

# **Alberta Whitewater Association**

## **BYLAWS**

**Revised 2014**

**ALBERTA WHITEWATER ASSOCIATION**  
**BYLAWS**  
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## **Article 1 – Preamble**

### **1.1 The Society**

The name of the society is the Alberta Whitewater Association which may also be known or referred to as “AWA”.

### **1.2 The Bylaws**

The following articles set forth Bylaws of the Alberta Whitewater Association .

## **Article 2 – Defining and Interpreting the Bylaws**

### **2.1 Definitions**

In these Bylaws, the following words have these meanings:

**2.1.1 Act** means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

**2.1.2 Annual General Meeting** means the annual general meeting described in Article 4.

**2.1.3 Board** means the Board of Directors of this Society as described in Article 4.

**2.1.4 Bylaws** means the Bylaws of this Society as amended and accepted by Alberta Registries.

**2.1.5 Director** means any person elected or appointed to the Board. This includes the President.

**2.1.6 Member** means a Member of the Society as defined in Article 3.

**2.1.7 Officer** means any Officer listed in Article 5.

**2.1.8 Registered Office** means the registered office for the Society.

**2.1.9 Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society.

**2.1.10 The Society** means the Alberta Whitewater Association.

**2.1.11 Special Meeting** means the special meeting described in Article 5.2.

**2.1.12 Special Resolution** means:

- a. a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days’ notice for this meeting. The notice must state the proposed resolution.
  - i. There must be approval by a vote of 51% of the voting Members in attendance who must vote in person.
- b. a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days’ notice - All the Voting Members eligible to attend and vote at the General Meeting must agree; or a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

**2.1.13 Voting Member** means a Member entitled to vote at the meetings of the Society.

### **2.2 Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws.

**2.2.1 Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.

**2.2.2 Corporation:** words indicating persons also include Corporations, Associations or other Societies.

**2.2.3 Headings** are for convenience only. They do not affect the interpretation of these Bylaws.

**2.2.4 Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.

**2.2.5 Words pertaining to gender:** 'he/him' are given to refer to either gender.

## **Article 3 – Membership**

Membership in the AWA is open to any whitewater paddling enthusiast; individual or group (club) that conform to the classification in section 3.1.

The Board of the AWA has the right to refuse the application of any group (club) or individual.

Memberships are not transferable.

### **3.1 Classification of Members**

There are three categories of Members:

- a. Club Members – voting
- b. Individual Members – non voting
- c. Commercial Members – non voting

#### **3.1.1 Club Members**

To become a Club Member, a Club shall:

- a. have a minimum 5 members
- b. pay the annual Club membership fee, such fee to be determined by the board of the society
- c. pay the prescribed fee for each member if insurance coverage is desired
- d. apply to and be accepted into the society by a motion of the board

#### **3.1.2 Individual members**

To become an Individual Member, an individual must:

- a. pay the annual AWA individual membership fee

#### **3.1.3 Commercial Members**

To become a Commercial Member, an individual or organization shall:

- a. pay the annual membership fees for Commercial members.
- b. apply to and be accepted into the society by a motion of the board

### **3.2 Membership Fees**

#### **3.2.1 Membership year**

The membership year is January 1<sup>st</sup> to December 31<sup>st</sup>. Memberships are not pro-rated.

#### **3.2.2 Setting Membership Fees**

The Board decides annual membership fees for each category of Members.

#### **3.2.3 Payment Date for Fees**

The annual membership fees are due on January 31<sup>st</sup> each year.

New members may join throughout the year. Membership becomes effective upon receipt of the fee. There is no pro-rated fee for memberships through the year.

**3.3 Rights and Privileges of Members**

**3.3.1** Any Member in good standing is entitled to:

- a. receive notice of meetings of the Society;
- b. attend any meeting of the Society;
- c. speak at any meeting of the Society; and
- d. exercise other rights and privileges given to Members in these bylaws.
- e. receive consideration when letters of support are requested
- f. participate in AWA programs and events

**3.3.2** Voting Members

The only Members who can vote at meetings of the Society are Club members who have been identified as the voting representative of a Club that is in good standing. Voting representatives must be at least eighteen (18) years old.

Only Clubs that have joined AWA (paid membership fee and been accepted by the AWA Board) at least 4 months prior to the Annual General Meeting will be eligible to vote.

**3.3.3** Number of Votes

Club Members have a number of votes based upon their own membership. One representative from the member club will be appointed to vote on behalf of that club, and will be given a voting paddle representing the number of votes held by that member club

<u>Club Membership</u>	<u>Number of Votes</u>
5-29	2
30 – 59	3
60 and above	4
Each Current AWA Board Member	1

**3.3.4** Member in Good Standing

A Member is in good standing when:

- a. the Member has paid membership fees or other required fees to the Society ; and
- b. the Member is not suspended as a Member as provided for under Article 3.5.

**3.4 Suspension of Membership**

**3.4.1** Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member’s membership for not more than three (3) months, for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws;
- b. if the Member has disrupted meetings or functions of the Society; or
- c. if the Member has done or failed to do anything judged to be harmful to the Society.

**3.4.2** Notice to the Member

**3.4.2.1** The affected member will receive written notice of the Board’s intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks’ notice before the Special Meeting.

**3.4.2.2** The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

**3.4.2.3** The notice will state the reasons why suspension is being considered and when the member may present to the Board.

### **3.4.3 Decision of the Board**

**3.4.3.1** The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

**3.4.3.2** The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

**3.4.3.3** The Board may exclude the Member from its discussion of the matter, including the deciding vote.

**3.4.3.4** The decision of the Board is final.

## **3.5 Termination of Membership**

### **3.5.1 Resignation**

**3.5.1.1** Any Member may resign from the Society by sending or delivering a written or emailed notice to the Secretary or President of the Society.

**3.5.1.2** Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

### **3.5.2 Death**

The membership of an Individual Member is ended upon his or her death.

### **3.5.3 Deemed Withdrawal**

**3.5.3.2** In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

### **3.5.4 Expulsion**

**3.5.4.1** The Society may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

**3.5.4.2** This decision is final.

**3.5.4.3** On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

## **3.6 Transmission of Membership**

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

## **3.7 Continued Liability for Debts Due**

Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

### **3.8 Limitation on the Liability of Members**

No Member is, in his individual capacity, liable for any debt or liability of the Society.

## **Article 4 – Meetings of the Society**

### **4.1 The Annual General Meeting**

**4.1.1** The Society holds its Annual General Meeting no later than March 30 of each calendar year. The Board sets the place, day and time of the meeting.

**4.1.2** The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

#### **4.1.3** Agenda for the Meeting

The Annual General Meeting deals with the following matters at minimum:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. considering the President's report;
- d. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the auditors, if required;
- f. electing the Directors; and
- g. considering matters specified in the meeting notice; or properly brought before the meeting.

#### **4.1.4** Quorum

Attendance by at least 25% of the Voting Members at the Annual General Meeting is a quorum.

### **4.2 Special Meeting of the Society**

#### **4.2.1** Calling of Special Meeting

A Special Meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
- c. on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

#### **4.2.2** Notice

The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

#### **4.2.3** Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

#### **4.2.4 Procedure at the Special Meeting**

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

### **4.3 Proceedings at the Annual or a Special Meeting**

#### **4.3.1 Attendance by the Public**

Annual General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

#### **4.3.2 Failure to Reach Quorum**

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

#### **4.3.3 Presiding Officer**

**4.3.3.1** The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

**4.3.3.2** If neither the President nor the Vice-President is present within one-quarter (1/4) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

#### **4.3.4 Adjournment**

**4.3.4.1** The Presiding Officer may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

**4.3.4.2** No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

**4.3.4.3** The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

#### **4.3.5 Voting**

**4.3.5.1** Each Club Member has the set number of votes as per section 3.3.3. Voting paddles will be issued to the Clubs attending for the Clubs set number of votes. A ballot is used if at least five (5) voting Members request it.

**4.3.5.2** The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

**4.3.5.3** A Voting Member may not vote by proxy.

**4.3.5.4** A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

**4.3.5.5** The Presiding Officer declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

**4.3.5.6** Five Voting Members may request a ballot vote. In such case, the Chair or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

**4.3.5.7** Members may withdraw their request for a ballot.



**4.3.5.8** The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

**4.3.6** Failure to Give Notice of meeting

No action taken at a General meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect the meaning.

**4.3.7** Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution at a Special Meeting. This resolution is as valid as one passed at a General meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.

## **Article 5 – The Governance of the Society**

### **5.1. The Board of Directors**

**5.1.1** Governance and Management of the Society

The Board governs and manages the affairs of the Society.

The Board may hire a paid administrator and/or program personnel to carry out functions under the direction and supervision of the Board.

**5.1.2** Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- a. Promoting the objects of the Society;
- b. Promoting membership in the Society;
- c. Maintaining and protecting the Society's assets and property;
- d. Approving an annual budget for the Society;
- e. Paying all expenses for operating and managing the Society;
- f. Paying persons for services and protecting persons from debts of the Society;
- g. Investing any extra monies;
- h. Financing the operations of the Society, and borrowing or raising monies;
- i. Approving all contracts for the Society;
- j. Maintaining all accounts and financial records of the Society;
- k. Appointing legal counsel as necessary;
- l. Making policies, rules and regulations for managing and operating the Society and using its facilities and assets;
- m. Selling, disposing of, or mortgaging any or all of the property of the Society; and
- n. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

**5.1.3** Composition of the Board

The Board consists of an Executive Committee, the Directors elected at the Annual General Meeting from among the members, and the Discipline Directors appointed by the Disciplines and approved by the Board.

**5.1.3.1** The Board's Executive Committee will be made up of

- i. President
- ii. Vice President

- iii. Secretary
- iv. Treasurer

**5.1.3.2** Directors will be elected with the following areas of focus

- v. Communications and Marketing
- vi. Facilities and Environment
- vii. Education and Leadership
- viii. Recreation Development
- ix. Director at Large

**5.1.3.3** Directors representing the whitewater competitive disciplines will be nominated by their respective discipline associations and these will be approved by the Board of the AWA. The names of the nominated representatives will be provided to the AWA nominating committee or secretary by the respective discipline organization for approval at the next Board meeting.

- x. Canoe Polo
- xi. Slalom
- xii. Freestyle

**5.1.4** Election of the Directors

Election of the Directors and the President shall occur at the Annual General Meeting of the Society where the voting members will vote.

**5.1.4.1** Members of the Board will be elected for 2 year terms.

**5.1.4.2** Members may be elected for a maximum of 3 consecutive terms.

**5.1.4.3** Election of Board positions will be staggered.

The Board members listed below will be elected on even years beginning at the AGM in 2014.

- i. President
- ii. Secretary
- iii. Communications and Marketing
- iv. Recreation Development
- v. Education and Leadership

To initiate the desired staggering of positions and Board, these Board members will initially be elected for a one year term. Beginning in 2014, these Board members will be elected for two year terms. Once the stagger is achieved, these roles will be elected in odd years.

- vi. Vice President
- vii. Treasurer
- viii. Facilities and Environment
- ix. Director at Large

**5.1.5** Resignation, Death or Removal of a Director

**5.1.5.1** A Director, including the President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

**5.1.5.2** Voting Members may remove any director including the President, before the end of his term. There must be a majority vote at a Special Meeting called for this purpose.

**5.1.5.3** If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill a vacancy for the remainder of the term.

### **5.1.6 Meetings of the Board**

**5.1.6.1** The Board holds a minimum of six (6) meetings each year.

**5.1.6.2** The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

**5.1.6.3** Ten (10) days' notice for Board meetings is mailed to each Board member. There may be five (5) days notice by telephone or email. Board Members may waive notice.

**5.1.6.4** The required number of Directors present at any Board meeting to reach quorum is 50% + 1 of the total number of directors

**5.1.6.5** Each Director, including the President, has one (1) vote.

**5.1.6.6** The President has a second or casting vote in the case of a tie vote

**5.1.6.7** Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

**5.1.6.8** All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

**5.1.6.9** A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

**5.1.6.10** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

**5.1.6.11** A Director may waive formal notice of a meeting.

## **5.2 Officers**

**5.2.1** The Officers of the Society are the President, Vice-President, Secretary and Treasurer.

**5.2.2** The Officers hold office until re-elected, until they have been elected and served three terms or until a successor is elected.

## **5.3 Duties of the Officers of the Society**

**5.3.1** The President:

- Supervises the affairs of the Board,
- Chairs all meetings of the Society, the Board and the Executive Committee;
- Is an *ex officio* member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Society;
- Presides the Executive Committee; and
- Carries out other duties assigned by the Board.

**5.3.2** The Vice President:

- Presides at meetings in the President's absence.
- If the Vice-President is absent, the Directors elect a Chair for the meeting.
- Replaces the President at various functions when asked to do so by the President or the Board;
- Chairs the Personnel Committee;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

#### **5.3.3 The Secretary:**

- Attends all meetings of the Society, the Board and the Executive Committee,
- Keeps accurate minutes of these meetings; in both hard copy and electronic format
- Has charge of the Board's correspondence;
- Makes sure a record of names and addresses of all Members of the society is kept;
- Makes sure all notices of various meetings are sent;
- Makes sure annual fees are collected and deposited;
- Keeps the Seal of the Society;
- Files the Annual Return, changes in the directors of the organization, amendments
- in the bylaws and other incorporating documents with the Corporate Registry including changing the Registered Office of the Society; and
- Carries out other duties assigned by the Board.

#### **5.3.4 The Treasurer:**

- Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

### **5.4 Board Committees**

#### **5.4.1 Establishing Committees**

The Board may appoint committees to advise the Board.

#### **5.4.2 General Procedures for Committees**

**5.4.2.1** A Board Member or designate chairs each committee created by the Board.

**5.4.2.2** The President or designated Committee Chair calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees
- provides reports to each Board meeting at the Board's request.

**5.4.2.3** The meeting Notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

**5.4.2.4** A majority of the committee members present at a meeting is a quorum.

**5.4.2.5** Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

## **5.5 Standing Committees**

The Board establishes these committees:

- a. Executive Committee; standing committee
- b. Personnel Committee; adhoc committee
- c. Finance Committee; standing committee and
- d. Nominating Committee; adhoc committee

**5.5.1** The Executive Committee: A standing committee:

- a. Consists of the President, Vice-President, Secretary, Treasurer.
- b. Is responsible for:
  - planning agendas for Board meetings;
  - carrying out emergency and unusual business between Board meetings;
  - reporting to the Board on actions taken between Board meetings;
  - carrying out other duties as assigned by the Board.
- c. Meets as deemed necessary. The meetings are called by the Chair or on the request of any two (2) other Officers. They must request the Chair in writing or email to call a meeting and state the business of the meeting.
- d. Any business undertaken by the Executive Committee must be ratified by the Board at the next scheduled Board meeting.
- e. All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is Passed.
- f. A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.
- g. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- h. An Officer may waive formal notice of a meeting.

**5.5.2** The Personnel Committee: An adhoc committee:

- a. Consist of the Vice-President, who is the Chairperson, and two (2) other Members appointed by the Board;
- b. Is responsible for:
  - recommending a job description, qualifications, and performance appraisal system for the Executive Director;
  - interviewing applicants for the position of Executive Director of the Society and recommending an appointment to the Board;
  - recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits
  - acting as a mediator for personnel problems;
  - reviewing the annual evaluation of the paid staff and volunteers;
  - recommending personnel policies for volunteers;
  - reporting on the year's activities at the Annual General Meeting; and
  - carrying out other duties assigned by the board.

**5.5.3** The Finance Committee: A standing committee:

- a. Consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board.
- b. Is responsible for:
  - recommending budget policies to the Board;
  - investigating and making recommendations to the Board for acquiring funds and property;
  - recommending policies on disbursing and investing funds to the Board;
  - establishing policies for Board and committee expenditures;
  - arranging the annual audit of the books;
  - reporting on the year's activities at the Annual General Meeting; and
  - carrying out other duties assigned by the Board.

**5.5.4 The Nominating Committee: An adhoc committee:**

- a. Consists of the Secretary, who chairs the committee, and two (2) other Members appointed by the Board.
- b. Is responsible for:
  - preparing a slate of nominees for the President's position;
  - preparing a slate of nominees for each vacant Director position;
  - orienting new board members; and
  - presenting its recommendations to the Annual General Meeting.

## **5.6 The Executive Director**

**5.6.1** The Board may hire an Executive Director to carry out assigned duties

**5.6.2** The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

**5.6.3** The Executive Director acts as the administrative officer of the AWA and the representative of the board in:

- attending board, and other meetings, as required;
- hiring, supervising, evaluating and releasing all other paid staff;
- interpreting and applying the Board's policies;
- keeping the Board informed about the affairs of the Society;
- preparing budgets for Board approval;
- planning programs and services based on the Board's priorities; and
- carrying out other duties assigned by the Board.

## **Article 6 – Finance and Other Management Matters**

### **6.1 The Registered Office**

The Registered Office of the Society is 11759 Groat Road, Edmonton, Alberta, T5M 3K6.

Another place may be established at the Annual General Meeting or by resolution of the Board.

### **6.2. Finance and Auditing**

**6.2.1** The fiscal year of the Society ends on December 31<sup>st</sup> of each year.

**6.2.2** There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant appointed at each Annual General Meeting or individuals as defined by the Societies Act must do this audit. Alternatively two members of Clubs may be delegated to complete an "unqualified audit" on behalf of the Board. At each Annual General

Meeting of the Society, the auditor submits a complete statement of the books for the previous year.

### **6.3 Seal of the Society**

**6.3.1** The Board may adopt a seal as the Seal of the Society.

**6.3.2** The Secretary has control and custody of the seal, unless the Board decides otherwise.

**6.3.3** The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

### **6.4 Cheques and Contracts of the Society**

**6.4.1** The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances, in conjunction with a second signature.

**6.4.2** All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

### **6.5 The Keeping and Inspection of the Books and Records of the Society.**

**6.5.1** The Secretary keeps a copy of the Minute Books in both electronic and hard copy format and records minutes of all meetings of the Members and of the Board.

**6.5.2** The Secretary keeps the original Minute Books. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

**6.5.3** The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.

**6.5.4** A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.

**6.5.5** Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office or other regular business premises operated by the Society.

**6.5.6** All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.

**6.5.7** Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

### **6.6 Borrowing Powers**

**6.6.1** The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

**6.6.2** The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

### **6.7. Payments**

**6.7.1** No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

**6.7.2** Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

**6.8 Protection and Indemnity of Directors and Officers**

- 6.8.1** Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- 6.8.2** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.
- 6.8.3** Directors or Officers can rely on the accuracy of any statement or report prepared by the Society’s auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

**Article 7 – Amending the Bylaws**

- 7.1** These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.
- 7.2** The twenty-one (21) days’ notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 7.3** The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and pending acceptance by the Corporate Registry of Alberta.

**Article 8 – Distributing Assets and Dissolving the Society**

- 8.1.** The Society does not pay any dividends or distribute its property among its Members.
- 8.2.** If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to Paddle Alberta.
- 8.3.** Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

DATED at the \_\_\_\_\_, in the Province of Alberta, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.