

**BY-LAWS OF SENOBE AQUATIC CLUB**  
**Last Amended December 9, 2020**

**1. NAME AND IDENTITY**

- 1.1. The name of the Association shall be Senobe Aquatic Club.
- 1.2. The official colours of the Club are blue and white. The Club emblem is a winged paddle and the Club singlet shall be predominantly blue in colour.

**2. DEFINITIONS**

“Board” means the twelve to sixteen directors of the Club including those elected at the Annual General Meeting as well as the Past Commodore and the Paddlers’ Representative.

“Club” means Senobe Aquatic Club.

“Registered Paddler” means a member who has joined the club and registered for a paddling program.

“Member in good standing” means any member who has paid the required fees and is not the subject of disciplinary action.

“Adult” means 18 years of age or older on January 1 of the current year.

“Voting Member” means an adult individual member (including an individual lifetime member) or the adult member on a family membership designated as the voting member for the family membership.

**3. MEMBERSHIP**

3.1. The Membership Committee will review all applications for membership. Membership is granted when the Membership Committee approves the application, and when fees are received as set out in the rules, regulations and policies of the Club.

3.2. There shall be two types of member:

- i. **Individual Member:** An individual who is the single applicant for membership. The Board of Directors may from time to time, by unanimous vote, grant Honorary Individual Lifetime Membership to the Club.

- ii. **Family Member:** A family member is a registered paddler, parent, legal guardian or sibling of the same family living in the same household. Each family may designate one adult as the voting member for the family membership.

3.3. The Board of Directors may grant complimentary membership.

3.4. The fees shall be set by the Board of Directors for each class of membership at a Board of Directors' meeting held after the Annual General Meeting and prior to the opening of Summer Program Registration.

3.5. Fees shall be due and payable as indicated in the published registration information and any member whose current dues are not paid in full by the deadline indicated in the registration information shall forfeit the privileges of membership without further notice or proceedings unless the Board of Directors shall extend the time for payment of dues.

#### **4. PRIVILEGES OF MEMBERSHIP**

4.1. All members shall have access to the facilities of the Club, including the private beach and clubhouse, subject to the rules, regulations and policies of the Club.

4.2. All registered paddlers will have access to the paddling training equipment including boats, equipment, and the weight room as set out in the rules, regulations and policies of the Club.

4.3. A non-member may be invited to use the facilities and equipment of the club from time to time as set out in the rules, regulations and policies of the Club.

4.4. All Voting Members in good standing are eligible to vote at the Annual General Meeting or a Special Meeting.

4.5. A Voting Member must be present in order to vote at the Annual General Meeting or a Special Meeting.

4.6. Notwithstanding Article 4.5, the vote of a Paddle-All member may be exercised by the member or a representative on the member's behalf.

4.7. Membership privileges are not transferable.

#### **Suspension**

4.8. The Head Coach or any member of the Board of Directors shall have the authority to impose a temporary suspension of forty-eight (48) hours on any member of the Club who contravenes Club rules, regulations or policies. Where a temporary suspension is imposed the Officers of the Board of Directors will meet within the 48-hour suspension period in order to determine whether any further action, including revocation of

membership, is necessary. The Suspended Member is entitled to notice of the date, place and time of the meeting and will have the right to attend the meeting and to make a written and/or oral submission either personally or through a parent or legal guardian.

- 4.9. Where during a meeting convened pursuant to Article 4.7 the Officers determine that further action is required the Officers may extend the Suspension as appropriate and/or schedule a meeting pursuant to Article 4.10 to consider Revocation.

### **Revocation**

- 4.10. The Board of Directors shall have the right to revoke the membership of any member of the Club upon being satisfied that there exists just cause to do so. Just cause exists where the Board determines that continued membership of the individual is detrimental to the interests of the Club, or to any of its members, policies, or objects.

- 4.11. Any Director may bring a motion seeking revocation of a membership. In such a case the member shall receive a minimum of seven clear days written notice of the date, place and time of the meeting. Notice shall be sent by registered mail to the member's address as shown on the Registrar's records. The member will have the right to attend the meeting and to make a written and/or oral submission, either personally or through a parent or legal guardian.

- 4.12. Any member of the Club may be expelled from membership in the Club upon a majority vote of the Board of Directors.

## **5. BOARD OF DIRECTORS**

- 5.1. The management of the Club shall be vested in the Board of Directors. The Board will be elected at the Annual General Meeting and will hold office until the next Annual General Meeting.
- 5.2. The Board of Directors will be comprised of a minimum of twelve (12) and no greater than sixteen (16) persons including six Officers: Past Commodore, Commodore, Vice Commodore, Secretary, Treasurer and Registrar and no more than 10 Directors including the Paddlers' Representative.
- 5.3. Should a vacancy occur during the year, the remaining Directors may fill the vacancy with another qualified person who shall hold office for the balance of the year.
- 5.4. The Board of Directors shall include one adult member Paddlers Representative. elected by the paddlers during the second or third week of August with the term to commence on the date of the Annual General Meeting. Any registered paddler who is not a Masters paddler is eligible to vote for the Paddlers' Representative.

5.4A Seven members of the Board of Directors shall constitute a quorum, provided that one of the seven members is the Commodore or the Vice-Commodore. Quorum can be achieved with members physically present or connected via conference call or other electronic means.

5.5. A motion will be passed by a majority of those present. The Commodore will cast a vote in the case of a tie.

5.6. A board meeting may be held partially or fully through electronic means, provided that the electronic means used permits all participants to communicate adequately with each other during the meeting. For clarity, a person participating in the a board meeting through electronic means is deemed to be present at the meeting for voting purposes and is counted toward quorum.

5.7. Where, in the opinion of the Commodore, there is a need to have a matter decided on an urgent basis, the board may conduct a vote through e-mail, provided that the Secretary is able to record and verify the validity of the votes cast.

5.8. The Board of Directors shall manage the affairs of the Club, and shall exercise all powers, and act on behalf of the Club in any capacity, except as prohibited by law, or by these by-laws.

5.9. Without restricting the generality of the foregoing, the Board of Directors shall have the power to:

- i. provide for the management of the affairs of the Club;
- ii. determine who shall be entitled to sign on behalf of the Club any bills, notes, receipts, endorsements, cheques, releases, contracts, deeds and documents;
- iii. invest, reinvest, and deal with any money of the Club not immediately required for the purposes of the Club upon such security, and in such manner as they may think fit;
- iv. make, vary, and repeal rules, regulations and policies of the Club, not inconsistent with these by-laws;
- v. appoint its officers, employees, or agents to perform permanent, temporary, or special services as they may from time to time think fit; determine the powers and duties of the officers, employees, and agents, and fix their salaries or benefits; and remove, dismiss or suspend an officer, employee or agent.

5.10. The Board of Directors shall appoint two individuals, one of whom is not a member of the Board, to conduct an independent review of the books and accounts of the Club and report to the Annual General meeting.

5.11. The Board of Directors shall ensure that an annual budget is prepared by the Treasurer or a delegate and approved by the Board.

- 5.12. Absence of a Director from three regular meetings in succession, for which no sufficient reason is given, shall, after due notification be considered as equivalent to resignation.
- 5.13. A Director may be removed by a special resolution of a member of the Club who is entitled to vote, at a special meeting called as per Article 7 and a Director so removed by such special resolution shall cease to hold office at the time of passing of such resolution.
- 5.14. All Directors and Officers shall serve without remuneration and shall not receive any profit from their position. However, a Director or Officer may be paid reasonable expenses incurred in the performance of his/her duties.

### **Borrowing**

- 5.15. The Board of Directors, upon a motion passed by a majority of such Directors, shall be empowered to borrow or secure payments of monies up to a limit of \$10,000.00 upon any one motion, provided that five days notice of the motion has been given to the Board.
- 5.16. The Board of Directors, upon a motion passed by a majority of members present at the Annual General Meeting or a Special Meeting, shall be empowered to borrow or secure payments of monies in excess of \$10,000.00, provided that ten days notice of the motion has been given to every member entitled to vote.

## **6. ANNUAL GENERAL MEETING**

- 6.1. The Annual General Meeting shall be held each year before December 31 at a time and place determined by the Board of Directors.
- 6.2. Notice of the Annual shall be given ten clear days prior to the Meeting, to each member entitled to vote. Notice shall be given by email to the most recent address provided by the member to the Registrar.
- 6.3. Fifteen members who are entitled to vote shall constitute a quorum at any Annual General.
- 6.4. The order of business at the Annual General meeting shall be as follows:
1. Minutes of the last Annual General meeting.
  2. Reports
  3. Unfinished business
  4. New business
  5. Election of officers

## 6. Other Business

- 6.5. All Committee reports will be tabled unread at the meeting. A brief synopsis of the report will be presented by the report author or designate before the report is open for discussion from the floor.
- 6.6. The Annual Member may, in the discretion of the Board, be held partially or fully through electronic means, provided that the electronic means used permits all participants to communicate adequately with each other during the meeting. For clarity, a person participating in the Annual General Meeting through electronic means is deemed to be present at the meeting for voting purposes and is counted toward quorum.

## 7. SPECIAL MEETINGS

- 7.1. The Board of Directors may, whenever it sees fit, and shall, upon receipt of a written notice signed by not less than fifteen eligible voting members of the Club, call a Special Meeting of the Club. The written notice shall clearly state the purpose of the Special Meeting.
- 7.2. Two clear days notice of any Special Meeting shall be given to every member entitled to vote. Notice shall be given by email to the most recent address provided by the member to the Registrar.
- 7.3. Notice of a Special Meeting shall state the purpose for which it is called, and no other business shall be transacted.
- 7.4. Fifteen members who are entitled to vote shall constitute a quorum at a Special Meeting of the Club.
- 7.5. A Special Meeting may, in the discretion of the Board, be held partially or fully through electronic means, provided that the electronic means used permits all participants to communicate adequately with each other during the meeting. For clarity, a person participating in a Special Meeting through electronic means is deemed to be present at the meeting for voting purposes and is counted toward quorum.

## 8. COMMITTEES

- 8.1. There shall be such standing and special committees of the Board of Directors as are found necessary to carry on its work.
- 8.2. The Chair of any Standing Committee shall be a Director of the Club. The Chair shall be appointed by the Commodore to serve for one year or until a successor is appointed, and the Chair, in consultation with the Commodore, may appoint such Committee members as may be required to carry out the duties of the Committee. Standing Committees may include the following:

- i. The Human Resources Committee shall oversee the processes related recruitment, selection, wages, criminal records checks, centralized record keeping and other related requirements for all seasonal and part time employees in collaboration with the Paddling Chair, Head Coach, Day Program Chair, Bar & Canteen Chair and Masters Chair. All employment offers shall be approved by the Executive Officers in advance.
- ii. The Paddling Committee shall ensure the planning and delivery of all paddling programs aimed at maximizing the development of membership and member satisfaction.
- iii. Repealed.
- iv. The Masters Committee shall be responsible to deliver the Masters Program aimed at maximizing member satisfaction and alignment with overall club objectives.
- v. The Facilities Committee is responsible for long and short term facilities planning and execution and shall ensure that the Clubhouse, deck, docks and surrounding grounds are in good repair for the operation of the Club and for the control/management of facilities security.
- vi. The Funding Development Committee is responsible for grants, sponsorships, and other fundraising activities.
- vii. The Membership Committee, chaired by the Registrar, is responsible to maintain accurate records of membership and will register all appropriate members with the provincial and national canoe/kayak organizations, work with the service provider to maintain and improve the registration system and provide advice to the Board related to program enhancements, program fees, website enhancements.
- viii. The Finance Committee, chaired by the Treasurer, is responsible for annual budgeting, accounts receivable, accounts payable, insurance, cash management, payroll, financial control and reporting.
- ix. The Apparel/Branding Committee is responsible for the selection, procurement, inventory control, sales and distribution of Senobe branded apparel, employee uniforms and other branded merchandise deemed appropriate by the Board.
- x. The Canteen & Bar Committee is responsible for the planning and execution of the canteen and bar operations to maximize profit and member satisfaction.

- 8.3. The Commodore may, with approval of the Board of Directors, appoint a Special Committee to carry out a special short term project or special assignment. When the special project has been completed, the Committee shall be dissolved.
- 8.4. Absence of a Committee member from two regular meetings in succession for which no sufficient reason is given shall, after due notification, be considered as equivalent to resignation.
- 8.5. Each Committee shall draw up a detailed statement of its functions which shall be submitted to the Board of Directors for approval. Thereafter this statement shall be examined each year by the Board of Directors for revision or reaffirmation.
- 8.6. Each Committee will prepare its specific objectives for the year and the plan to achieve those objectives which shall be submitted to the Board of Directors for approval.
- 8.7. One-half of the members of a Committee shall constitute a quorum.

## **9. OFFICERS**

9.1. The officers of the Club shall include the Commodore, the Vice-Commodore, the Past Commodore, the Secretary, the Registrar, and the Treasurer.

9.2. The Commodore shall perform the following duties:

- i. preside at meetings of the Club and the Board of Directors
- ii. enforce all the rules, regulations and policies of the Club;
- iii. cast a deciding vote in the case of a tie at any of the meetings at which he/she presides;
- iv. sign all documents, bills of exchange, and cheques as required;
- v. have general supervision over all matters affecting the interests of the Club.
- vi. maintain an oversight function with respect to all Committees;
- vii. perform all such other duties incident to the office.
- viii. maintains visibility to and relationships with the division and national levels
- ix. lead the development, maintenance and execution of a multi-year business plan
- x. onboards new board members
- xi. Supports the Directors and Committees as required.

9.3. The Vice-Commodore shall perform the following duties:

- i. Maintains relationships at the division and nationals levels and helps to ensure Senobe's plans are aligned.
- ii. Ensures critical annual activities occur related to regulatory, CKC, ADCKC, funding and other activities deemed critical.
- iii. Conducts an annual review of insurance coverage and makes recommendations to the Board.



- iv. Assists in leading the development and maintenance of the multi- year strategic plan.
- v. Assists with onboarding new board members.
- vi. Supports the Committees and Directors as delegated by the Commodore
- vii. Lead the development and maintenance of club policies.
- viii. may perform the duties of the Commodore in his/her absence, and other such duties which are delegated by the Commodore from time to time.

If the Vice Commodore is unable to perform the duties, the Commodore may delegate the duties to the Past Commodore.

9.4. The Treasurer shall perform the following duties:

- i. receive all monies or securities due to the Club;
- ii. manage and keep proper records of all revenues and expenses;
- iii. deposit all revenues in an insured Depositing Institute approved by the Board;
- iv. produce monthly financial statements;
- v. prepare or assist in the preparation of a report for the Annual General Meeting;
- vi. assist in the preparation of an annual audit;
- vii. assist with budget preparation and forecasts as required;
- viii. ensure that all cheques are signed by two of the following persons: the Treasurer, the Commodore, one other person designated by the Commodore;

9.5. The Secretary shall perform the following duties:

- i. keep a record of all meetings of the Club and of the Board and to distribute minutes and action of each meetings to all members of the Board in a timely manner;
- ii. keep a record of all actions, correspondence and internal communication under the direction of the Commodore and/or the Board;
- iii. notify the membership of all Annual General and Special meetings, and notify the Board of Directors of all Board meetings;
- iv. perform such other duties incident to the role of Secretary or that are properly required by the Board of Directors;
- v. maintain the annual operational calendar

9.6. The Registrar shall perform the following duties:

- i. be responsible to maintain an accurate register of Club Members;
- ii. be responsible for the registration of all members, the collection and recording of the appropriate fees and member status and the issuance of certificates of membership;
- iii. act as Chair of the Membership Committee
- iv. be responsible to ensure the registration of the appropriate members to the provincial and national canoe/kayak organizations.

## **10. ELECTION PROCEDURE**

- 10.1. The Nominating Committee shall be struck eight weeks before the Annual General Meeting. The Nominating Committee shall consist of not less than three members of the Club, one of whom is not a member of the Board of Directors.
- 10.2. Repealed.
- 10.3. The Nominating Committee shall nominate not less than eleven candidates for the Board of Directors and the offices of Commodore, Vice-Commodore, Secretary, Registrar and Treasurer. Persons serving on the Nominating Committee can be nominated for office.
- 10.4. Notice of nominations by the Nominating Committee as well as any vacant positions shall be supplied to every Voting Member at least 10 days in advance of the Annual General meeting. Notice shall be given by email to the most recent address provided by the member to the Registrar.
- 10.5. Following notice of nominations by the Nominating Committee, additional nominations may be made by providing a notice of nomination to the Secretary at least 5 days in advance of the Annual General Meeting. A notice of nomination made under this provision must be signed by at least 3 Voting Members. A notice of nomination must also be signed by the person being nominated to indicate consent to the nomination. The Secretary may prescribe a form to be used for a notice of nomination under this provision. If a notice of nomination is received by the Secretary, the Secretary must provide notice of the nomination to every Voting Member at least 3 days prior to the Annual General Meeting.
- 10.6. If no more than one person is nominated for an Executive position or if no more than 9 persons are nominated for non-executive Director positions, no ballot is required.
- 10.7. Where a ballot is required, the Commodore shall appoint two scrutineers. A candidate for an Executive position must receive votes from the majority of the Voting Members present in order to be elected. The 9 candidates for non-executive Director positions receiving the most votes shall be elected.

## **11. AMENDMENTS**

- 11.1. Voting Members will receive notice of intention to propose changes to the By-laws with the notice of the date of the Annual Meeting.
- 11.2. By-laws may be made, amended, or repealed by a resolution passed by three quarters of Voting Members present at any Annual General meeting or special meeting, provided, however, that the by-law, or the amendment or repeal of any by-law, shall not

be enforced or acted upon until the approval of the Registrar of Joint Stock Companies has been obtained.

## **12. INSPECTION OF BOOKS**

12.1. Upon ten clear day's notice in writing, a member of the Club may inspect the books and records of the Club between 9:00 o'clock in the forenoon and 5:00 o'clock in the afternoon at the registered office of the Club.

12.2. The written notice shall include a detailed description of the books and/or records requested for inspection.

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## **14. COMPLAINTS**

14.1. Any complaint concerning the management of the affairs of the Club or its employees, or relating to the conduct of a member, shall be made in writing to the Secretary or to the Commodore. At the next meeting of the Board of Directors the Board will be made aware of the complaint and will determine the appropriate course of action to ensure that the complaint is addressed in accord with the rules, regulations and policies of the Club.

## **15. SEAL**

15.1. The Secretary of the Club shall be charged with the custody of the Seal of the Club and the Seal shall be fixed to all contracts, deeds and other instruments or documents on behalf of the Club by the Secretary.