canoe Discipline Council as hereinafter defined.

4. HEAD OFFICE

4.01 Head Office – The Head Office of the Association shall be in the Regional Municipality of Ottawa-Carleton, in the Province of Ontario, Canada.

5. MEMBERSHIP

5.01 General – Membership in the Association shall be limited to clubs, Provincial, Territorial, and regional organizations, groups, and persons, who are interested in fostering and promotion of the sport of amateur canoeing in Canada, who meet the requirements of membership hereinafter outlined and who, in the case of associate, commercial, honorary, affiliate, and personal membership in the Association, comply with the process of admission as required by the Board of Directors and receive the approval of the Board of Directors, and in the case of club, Provincial, Territorial, regional, honorary, and personal membership in any Discipline of the Association, comply with the process for admission to membership in the canoe racing Discipline through which membership in the Association is sought, and receive all approvals that may be part of the process, as required by the appropriate Canoe Discipline Council.

5.02 Classes and requirements of Membership – There shall be the following classes of membership: club, Provincial and Territorial, regional, associate, personal, commercial, honorary, and affiliate, whose respective requirements for membership are as follows:

- (i) Club: Any club located in Canada which sponsors and promotes competitive canoe racing of its members on an amateur basis and is desirous of promoting such amateur competition between its members and members of other amateur canoe racing clubs in accordance with the competition rules appropriate for each canoe racing Discipline.
- (ii) Provincial and Territorial – Any organization having a Province or Territory wide public or private jurisdiction in Canada over an amateur canoe racing Discipline or Disciplines, provided that there shall be only one Provincial or Territorial member per Discipline per Province or Territory.

- (iii) Regional – Any organization having a defined regional public or private jurisdiction in Canada over an amateur canoe racing Discipline or Disciplines, provided that regional membership boundaries shall not overlap within the same Discipline and, within the same Discipline a regional membership boundary shall not overlap a Provincial or Territorial membership boundary.
- (iv) Associate – Any club, organization, or group, incorporated or unincorporated, located in Canada, whose activities include canoeing on an amateur basis.
- (v) Personal – Any individual interested in furthering the objects of the Association, which class of membership may be referred to as an individual membership or by such other name as the Board of Canoe Discipline Council deems appropriate.
- (vi) Commercial – Any corporate person or unincorporated commercial enterprise interested in furthering the objects of the Association.
- (vii) Honourary – Any outstanding individual deserving of special recognition by the sport of amateur canoe racing.
- (viii) Affiliate – Any non-profit club, organization, or group, incorporated or unincorporated, located inside or outside Canada, whose primary purposes are compatible with the objects of the Association.

It is a requirement of all memberships that any Association dues or fees for same, or other sum of any kind payable by a member to the Association, be paid within the time limited therefor, and any member who fails to make such payment thereby and thereupon becomes a member not in good standing of the Association or Discipline of the Association, as the case may be, until the amount due together with any applicable interest and charges are paid in full subject to the provisions of paragraph 5.04 below, and subject to such further action as may be taken by the Board of Directors or Canoe Discipline Council, whichever is appropriate.

5.03 Transitional – At the coming into force of this By-Law 1a.-1990, all members of the Canadian Canoe Association and its respective Disciplines immediately prior thereto are continued as members of the Association or of the applicable Discipline of the Association in the appropriate class described in paragraph 5.02 above, and the members of the Canadian White Water Association immediately prior to the coming into force of this By-Law 1a.-1990 are admitted as members of the White Water canoe racing Discipline of the Association in the appropriate class described in paragraph 5.02 above.

5.04 Loss of Membership – Failure to Pay Annual Dues and Fees – As set forth in paragraph 12 below, the fiscal year of the Association begins on the first day of April of each year and ends on the 31st day of March of the following year. Annual membership dues or fees, whether for general membership in the Association or for membership in a Discipline of the Association are for the fiscal year period. Notice of annual dues or fees shall be sent to every member not later than September 1st of each year. If the annual dues or fees remain unpaid for any member upon the first day of the following March, that member shall thereupon cease to be a member of the Association or of the relevant Discipline of the Association, as the case may be. Membership may be reinstated by the Board or relevant Canoe Discipline Council upon satisfactory excuse for the default being shown, the paying of a reinstatement fee if deemed appropriate by the Board or Council, the paying of the dues or fees that were in default at the time membership ceased together with any applicable interest and charges, and the payment of the annual dues or fees for the year of reinstatement if reinstatement is subsequent to the end of the fiscal year of loss of membership. The Board or Council, as appropriate, may waive any of the just described reinstatement requirements save the payment of the annual dues or fees for the year of reinstatement.

5.05 Revocation or Suspension of Membership by Board – Membership in the Association or any of its Disciplines may be revoked or suspended by the Board of Directors for nonpayment of indebtedness to the Association or any of its Disciplines (other than annual dues or fees which are dealt with under paragraph 5.04 above) or for conduct unbecoming a member of the Association or its Disciplines, by a vote of at least six directors cast in favour if such revocation, provided that in the case of membership in a Discipline, at least one of that Canoe Discipline Council's appointees to the Board votes in favour of such revocation or suspension; and provided further that no such vote shall take place unless notice in writing has been mailed by prepaid post at least two weeks prior to the date of the Board meeting at which the revocation or suspension is to be considered to the member in question at his last known address which notice shall inform the member of the reasons why revocation or suspension of the membership is to be considered and that he may make oral or written submissions at the Board meeting on the question of the revocation or suspension. The member shall be forthwith notified of the Board's decision on the question of revocation or suspension of his membership.

5.06 Re-admission After Revocation – Any person whose membership is revoked under paragraph 5.05 above may, subject to the terms of the revocation, be re-admitted as a member by application for membership in the usual course; but the Board, or Canoe Discipline Council, as the case may be, may impose whatever conditions it deems appropriate for that member's re-admission.

5.07 Withdrawal – Any member may withdraw his membership from the Association or any of its Disciplines, by delivering to the Association at its Head Office, a written notice of withdrawal of membership. In case of withdrawal, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Association prior to delivery of his withdrawal notice.

5.08 Annual Dues or Fees Remain Payable – In the case of withdrawal, revocation, or suspension of membership, a member nevertheless remains liable for payment of any annual dues or fees levied which became payable by him to the Association prior to his withdrawal from, revocation of, or suspension of membership. In addition, any debt owed by such member to the Association or any of its Disciplines remain outstanding and payable by him.

5.09 Suspension by Councils – Any member of a Discipline of the Association may have his Discipline membership suspended by the Canoe Discipline Council of that particular Discipline, or such Committee created by that Council as may be delegated this function by such Council, for conduct unbecoming a member of that Discipline. Any such suspension shall take effect immediately upon notification in writing to the member. Within four days of the date of his receipt of such notification, the member may, by notice in writing to the Head Office of the Association, require a special meeting of the Board to be convened, by phone or otherwise, as the Board deems appropriate, for consideration of the suspension. The special meeting of the Board shall be convened within three days of receipt of the notice from the member, or as soon thereafter as is reasonably practicable. The suspended member shall be advised either in writing, by phone, or other communication of the time, place, and manner of the meeting, and shall have the right to make written submissions or speak to the Board at such meeting on the suspension. The Board may confirm the suspension or vary the suspension by shortening its duration. The suspended member shall be forthwith notified of the Board's decision once the same has been made.

5.10 Not Meant to Limit Right to Discipline – Paragraphs 5.05 and 5.09 above deal with revocations and suspensions of membership, and are not meant to and do not limit in any way, the right of the Board or of any of the Canoe Discipline Councils to provide for penalties or other disciplinary action within the limits of their jurisdiction.

6. CANOE DISCIPLINE COUNCILS

6.01 Establishment – The Association recognizes that its membership includes persons from three canoe racing disciplines, that is, marathon, white water, and sprint racing. There shall be appointed or elected, three Canoe Discipline Councils, one for and out of the Association membership of the

marathon canoe racing discipline, one for and out of the Association membership of the white water racing discipline, and one for and out of the Association membership of the Sprint Racing Discipline, each such Council consisting of a managerial group of not more than twenty-one persons.

6.02 Responsibilities and Jurisdiction – Except as otherwise expressly provided in the By-Laws of the Association, each Canoe Discipline Council shall have exclusive jurisdiction and power within the Association over and responsibility for: designating the permitted classes of membership for the discipline; the prescribing of, managing of, and control of annual Association membership dues therefor, as well as fees and charges for regatta or race registration or entry, paddler or competitor registration, and generally the internal organization of and conduct of the affairs of the Discipline within the Association; and, the development and management of the technical program of the discipline including the enactment and enforcement of competition rules, definition and control of technical equipment, coaching, officiating, the establishment and management of National and Olympic teams, and the management of the funds specifically in respect of these technical aspects of the discipline granted to the Association by Sport Canada or any other government or private body or agency; and as part of managing their respective National and Olympic teams each Canoe Discipline Council may authorize expenditures out of the said funds in conformity with the terms and conditions of the grant or grants of funds, and employ, on behalf of the Association, team coaches and team support staff for remuneration within the budgetary limits of the aforesaid grants.

6.03 Anti-Doping – The Board of any one or more of the Canoe Discipline Councils may adopt and implement an Anti-Doping Policy and Doping Control Program, provided however, that in the event of conflict between any provision of the Anti-Doping Policy or Doping Control Program of the Board and that of any of the Canoe Discipline Councils, the Board provision in governs and the Board provision in that case shall be deemed part of the Canoe Discipline Council's Anti-Doping Policy or Doping Control Program, as the case may be, and the conflicting provision shall be null and void and of no force or effect. Any Board adopted Anti-Doping Policy or Doping Control Program applies to all three canoe racing disciplines, unless expressly stated otherwise by the Board.

6.04 Rules of Structure – Each Canoe Discipline Council shall cause to be deposited at the Head Office of the Association as soon as practicable after enactment of this By-Law, the Rules with respect to the organization of that canoe racing discipline's Association members and appointment or election of the Canoe Discipline Council, to be known as its "Rules of Structure", which are binding on the members of the Association and which shall include provisions upon the following matters:

- a) The holding of an Annual Meeting of the discipline's Association members on the first Saturday in May of each year, or such other date as

may be determined by the Board of Directors, at the hour of 10:00 a.m. local time at such place as is determined by the Board as hereinafter provided;

- b) The mode of holding the said Annual Meeting and other meetings of that canoe racing discipline's members and of the Canoe Discipline Council itself, provision for quorum at such meetings and rights of voting at such meetings;
- c) The mode of determining annual Association membership dues for discipline members, and of enacting, amending, and repealing canoe racing competition rules, and its Rules of Structure with provision that no enactment, amendment, or repeal of Rules of Structure may be enforced or acted upon until it is deposited at the Head Office of the Association;
- d) The process of acquiring membership in the Association through that canoe racing discipline;
- e) Appointment or election to and removal from the Canoe Discipline Council;
- f) Committees of the Canoe Discipline Council and the terms of reference of Standing Committees;
- g) Rules and responsibilities and named capacity of various Canoe Discipline Council members such as Chairperson, Vice-Chairperson, and Secretary.

6.05 Budget – The Canoe Discipline Council shall prepare budgets for the technical projects of that canoe racing discipline funded by government, whether federal, provincial, or municipal, and present same to the Board of Directors of the Association who shall then deal with and submit same to the appropriate government body as provided in paragraph 8.11 below. Any other applications for government funding shall pass through and be dealt with by the Board in a like manner.

6.06 Solicitation for Private Funds – The Board of Directors shall be kept properly informed, and in advance, of all solicitations by each discipline for private funds.

6.07 Arbitration of Discipline – Where a difference arises between two or more of the Canoe Discipline Councils provided for herein relating to the interpretation, application, or administration of this or any other By-Law of the Association, including any question as to whether a matter is arbitrable, or where an allegation is made by a Canoe Discipline Council that another Canoe Discipline Council has violated a By-Law of the Association, any one of the Canoe Discipline Councils involved may notify the other Council or Councils, as

the case may be, in writing of its desire to submit the difference or allegation to the Board of Directors for arbitration and the notice shall also be delivered to the Director General or Commodore. The Board of Directors shall hear and determine the difference or allegation and shall issue a decision and the decision is final and binding upon the Canoe Discipline Councils and upon any member of the Association affected by it. The decision of a majority is the decision of the Board of Directors for the purpose of this paragraph, but if there is no majority, the decision of the Commodore governs. The provisions in this By-Law for a quorum of the Board of Directors at the meetings apply to this arbitration paragraph with respect to the number of Directors required to hear and determine the difference or allegation.

7. BOARD OF DIRECTORS

7.01 Composition – The property and business of the Association shall be managed by a Board of nine Directors composed of the following persons:

The Immediate Past Commodore
The Commodore
The Vice-Commodore
Two representatives appointed by each Canoe Discipline Council
being six such representatives in all.

7.02 First Directors – The first Directors of the Association under this by-law shall be the six Canoe Discipline Council representatives as aforesaid and those persons who are the Immediate Past Commodore, Commodore, and Vice-Commodore respectively of the Canadian Canoe Association, at the time of this by-law coming into force. The first Directors' term of office on the Board of Directors shall be to the close of the first annual meeting of the Association following the coming into force of this by-law.

7.03 Powers – The Board of Directors, except as otherwise expressly provided by the by-laws of the Association, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and without in any way restricting the generality of the foregoing, the Board may prescribe dues for members of the Association in general as opposed to members of the disciplines of the Association, and solicit funds from private and government sectors and authorize expenditures on behalf of the Association for the furthering of its objects.

7.04 Right to Employ – The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time, and such persons shall be paid such remuneration and have such authority, and shall perform such duties as may be prescribed by the Board of Directors at the time of their appointment or subsequently.

7.05 Qualifications – Any person who is a member of the Association or a member of a member organization of the Association may be a Canoe Discipline Council appointed member of the Board and any person who holds the office in the Association of Immediate Past Commodore, or Commodore, or Vice-Commodore, thereby qualifies as such as a member of the Board.

7.06 Election or Appointment – Forthwith after their respective Discipline Annual Meeting, each Canoe Discipline Council shall deliver in writing to the Executive Director of the Association, the names of the two persons who are that Canoe Discipline Council's appointed members of the Board for the next ensuing term of the Board and those persons become such members of the Board immediately upon the later of the close of the Annual General Meeting of the Association and their appointment to the Board by their respective Canoe Discipline Council. Any person who is elected or appointed Immediate Past Commodore, Commodore, or Vice-Commodore of the Association, subject to the completion of any unexpired term of any sitting member of the Board as provided in paragraph 7.07 below, thereupon and thereby is appointed a member of the Board.

7.07 Term – The term of the members of the Board shall be from the close of the Annual Meeting of the Association in the year of their appointment or election to the Board to the close of the next Annual General Meeting of the Association. If for any reason a successor to any member of the Board of the Board is not appointment, that member of the Board shall continue in office until his successor is appointed.

7.08 Registration – A Director may resign from office upon giving notice thereof in writing to the Association and the resignation becomes effective at the time specified in the registration or upon receipt by the Association, whichever is later. If the Director resigning is the Immediate Past Commodore, Commodore, or Vice-Commodore of the Association his resignation as a Director shall also be his resignation as Immediate Past Commodore, Commodore, or Vice-Commodore, as the case may be, whether or not stated in the resignation.

7.09 Removal – The Directors may, by resolution passed by a vote of at least six Board members cast in favour thereof at a meeting of Directors duly called for that purpose, remove any Director before the expiration of his term of office. If the Director so removed is the Immediate Past Commodore, Commodore, or Vice-Commodore of the Association, then upon his removal from the Board he thereupon ceases to be the Immediate Past Commodore, Commodore, or Vice-Commodore of the Association, as the case may be.

7.10 Vacation of Office on Board – The office of a Director is vacated if such person dies or resigns his office, if he is removed from office as aforesaid, or if he ceases to have the necessary qualifications.

7.11 Filling Vacancy – Immediate Past Commodore, Commodore, Vice-Commodore – Where a vacancy occurs in the seat on the Board of either the Immediate Past Commodore, Commodore, or Vice-Commodore, the Directors then in office, as soon as practicable after the vacancy occurs, whether their number in office amounts to a quorum or not, shall appoint a person to fill the vacancy for the remainder of the term of the Board, and the person so appointed to the Board thereupon becomes Immediate Past Commodore, Commodore, or Vice-Commodore of the Association for the remainder of the term of that office.

7.12 Filing Vacancy – Canoe Discipline Council Board Members – Where a vacancy occurs in the seat on the Board of a member who is a Canoe Discipline Council appointee, the Canoe Discipline Council whose seat on the Board has become vacant shall be asked by the Board, in writing, to appoint a person to fill the vacancy for the remainder of the term and any person so appointed shall fill the vacancy for the remainder of the term of the Board. If the Canoe Discipline Council asked to do so does not appoint a person to fill the vacancy within 60 days of receipt of such request by the Chairperson of the Council (or if there is no Chairperson receipt by any member of the Council), the Board then in office notwithstanding the provisions of paragraph 8.02 below, may appoint a person from the discipline of that Canoe Discipline Council to fill the vacancy for the remainder of the term.

8. MEETINGS OF DIRECTORS

8.01 Place of Meetings – Meetings of the Board of Directors may be held at any place in or outside Canada.

8.02 Quorum – A majority of the number of Directors constitutes a quorum at any meeting of Directors, and, notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

8.03 Calling of Meetings – Meetings of the Board shall be held from time to time at such place, at such time, and on such day as the Commodore, or Vice-Commodore, or any three Directors may determine, and call. Notice of every meeting so called shall be given to each Director not less than fourteen days before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. A notice of a meeting of Directors shall specify any matter referred to in paragraph 5.05, 5.09, 6.07, 7.09, 7.11, or 7.12 above or 10.01, 10.05, or 10.07 below, that is to be dealt with at the meeting but need not otherwise specify the purpose of the business to be transacted at the meeting.

8.04 Regular Meetings – The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

8.05 First Meeting of New Board – Each newly elected Board may, without notice hold its first meeting for the purpose of organization following an Annual General Meeting of members, provided that a quorum of Directors is present.

8.06 Votes to Govern – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question and voting by proxy is prohibited.

8.07 Waiver of Notice – A Director may, in any manner, waive a notice of meeting of Directors; and attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.08 Participating by Telephone – A Director may, if all the Directors of the Association consent, participate in a meeting of Directors or of a committee of Directors by means of such telephone or other communications facilities as permits all persons participating at the meeting to hear each other, and a Director participating in such a meeting is deemed to be present at the meeting.

8.09 Adjournment – Notice of an adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

8.10 Resolution in Lieu of Meeting – A resolution in writing, signed by all the Directors entitled to vote on the resolution at a meeting of Directors or Committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

8.11 Budget Submissions to Government – The Board shall submit to government, federal, provincial, or municipal, as is appropriate, budgets of the Canoe Discipline Councils for their respective technical programs. The Board may review and consider such budgets prior to submission to government but it may not alter them; however, the Board may indicate on submission of such budgets to government whether the budget in question received its approval or not, provided that the Board shall not submit a budget indicating its non-approval

without having provided the Canoe Discipline Council with a reasonable opportunity to obtain Board approval for its budget submission.

9. REIMBURSEMENT OF EXPENSES

9.01 Reimbursement of Expenses – The Directors shall be paid such sums in respect of their out-of-pocket expenses incurred in attending Board, Committee, or Association meetings or otherwise in respect of the performance by them of their duties as the Board may from time to time determine.

10 OFFICERS

10.01 Election or Appointment – The officers of the Association are the Immediate Past Commodore, Commodore, Vice-Commodore, Director General, and such other officers as provided in paragraph 10.12 below. At the last meeting of the Board before each Annual General Meeting of the Association, the Board shall elect or appoint an Immediate Past Commodore, Commodore, and Vice-Commodore for the ensuing term of office. The Board may employ or appoint at any meeting, an Director General or one or more other officers as provided in paragraph 10.12 below. The Immediate Past Commodore, Commodore, and Vice-Commodore must be members of the Association or members of a member organization of the Association. At such last meeting of the Board, the Board shall first elect or appoint a Commodore and Vice-Commodore. If the person holding the office of Commodore is re-elected to that office, the Board shall appoint the person holding the office of Immediate Past Commodore to that same office for the ensuing term. If the person holding the office of Commodore is not re-elected to that office, the Board shall appoint him to the office of Immediate Past Commodore for the ensuing term. No person can hold more than one of the offices of Immediate Past Commodore, Commodore, or Vice-Commodore at any one time. If the person to be appointed to the office of Immediate Past Commodore hereunder is unwilling to be so appointed, the Board may elect or appoint another person to fill that office for the next ensuing term.

10.02 First Officers – The first officers of the Association under this by-law shall be those persons who are the Immediate Past Commodore, Commodore, Vice-Commodore, and Director General of the Canadian Canoe Association at the time this by-law comes into force.

10.03 Term, Removal, Reimbursement of Expenses, and Remuneration – Except as otherwise provided in this by-law, the term of office of the Immediate Past Commodore, Commodore, and Vice-Commodore, shall be from the close of the Annual General Meeting of the Association in the year of their respective appointments to office to the close of the next Annual General Meeting of the Association. The term of office of all other officers not in the employ of the

Association shall be from the time of their respective appointments to the close of the next following Annual General Meeting, subject to removal by resolution of the Board at any time. The term of office of any officer in the employ of the Association shall be coincident with his or her term of employment, but such officers, in the absence of a written agreement to the contrary, shall be subject to removal by resolution of the Board at any time. Officers not in the employ of the Association shall not be paid any remuneration as such, but shall be paid such sums in respect to their out-of-pocket expenses incurred in the performance by them of their duties as the Board may from time to time determine. The terms of employment and remuneration of all officers in the employ of the Association shall be determined from time to time by resolution of the Board.

10.04 Resignation – In the absence of a written agreement to the contrary, an officer may resign from office upon giving notice thereof in writing to the Association and the resignation becomes effective at the time specified in the resignation or upon receipt by the Association, whichever is later. The officer's resignation from office shall also be his resignation as a Director whether or not stated in the resignation.

10.05 Removal – The Directors may, by resolution passed by a majority of the votes cast at a meeting of Directors duly called for that purpose and subject to written agreement to the contrary, remove any officer before the expiration of his term of office. Upon such removal, he thereupon ceases to be a member of the Board of Directors.

10.06 Vacation of Office – The office of the Immediate Past Commodore, Commodore, or Vice-Commodore is vacated if such person dies or resigns his office, if he is removed from office as aforesaid, or if he ceases to have the necessary qualifications.

10.07 Filling Vacancy – Where a vacancy occurs in the office of Immediate Past Commodore, Commodore, or Vice-Commodore, the Directors then in office, as soon as practicable after the vacancy occurs, whether their number in office amount to a quorum or not, shall appoint a person to fill the vacancy for the remainder of the term of office, and the person so appointed thereupon becomes a member of the Board for the remainder of the term of that office.

10.08 Election to Office of Canoe Discipline Council Representative – If at any time a person is or becomes Immediate Past Commodore, Commodore, or Vice-Commodore, he is disqualified from holding a seat on the Board of Directors as a Canoe-Discipline Council appointee and such seat thereupon becomes vacant and shall be filled in accordance with the provisions of paragraph 7.12 above.

10.09 Commodore – The Commodore shall, if present, preside at all special and general meetings of the members, including the Annual General Meeting, and all meetings of the Directors, and shall be charged with the general supervision of the business and affairs of the Association.

10.10 Vice-Commodore – The Vice-Commodore shall be vested with all the powers and shall perform all the duties of the Commodore in the absence or disability or refusal to act of the Commodore. If the Vice-Commodore exercises any such duty or power, the absence or inability of the Commodore shall be presumed with reference thereto. The Vice-Commodore shall also perform such duties and exercise such powers as the Commodore may from time to time delegate to him or the Board may prescribe.

10.11 Director General – The Director General shall be responsible for the proper functioning of all duties normally associated with the function of a Treasurer, and specifically, shall have the custody of the Association funds and securities and shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Association and shall cause to be deposited all money and other valuable securities or effects in the name of and credit of the Association in such depositories as may be designated by the Board of Directors. He shall ensure proper vouchers are kept for Association disbursements and shall render to the Commodore and the Board of Directors at regular meetings of the Board, or whenever the Commodore or the Board of Directors may require it, an account of the finances of the Association and shall produce to them, upon request, the Association books and accounts. He shall arrange that audited financial statements of the Association's finances for the last fiscal year are presented at each Annual General Meeting of the members of the Association. Upon retirement, resignation, or removal from office, he shall immediately restore to the Association, all books, papers, vouchers, money, and other records or property in his possession or under his control, belonging to the Association. The Director General shall also perform all duties normally associated with the function of a corporate Secretary, and specifically, shall attend all meetings of the Directors and act as Secretary thereof, and record all votes and minutes of all proceedings in the books to be kept by him for that purpose. He shall give, or cause to be given, notice of all meetings of the members and of the Directors, and shall keep, or cause to be kept, all books and records required to be kept by the Association under the provisions of the law. He shall also perform such other duties as may from time to time be determined by the Board. He shall procure the necessary data and arrange for printing for an Annual report of the Association for presentation at the Annual General Meeting of members.

10.12 Other Officers – The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

10.13 Variation of Duties – From time to time, the Board may vary, add to, or limit the powers and duties of any officer or officers.

10.14 Agents and Attorneys – The Board shall have power from time to time to appoint agents or attorneys for the Association in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

10.15 Fidelity Bonds – The Board may require such officer, employees, and agents of the Association as it deems advisable, to furnish bonds for the faithful performance of their duties, in such form and with such surety as the Board may from time to time prescribe, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity that is or may be thereby provided.

11. MEETINGS OF MEMBERS

11.01 Annual Meetings – The Annual General Meeting of the members of all three canoe racing disciplines within the Association shall be held on the first Saturday in May of each year or on such other date as the Board, by a vote of at least six in favour thereof, may determine, provided that at least one Canoe Discipline Council appointee to the Board from each discipline votes in favour of such other date. The Annual General Meeting shall commence immediately following the Annual Meeting of each canoe racing discipline's members or 4:00 p.m. local time, whichever is earlier in time, at a place which shall be determined by the Board Directors, having regard to the practicality of the location for the members of all three disciplines, prior to August 1st of the preceding year. Each Annual General Meeting is to be held for the purpose of receiving the Commodore's report, the financial statements and auditors' report, the announcement of the Officers for the ensuing year, and for the transaction of such other business as may properly be brought before the meeting.

11.02 Special Meetings – The Directors may, at any time, call a special general meeting of members of all three canoe racing disciplines within the Association, for the transaction of any business which may properly be brought before such a meeting of members and the Directors shall call such a special general meeting of members on receipt by the Executive Director of a request for same in writing from the Chairpersons of two or more Canoe Discipline Councils.

11.03 Place of Meetings – General meetings of members shall be held at the Municipality within which the Head Office of the Association is located, or at such other place within Canada as the Directors from time to time determine.

11.04 Notice of Meeting – Notice of the time and place of each general meeting of members shall be sent by the Director General not less than 30 days before the date of the meeting to the auditors of the Association, and to each member of the Association in good standing at the close of business on the day next preceding the giving of the notice.

11.05 Persons Entitled to the Present – The persons entitled to attend, and the only persons entitled to attend, any meeting of members, whether a general meeting of members or a meeting of the members of a canoe racing discipline, shall be members in good standing of the Association, and the auditors of the Association. Any other may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.

11.06 Quorum – The quorum for general meetings of members of the Association shall be a meeting quorum of sprint racing members, and of white water racing members, and of marathon racing members as provided for in those disciplines' respective Rules of Structure.

11.07 Voting at General Meetings of Members – At all meetings of members unless otherwise required by the by-laws of the Association, every question shall be decided by three majority votes: a majority of the votes of each of the three disciplines' members cast separately and determined for each discipline respectively in the same manner and with the same proxy requirements as at a meeting of the members of that discipline as provided in the Rules of Structure of that discipline; provided however that notwithstanding what is provided in each disciplines' Rules of Structure, a proxy must produce and deposit with the Director General of the Association prior to the opening of the meeting or with such other person immediately thereafter as may be directed by the Chairperson of the meeting, sufficient appointment in writing from the member for whom the proxy to vote, and no member shall be entitled either in person or by proxy to vote at general meetings of members of Association unless that member has paid all dues, fees, or other assessments of any kind then payable by the member.

Each question to be voted upon by the members of discipline shall be decided on the first instance by a show of hands unless a poll be demanded by a member of that discipline who is entitled to vote. Unless a poll be demanded a declaration by the Chairperson of the meeting that a resolution has been carried or not carried by the vote of a discipline and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the vote accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, it shall be taken in such manner as the Chairperson of the meeting shall direct and the result of such poll shall be deemed to the decision of the discipline being polled upon the matter in question.

It shall be in the absolute discretion of the Chairperson of the meeting, which discipline shall vote on a question first. If a question does not carry on the vote of the discipline first taken, the Chairperson of the meeting may declare that the resolution is not carried without conducting a vote of the other disciplines' members unless a vote be demanded for the record by a member of such other discipline who is entitled to vote. In the case of an equality of votes by a discipline's members, whether upon a show of hands or upon a poll, the resolution in question shall be deemed not carried by the discipline's members.

11.08 Adjournment – The Chairperson of the meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

12. FISCAL YEAR

12.01 Fiscal Year – The financial or fiscal year of the Association shall end on the 31st day of March in each year.

13. APPOINTMENT AND REMUNERATION OF AUDITORS

13.01 Appointment and Remuneration of Auditors – The members of the Association at each Annual General Meeting of the members of all three canoe racing disciplines shall appoint an auditor to hold office until the close of the next Annual General Meeting, and, if an appointment is not so made, the auditor in office continues in the office until a successor is appointed. The Directors may fill by ordinary resolution, any casual vacancy in the office of auditor. The remuneration of an auditor appointed by the members shall be fixed by the members or by the Directors, if they are authorized to do so by the members, but the remuneration of an auditor appointed by the Directors shall be fixed by the Directors.

14. NOTICES

14.01 Method of Giving – Any notice, communication, or other document to be given by the Association to a member, Director, officer, or auditors of the Association under any provision of the letters patent or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to the member's, Director's, or officer's last address as shown on the records of the Association, or if mailed by prepaid post in a sealed envelope addressed to such last address shown on the records of the Association or if telegraphed, or faxed to the last known fax number of that member, Director,

or officer shown on the records of the Association. The Director General may change the address or fax number on the records of the Association of any member, Director, or officer in accordance with any information believed by him to be reliable. A notice, communication, or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice, communication, or document so mailed shall be deemed to have given when it is deposited in a post office or public letter box; and a telegraphed notice shall be deemed to have been given when it is delivered to the appropriate communication company or agency or its representative, for dispatch; and a faxed notice shall be deemed to have been given when its transmission is received and completed at its receiving point and it shall be deemed to have been given on the date and at the time of the receiving point.

14.02 Computation of Time – In computing the date when notice must be given under any provision of the letters patent or by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall, unless otherwise provided, be included.

14.03 Omissions and Errors – The accidental omission to give any notice to any member, Director, officer, or auditors or the non-receipt of any notice by a member, Director, officer, or auditors or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

14.04 Waiver of Notice – Any member (or his duly appointed proxy), Director, officer, or auditor may waive any notice required to be given under the letters patent or by-laws of the Association and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.

14.05 Signatures to Notices – The signatures to any notice to be given by the Association may be written, stamped, typewritten, or printed or partly written, stamped, typewritten, or printed.

15. COMMITTEES

15.01 General – The Board may, from time to time, appoint such committee or committees as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. No such committee shall have any term of reference that relates to matters within the exclusive jurisdiction of a Canoe Discipline Council unless the Canoe Discipline Council has so authorized the Board.

15.02 Standing Committees – The Board of Directors, at its first meeting following each Annual General Meeting of members, shall appoint Standing Committees and Chairpersons as herein provided each with the terms of reference noted. Standing Committee members and Chairpersons shall hold office until the first meeting of Directors following the next Annual General Meeting of members or until their successors are appointed but the Board of Directors may remove at its pleasure any such Committee member or Committee Chairperson. Any Standing Committee may formulate its own rules of procedure, subject to such regulations or directions that the Board may from time to time make.

15.03 By-Laws Committee – The Board or Directors shall appoint a By-Laws Committee consisting of three members, including one representative of each of the three canoe racing disciplines, one of whom shall be named the Chairperson. The Executive Director of the Association shall act as Secretary of this Committee. The duties of this Committee shall be to examine and make recommendations to the Board of Directors on all requests received by the Association recommending or proposing changes to the By-Laws of the Association. The Committee may make recommendations in its own right to the Board of Directors to change the By-Laws with a view to keeping the By-Laws current to the needs of the members of the Association.

15.03 History and Archives Committee – The Board of Directors shall appoint a History and Archives Committee, consisting of a Chairperson who will have authority to add sufficient members to the Committee, to ensure the responsibilities of the Committee, as authorized in its terms of reference as prescribed by the Board from time to time, are met. The Director General shall act as Secretary of this Committee.

16. BY-LAWS

16.01 Enactment – Amendment – Repeal – By-Laws of the Association may, by resolution, be made, amended, or repealed by the Board of Directors, provided that at least one of each canoe racing discipline's appointees to the Board votes in favour of the resolution; provided however, that the Directors shall submit a by-law, or an amendment, or a repeal of a by-law, so made, to the members of the next general meeting of the members of all three canoe racing disciplines, and the members may, by ordinary majority vote, confirm, reject, or amend the by-law, amendment, or repeal.

A by-law, or an amendment, or repeal of a by-law is effective from the date of the resolution of the Directors aforesaid until it is confirmed, confirmed as amended, or rejected by the members as aforesaid or until it ceases to be effective as hereinafter provided and, where the by-law is confirmed, or confirmed as amended, it continues in effect in the form in which it was so confirmed; provided

always that the by-law or amendment or repeal of a by-law shall not be enforced or acted upon until the approval of the Minister has been obtained.

If a by-law, an amendment, or repeal is rejected by the members, or if the Directors do not submit a by-law, an amendment or a repeal to the members as required above, the by-law, amendment, or repeal ceases to be effective and no subsequent resolution of the Directors to make, amend, or repeal a by-law having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the members.

17. EXECUTION OF DOCUMENTS

17.01 Signing Officers – Deeds, transfers, assignments, contracts, and obligations of the Association may be signed by any two of the Commodore, Vice-Commodore, and Executive Director. Notwithstanding this, the Board may, at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract, or obligation or any class of deeds, transfers, contracts, or obligations may be signed.

17.02 Seal – Any person authorized to sign any document may affix the corporate seal thereto.

18. RULES AND REGULATIONS

18.01 Rules and Regulations – The Board of Directors may prescribe such rules and regulations not inconsistent with the By-Laws of the Association relating to the management and operation of the Association as they deem expedient.

19 EFFECTIVE DATE

19.01 Commencement – This By-Law comes into force upon the last happening of confirmation of this By-Law by a vote of at least a majority of the members, as provided for in by-law Number 1 a., at the 1990 Annual General Meeting of the members of the Association; the close of the said 1990 Annual Meeting; confirmation by a majority vote of the members of the Canadian White Water Association, as it was constituted at the time of such confirmation, at a meeting of its members called for that purpose.

20 REPEAL

20.01 Repeal – Upon this By-Law coming into force, By-Law Number 1a. of the Association is repealed. Such repeal shall not affect the previous operation of By-Law Number 1a. so repealed or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or predecessor charter documents of the Association obtained pursuant to, By-Law Number 1a. prior to its repeal. All resolutions of the members or the Directors or a committee of the Board or established pursuant to By-Law Number 1a. with continuing effect passed under By-Law Number 1a. shall continue good and valid except to the extent inconsistent with this By-Law 1a-1990 and until amended or repealed.

ENACTED this 4th day of May, 1990.

WITNESS with the corporate seal of the Association.

Commodore

Vice-Commodore

CONFIRMED by unanimous vote of the members of the marathon and sprint canoe racing disciplines at the Annual General Meeting of the members of the Canadian Canoe Association held at Ottawa, Ontario, May 5th, 1990.

Executive Director

PROPOSED AMENDMENTS TO THE CCA BY-LAW

A GENERAL BY-LAW AMENDMENT RESPECTING THE ELECTION AND APPOINTMENT OF THE OFFICERS OF THE CANADIAN CANOE ASSOCIATION

BE IT ENACTED as a by-law of the Canadian Canoe Association as follows:

1. Paragraph 10.01 Of the General By-law (Election or Appointment of Officers) be amended by deleting the second sentence of that paragraph which reads:

“At the last meeting of the Board before each Annual General Meeting of the Association, the Board shall elect or appoint an Immediate Past Commodore, Commodore, and Vice-Commodore for the ensuing term of office.”

and substituting for that sentence the following:

“At the first meeting of the Board after each Annual General Meeting of the Association, the Board shall elect or appoint an Immediate Past Commodore, Commodore, and Vice-Commodore for the ensuing term of office.”

and deleting the first four words of the fifth sentence of that paragraph which reads “At such last meeting...”, and substituting for those words, the following, “At such first meeting...”

2. Paragraph 10.03 of the General By-law (Term etc. of Officers) be amended by deleting the first sentence of that paragraph and substituting the following sentence which reads,

“Except as otherwise provided in this by-law, the term of office of the Immediate Past Commodore, Commodore, and Vice-Commodore, shall be from the close of the first meeting of the Board following the Annual General Meeting of the Association at which they are elected or appointed, to the close of the first meeting of the Board following the next Annual General Meeting of the Association.”

PASSED by the CCA Board of Directors on November 14, 1993

MOVED by Harold Van Winssen, Whitewater Racing Representative

SECONDED by Sharon Mousseau, Vice-Commodore of CCA

SUBMITTED November 14, 1993