

BY-LAWS OF CANOE KAYAK NOVA SCOTIA

1. In these By-laws, unless there be something in the subject or context inconsistent therewith:
 - a) "Society" means Canoe Kayak Nova Scotia Society.
 - b) "Registrar" means the Registrar of Joint Stock Companies.
 - c) "Paddling" includes "canoeing" and "kayaking".
 - d) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership

2. The subscriber to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these By-laws, and none others, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Any member of the Society shall be entitled to attend and vote at any General Meeting of the Society and to hold any office, but there shall be no proxy voting.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership in the Society:
 - a) any individual
 - b) any family; a family consisting of at least one parent and one child
 - c) any recognized group of 5 or more people, and, except for the leader(s), being under 18 years of age.
7. A person or persons shall become a member of the Society:
 - a) by directly joining the Society
 - b) by resolution of the Board of Directors any person who has given outstanding service to paddling in Nova Scotia may be appointed an Honorary Member of the Society.
8. An Affiliated Association may become a member and shall consist of the following classifications:

- a) Regional Paddling Association Membership - Membership shall be open under this classification provided that such Association shall be in harmony with the purpose and goals of the Society.
- b) Club Membership - Any duly chartered paddling club active in promoting paddling and in agreement with the objectives of the Society.
- c) Associate Membership - Any organization of related fields who agrees with the stated aims and objectives of the Association.

9. Payment of Dues:

- a) Members shall pay dues as stipulated from time to time in the Society's schedule of dues.
- b) Payment of dues shall be made on an annual basis and in the event that a member fails to pay dues required of him within 90 days of having been sent written notice requiring payment of same, membership shall cease.

10. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.

11. Membership in the Society shall cease upon the death of a member or if, by notice in writing to the Society, he/she resigns his membership, or if he/she ceases to qualify for membership in accordance with these By-laws.

Fiscal Year

12. The fiscal year of the Society shall end on October 31 each next year.

Meetings

13. Each member at the Annual General Meeting shall have one vote except the Chairperson who shall have no vote, and each family membership shall be entitled to two votes provided that the voting members are of the age of majority. In case of an equality of votes, a motion shall be deemed to be defeated.

14. At any General Meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect made in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.

15. 12 members will constitute a quorum at a general meeting. If within ½ hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall be dissolved.

16. The President of the Society shall preside as Chairman at every general meeting of the Society; if there is no President or if at any meeting he/she is not present at the time of holding the same, a Vice President shall preside as Chairman. If there is no President

or Vice President or if at any meeting neither the President nor the Vice President is present at the holding of the same, the members present shall choose someone of their number to be Chairman.

17. All voting will be done with a show of hands unless simple majority wishes ballot voting to be undertaken.
18. The annual general meeting shall be held within 3 months from the end of the fiscal year.
19. To amend, add or delete any By-law, notice of motion to this intent, delivered by mail or electronic mail to each member, 30 days prior to any general meeting, must be given. The vote can then be taken at that General Meeting. A special resolution is required to amend the Memorandum or By-laws.
20. Appointment of auditors of accounts may be made at the Annual General Meeting.
21. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance and operating account.
22. Annual reports from officers and committees shall be presented at the Annual General Meeting.
23. At each Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - a) Minutes of the preceding General Meeting
 - b) Consideration of the annual reports of the Officers
 - c) Consideration of the financial statements, including balance sheet and operating statement
 - d) Election of Officers for the ensuing year.
24. A General Meeting may be called whenever a request in writing for such a meeting signed by the lesser of 50 members or 3 percent of the membership total of the previous year and stating fully the object(s) of such a meeting is received by the Secretary.

If within 14 days after receiving a request for a General Meeting, the Secretary has not issued a notice convening a General Meeting not later than 28 days from the date of the receipt of the request, the members themselves may convene an General Meeting within two months from the date of the receipt of the request at a time and place they consider appropriate.
25. Cheques shall be signed by any two of up to four persons, appointed by the Board. All receipts will be endorsed and credited to an account under the supervision of the Treasurer.

Board of Directors and Executive Committee

26. The affairs of the Society shall be managed by a Board of Directors and Executive Committee. The day-to-day operation of the Society shall be managed by the Officers.

27. The Board of Directors of the Society shall consist of:
- a) 5 Officers
 - b) 7 additional Directors.

If the immediate Past President is not available for any reason, the next immediate Past President shall assume this role.

28. The Officers shall consist of: President, Vice President, Secretary, Treasurer, and Past President.
29. Any Director shall be deemed to have resigned upon receipt by the Secretary of a letter of resignation.
30. All vacancies on the Board of Directors and Officers shall be replaced by the Board for the remainder of the uncompleted term until the next Annual General Meeting.
31. The Board of Directors may set regular meeting dates. Except as otherwise required by law, the Board of Directors may hold its meeting at such place or places as it from time to time may determine. General Meetings may be formally called by the President. Notice shall be sent by mail or electronic mail 10 days prior to such meetings. The statement by the Secretary or the President that such notice has been sent; pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
32. A Board of Directors meeting may be held immediately prior to or following the Annual General Meeting without prior notice.
33. The Directors may transact any business, either general or specific, at any meeting of the Board of Directors.
34. Failure to receive notice of a meeting of the Board of Directors shall not invalidate such meetings, provided such notice of meeting was sent to the last known address of the Board Member. The Officers shall meet on call by the President with reasonable notice, or any three (3) members of the Officers may cause a meeting to be called.
35. A simple majority of the Directors shall constitute a quorum for the transaction of business by the Board of Directors. A simple majority of the Officers shall constitute a quorum.
36. Motions arising at any meeting of the Board of Directors shall be decided by a simple majority. Each voting member of the Board of Directors shall have one vote except the Chairman who shall have no vote. Any member of the Board of Directors may require a written ballot to be case, otherwise a simple show of hands will suffice. In the case of a tie, the motion will have deemed to be defeated. A declaration by the Chairperson that a motion has been carried and an entry to that effect in the minute book shall be prima facie evidence to that fact.
37. Motions arising at any meeting of the Officers shall be decided by a simple majority.

Powers of Directors

38. The Board may, by special resolution, remove any director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such a time only as the director in whose place they are appointed would have held office if they had not been removed.
39. The Directors of the Society may administer the affairs of the Society in all things and may make or cause to be made for the Society and its name, any kind of contract which the Society may lawfully enter into and may exercise and do such other acts and things as the Society may, by its constitution, be authorized to do.

Duties of Officers

40. The President shall be charged with the general management of the affairs of the Society, subject to any delegation of such duties and responsibilities to the Vice Presidents or any other Officer, Director or employee of the Society as the Board of Directors may approve. The President shall preside at all meetings of the members and Board of Directors.
41. The Vice Presidents shall represent the President in the affairs of the Society and shall be assigned special duties by the Board as required.
42. The Secretary shall be the clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and ensure that the proceedings are recorded and circulated. The Secretary will also ensure that proper notice of meetings is forwarded. Also that all books, reports and papers of the Society are properly retained.
43. The Treasurer shall ensure that an accurate record of all financial transactions of the Society is maintained.
44. Deeds, transfers, liens, contract, and engagements authorized by the Association shall be signed by any 2 of the 4 signing officers as determined by the Board.
45. The Directors shall see that all necessary books and records of the Association required by the By-laws of the Society or by any applicable statute or law are regularly and properly kept.

Miscellaneous

46. The borrowing powers of the Society may be exercised by special resolutions of the members.
47. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon the resolution of the Board of Directors.

48. The books and records of the Society 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 Society.