

PADDLE MANITOBA INCORPORATED CONSTITUTION and BYLAWS

OPERATING NAME "PADDLE MANITOBA"

CONSTITUTION of PADDLE MANITOBA

1. **Name.** The name of the organization shall be Paddle Manitoba.
2. **Incorporation.** Paddle Manitoba is incorporated under the Manitoba Corporations Act as Corporation No. 3503305.
3. **Objectives.**
 - a. To promote leadership, training, and safety standards for recreational and wilderness paddling in Manitoba.
 - b. To network with clubs, associations, and organizations which have goals and objectives consistent with those of Paddle Manitoba.
 - c. To support government and non-government agencies that advocate for the protection and preservation of waterways and advance recreational and wilderness paddling in Manitoba.
 - d. To act as a source of paddling information and opportunities in Manitoba.
 - e. To support, promote, and enable Paddle Canada programs in Manitoba.
 - f. To uphold and promote the heritage of paddling in Manitoba.
4. **Membership.** Membership is open to individuals and organizations who support the objectives of Paddle Manitoba and shall consist of such classes and be subject to such conditions as the by-laws may provide.
5. **Governance.** Paddle Manitoba shall be governed by a Board of Directors of a minimum of 5, maximum of 10, persons (Directors) elected or appointed from the membership as the by-laws may provide.
6. **By-laws.** Paddle Manitoba may adopt by-laws not inconsistent with this constitution for the purpose of carrying out its objectives.
7. **Property.** Paddle Manitoba may acquire, hold and dispose of real and other property for the purpose of carrying out its objectives.
8. **Amendments.** Amendments to the constitution shall require at least 15 days notice of motion to the membership and a 2/3 vote of the members voting at a membership meeting including absentee ballots cast in accordance with the Paddle Manitoba policies.
9. **Paddling includes activities related to canoes, kayaks and stand up paddle boards (SUPs) propelled by paddle.**

BY-LAWS OF PADDLE MANITOBA

1. **Membership:**

a. Classes of Membership:

- i. *Individual;*
- ii. *Family* (Two or more individuals living at the same address);
- iii. *Instructor* (Paddle Canada Instructors);
- iv. *Affiliate* (Group or club). The principal representative of an Affiliate (club) membership shall be 18 years of age or over;
- v. *Corporate*. (Individuals or organizations engaged in the rental or sale of canoes, kayaks and related products or in the provision of related services); and
- vi. *Honourary*. (An individual or organization who by history of service to paddling in Manitoba is deemed to merit such recognition, or a Paddle Manitoba member who has achieved great distinction in paddling). Nominations may be made by any member, shall require the endorsement of the Board and the approval of the membership at any membership meeting.
- vii. *Life membership*. Life membership is a grandfathered class of membership recognizing the commitment made by members who purchased said membership prior to 2014. These individuals and corporations remain as members of Paddle Manitoba, exempt from annual membership fees. In order to maintain their membership in good standing, these members must register annually, confirming their current contact information. Failure to do so will result in the suspension of their Life membership, and they will not be included in our register of members. Failure to register with Paddle Manitoba in two consecutive years will result in the permanent expiration of their Life membership.

b. Membership Fees. Fees for each class of membership shall be set annually by the Board, having regard for the needs of Paddle Manitoba. Payment of membership fees shall be a requirement of membership. Honorary members shall not be required to pay an annual membership fee;

c. Membership Meetings. Each membership shall be entitled to one vote except that each adult in a Family membership shall be entitled to a vote:

- i. An annual general meeting (AGM) shall be within the first quarter of the fiscal year, with at least 15 day's notice to members. The Board of

Directors (the Board) shall present a financial statement for the past year (including an independent Financial Review, when appropriate), report on the activities of the past year and on proposed activities for the coming year and may present a budget for the coming year as information. An election of Directors shall be conducted. Other business may be conducted pursuant to By-Laws Article 10.

- ii. A special general meeting may be called by the Board with at least 15 day's notice to the members. Such notice shall indicate the time and place of the meeting and the subject of the meeting. The business shall be limited to that specified in the notice. The Board shall call a special general meeting upon petition of 10% of the membership, or upon a majority vote of the Board;
- iii. A quorum for membership meetings shall be 20 members or 10% of the membership, whichever is less; and
- iv. Minutes of membership meetings shall be reviewed, corrected as necessary and approved by the Board at the first or second board meeting subsequent to the membership meeting.

2. Board of Directors (The Board):

- a. Composition. The Board shall consist of a minimum of 5 members, maximum of 10, including officers;
- b. Election and Appointment. The Board may solicit nominations for Directors at the AGM. Nominations may also be made from the floor. Directors shall be elected for a two year term or until their successors are elected or appointed. Officer positions shall be elected in even years. Directors at large shall be elected in odd years.
 - i. The Board may appoint a Director to fill the unexpired term of a Director whose position becomes vacant, and may appoint additional Directors to fill vacant positions if an insufficient number is elected at the AGM;
- c. Duties. The Board shall have overall supervision of the affairs of Paddle Manitoba in the pursuit of its objectives;
- d. Remuneration. Directors shall not receive any remuneration for their services as Directors;
- e. Conflict of Interest. A Director shall be deemed to be in a conflict-of-interest position when, at any meeting of the Directors, questions arise such that a Director either directly or indirectly has a personal financial interest, expresses a moral obligation/ conflict, or places the interests, goals, or objectives of Paddle

Manitoba secondary to those of any other organization. Where questions arising at any meeting of Directors present a conflict-of-interest for any Director, such Director shall be excused from the meeting during any discussion and voting on those questions. The then remaining Directors shall constitute a quorum for purposes of voting on such questions;

- f. Removal from Office. The office of a Director shall, by resolution passed by a 2/3 vote of the Board, be immediately terminated if the Board determines that any provision of a by-law, policy or resolution has been breached by such Director. A waiver by the Board of any breach of such provision shall not be deemed to be a waiver in respect of any other or subsequent breach. The failure of the Board to enforce at any time any provisions shall in no way be interpreted as a waiver of such provision;

The office of a Director may be terminated by a resolution passed by a 2/3 vote of the Board if the Board determines that the Director has been guilty of conduct arising out of bad faith, tending to injure the good name of Paddle Manitoba, disturbing its well being, or hampering its work;

- g. Meetings of Board. Meetings, other than regularly scheduled meetings, may be called by the President or any two Directors with 7 days notice indicating the time and place and the subject of the meeting. A quorum shall be a majority of the Directors. Unless specified otherwise in the Bylaws, all questions shall be decided by majority vote;
- h. Indemnity of Officers and Directors. Each Director and former Director and each person who acts and/or has acted at Paddle Manitoba request as a Director of a body corporate of which Paddle Manitoba is or was a shareholder or creditor and his/her heirs and legal representatives shall be indemnified against all costs, charges and expenses including an amount paid to satisfy an action or satisfy a judgment reasonably incurred by him/her in respect of any civil, criminal or administrative action or procedure to which he is made a party by reason of being or having been a Director of Paddle Manitoba or such body corporate to the extent provided for in section 119 of the Corporations Act.
- i. Hiring of Staff. The Board may hire and release staff and establish terms of employment and remuneration for such staff; and
- j. Contracts. The Board may enter into contracts for the purchase of goods and services and real property. Contracts shall require authorization by a resolution of the Board.

3. **Directors and Duties:**

a. Officers

- i. *President*. Role: To act as CEO and give direction and exercise supervision over the affairs of Paddle Manitoba
- ii. *Secretary*. Role: To co-ordinate activities and maintain records of Paddle Manitoba meetings and events
- iii. *Treasurer*. Role: To maintain oversight over the financial affairs of Paddle Manitoba

Plus a minimum of two other members

The board may, from time to time, form and subsequently dissolve ad hoc committees to address specific issues that may arise.

b. Representatives to the Board & Standing Invitations

The roles hereto defined are included as advisors to the board. These individuals have a standing invitation to participate in Board meetings and member meetings, but are not eligible to vote.

- i. *Paddle Canada Representative*. Acts as a liaison between Paddle Canada and the Paddle Manitoba Board
- ii. *Chairs of standing committees*.

4. **Financial:**

- a. Treasurer. Funds shall be received and disbursed by the Treasurer;
- b. Banking. Funds of Paddle Manitoba shall be held in a chartered bank, trust company or credit union;
- c. Disbursements
 - i. Cheques. Cheques shall be signed by any two of President, Secretary, or Treasurer. Normally the Treasurer shall sign all cheques;
 - ii. eTransfers. eTransfers disbursements (or receipts) may be processed through the Paddle Manitoba bank account, depending on the permissions granted by our bank. eTransfer disbursements must be less than or equal to \$250 and will be authorized solely by the treasurer.
- d. Financial Review. The financial records of Paddle Manitoba shall undergo a Financial Review by an independent external party in the first quarter of the fiscal year following the end of even fiscal years (ie. on a bi-annual basis). The Financial Review will be presented to the membership at the AGM;
- e. Fiscal year. The fiscal year shall be January 1 to December 31; and

- f. **Budget.** The Board shall develop and approve a budget and present it to the AGM as information.
5. **Membership.** The board, nominally the Secretary, shall be responsible for ensuring receipt and timely processing of new applications and the maintenance of membership records and mailing lists.
 6. **Office and Address.** The office and address shall be at a location in Manitoba as determined by the Board.
 7. **Parliament.** The parliamentary authority shall be Robert's Rules of Order, Newly Revised.
 8. **Associations.** The Board may enter into associations and agreements with other organizations as it deems fit in pursuit of the objectives of Paddle Manitoba.
 - a. Paddle Manitoba shall be a member of Paddle Canada (PC)
 9. **Policies.** The Board may adopt policies not inconsistent with the By-laws to pursue the objectives of Paddle Manitoba.
 10. **Amendments to By-laws.** Amendments to the By-laws shall require at least 15 days' notice of motion to the membership and a 2/3 vote of the members voting at a membership meeting.
 11. **Trusteeship.** Should Paddle Manitoba become inactive by reason of a failure to maintain a viable membership or to elect a viable Board, Paddle Manitoba shall be placed under the trusteeship of Paddle Canada who shall assume custody of all assets of Paddle Manitoba for a period of up to 3 years. If at any time within the 3 year period Paddle Manitoba becomes active, Paddle Canada shall return control to Paddle Manitoba. If Paddle Manitoba does not become active within a 3 year period, Paddle Canada may dissolve Paddle Manitoba.
 12. **Dissolution.** If, upon winding up or dissolution of Paddle Manitoba, there remains after satisfaction of its debts and liabilities any property, such property shall not be paid or distributed among the members but shall be paid or distributed among one or more "registered charities" as defined under Paragraph 110(8)(c) of the Income Act (Canada) or any successor legislation thereto.

NOTE:

- Revisions approved by membership vote at Paddle Manitoba Meeting, 19 February 2003.

- Revisions approved by membership vote at Annual General Meeting, 19 January 2008.
- Revisions approved by membership vote at Special General Meeting, 8 February 2009
- Revisions approved by membership vote at Annual General Meeting, 23 January 2010.
- Revisions approved by membership vote at Annual General Meeting, 12 February 2011.
- Revisions approved by membership vote at Special General Meeting, 22 March 2014.
- Revisions approved by membership vote at Annual General Meeting, 8 February 2021.