

**BY-LAWS
OF
MASKWA AQUATIC CLUB**

Adopted Effective April 16, 2012 by Special Resolution

Replacing By-Laws filed in the Office of the Registrar of Joint Stock Companies on May 1,
1974

1) Name & Description:

- .1 The Name of the club is Maskwa Aquatic Club referred to within as Maskwa or the Club.
- .2 Maskwa is a non-profit organization dedicated to providing quality outdoor recreation, exercise and fun to the community.
- .3 The club is located on a beautiful, wooded 41 acre property at the end of Saskatoon Drive with frontage on Kearney Lake.

2) Definitions:

- .4 Maskwa Aquatic Club will be referred to within as "Maskwa" or the "Club".
- .5 Board of Directors will be referred to within as the "Board".
- .6 A member of the Board of Directors will be referred to within as "Board Member" or "Director".

3) By-Laws:

- .7 The activities of Maskwa shall be governed by these By-Laws.
- .8 Bylaws may be replaced, added to, amended or repealed by a special resolution of the members which is $\frac{3}{4}$ or more of the members present or by proxy at a meeting.

4) Purpose & Objectives:

- .9 Maskwa's mission is to provide a safe and pleasurable experience for both families and individuals. Maskwa's commitment is to develop world-class paddlers with a healthy competitive attitude in an enthusiastic, sustainable and accessible environment; suitable for all swimmers, recreational paddlers, hikers and other outdoor sport enthusiasts.
- .10 Maskwa's objectives against which we will measure success are as follows:
 - i) Maskwa is family-focused (inclusive)
 - ii) Maskwa is a centre of excellence in canoe and kayak
 - iii) Maskwa is an environmentally sustainable, year-round outdoor recreational facility
 - iv) Maskwa is a part of the community

Structure and Organization

5) Membership:

- .11 Membership consists of all members of the general public who make application, pay all required fees (unless waived by Maskwa's Board of Directors), have submitted all required forms and agree to assume responsibility for following the Code of Conduct and other policies of Maskwa.
- .12 Membership renews in subsequent financial years upon submission of the all required forms and payment of the specified fees.
- .13 The number of members of Maskwa will be limited by the capacity of the Maskwa and its facilities as determined by the Board and/or by regulation. There may, however, be limitations to the numbers accepted for certain of Maskwa's programs, services and/or activities.
- .14 The various categories of membership available will be determined by the Board of Directors annually (or less frequently).
- .15 Maskwa may offer programs, services and/or activities to the general public without the requirement for (nor privileges of) membership in Maskwa.
- .16 Every member of Maskwa shall be entitled to attend any meeting of Maskwa. Members age 18 and over may vote at any meeting of Maskwa and may hold any office; provided, however, that in the case of a Family Membership there shall be only one vote per family and there shall be no proxy voting.
- .17 Any member of Maskwa, age 18 and over is eligible to be elected a Director of Maskwa; no more than one family member may serve as an Officer or Director at a time.
- .18 Membership in Maskwa is not transferable.
- .19 Membership in Maskwa ceases upon the death of a member or if, by notice in writing to Maskwa, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.

6) Directors and Officers:

- .20 The Directors shall appoint a Nominating Committee from among their members to prepare a slate of

nominees for the election of the Board of Directors at the Annual General Meeting. To this slate will be added all names proposed by the Membership until the time of the election.

- .21 The Executive Committee will consist of the Commodore, Vice-Commodore, Treasurer and Secretary.
- .22 Any member wishing to hold elected office may present himself/herself for nomination at any time prior to the time of election. This member will then be included on the slate of nominees at the Annual General Meeting.
- .23 The term of office will be for a period of two years and may be renewed.
- .24 Any Director or Officer may be removed from office by a simple majority of votes cast by the members in good standing at any ordinary or Annual General Meeting.
- .25 Nominated members will declare any conflict of interest. A member currently holding a position as a Director must declare any conflict of interest.
- .26 Unless determined in an ordinary meeting, the number of Directors will not be less than 6 nor more than 18.
- .27 Employees of Maskwa will not, concurrently, also serve as Directors or Officers of Maskwa nor will employees vote on any matter presented to the Board
- .28 In the event of a vacancy occurring for whatever reason, the position may be left vacant or filled by a candidate acceptable to a simple majority of the Directors.
- .29 Roles and Responsibilities are outlined in Section 8.

7) Ordinary and Annual General Meetings:

- .30 At least 7 days notice will be given for all meetings of Maskwa by email.
 - a. Notice will specify the time, date and location of the meeting
 - b. The non-receipt of such notice will not invalidate proceedings
- .31 No business shall be transacted at any meeting of Maskwa unless a quorum of Directors is present at the commencement of such business; a quorum shall consist of five Directors.
- .32 Directors will abstain from voting on any issues that would result in personal or financial gain.
- .33 The Annual General Meeting of Maskwa will be held within three months after the end of each fiscal year of Maskwa
- .34 The Commodore may call special meetings of the Membership, Committees or the Board of Directors at any time deemed necessary or if so requested by a member of the Board of Directors.
- .35 An extraordinary meeting may be called by the Commodore at any time if requested by, a minimum, of 25% of Maskwa's members.
- .36 At each Ordinary or Annual General Meeting of Maskwa, the following items of business shall be dealt with:
 - a. Minutes of preceding ordinary meeting or Annual General Meeting;
 - b. Consideration of the report or annual report of the Officers and Directors;
 - c. Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
- .1 At the Annual General Meeting, the following additional activities will occur:
 - a. Appointment of auditors to review the financial statements;
 - b. Election of Directors for the ensuing year;
 - c. The Commodore will read the roster of members agreeing to stand for elected positions and ask for nominations from the floor. Nominated members will declare any conflict of interest before standing for a position on the Board of Directors.
 - d. A motion to close nominations will be made, seconded and voted on by show of hands. An election will be held using paper ballots, if required.
 - e. At each succeeding or Annual General Meeting of Maskwa and at every succeeding ordinary or Annual General Meeting, all the Directors shall retire from the office but hold office until the dissolution of the meeting at which their successors are elected.
- .2 Directors are elected by the membership of Maskwa and are answerable to membership on all counts.
- .3 The Commodore of Maskwa shall preside as Chairman at every meeting of Maskwa; If there is no Commodore or if at any meeting he is not present at the time of holding the same, the Vice-Commodore shall preside as Commodore. If at any meeting neither the Commodore nor the Vice-Commodore is present at the holding of the same, the members present shall choose someone of their number to be Chairman.
- .4 Resolutions may be reached by consensus. Otherwise, a simple majority of votes cast shall be sufficient to pass resolutions.
- .5 At any ordinary or Annual General Meeting, unless a poll is demanded by at least three members, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the Minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution

8. Powers of the Directors:

- .6 The overall management of the activities of Maskwa is vested in the Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts as may be exercised or done by the Club.
- .7 In particular, the Board shall have power to engage a Club Manager, Head Paddling Coach and other employees and to determine his duties and responsibilities and remuneration.
- .8 The Directors may appoint an Executive Committee, consisting of the Officers and such other persons as the Directors decide.
- .9 The Directors have the power to create various classes of membership in Maskwa and to prescribe the membership fees applicable thereto from time to time.
- .10 The Commodore shall have general supervision of Maskwa's Manager and shall perform such duties as may be assigned to him by the Directors from time to time.
- .11 There will be a Vice-Commodore either elected to that position at an Annual General Meeting or appointed by the Board from amongst their number. At the request of the Directors and subject to their directions, the Vice-Commodore will perform the duties of Commodore in his absence or incapacity.
- .12 There will be a Secretary of Maskwa who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him by the Directors.
- .13 There will be a Treasurer either elected to that position at an Annual General Meeting or appointed by the Board from amongst their number. The Treasurer will oversee the financial activities and accounting functions of the Club, report to the Board at ordinary and Annual General Meetings and carry out such duties as the directors may assign.
- .14 The Directors may make appointments outside of itself of any Committee, Officer or Member-at-Large to perform any delegated task. Committees will be answerable to the Board of Directors, but will not have voting privileges.

9. Jurisdiction and Duties of the Officers and Directors:

- .15 Notwithstanding the duties and jurisdiction outlined hereunder, the Directors shall, insofar as possible, act as a unit; given the fact that, by the very nature of paddling, there will be considerable overlapping of duties and jurisdiction. The following will serve as a guide only.
- .16 Directors will sit on committees as necessary in order to bring recommendations to the Board of Directors for consideration.

Commodore

- Chair the Annual General and ordinary meetings of Maskwa.
- Direct the actions of Maskwa in accordance with the wishes of the Board of Directors.
- Appoint special committees, as required.
- Direct long range Club policies and strategic direction.
- Provide an annual report to the membership on the acts and deeds of the Board.
- Supervise the Club Manager

Vice-Commodore

- Act in the capacity of Commodore in the absence or illness of the Commodore.
- Monitor the implementation of club activities, as undertaken by the elected officers.

Treasurer

- Maintain and have available for inspection, a complete set of accounts and financial records.
- Provide a financial analysis of any event undertaken.
- Receive all monies raised. Pay approved expenses and allocations.
- Be responsible for all Club banking and financial transactions.
- Present a financial report at all Directors' meetings.
- Provide an interim year-end financial report to all members at the Annual General Meeting
- Be able to provide an audit check of any financial transaction at any time.
- Keep on file an up-to-date record of club assets.
- Set up signing authorities.
- Be responsible for Club's insurance needs and deal directly with the insurance broker, in accordance with the blanket policy provided by our insurer.

Secretary

- Responsible for keeping accurate records.
- Responsible for recording and distribution of agenda and meeting minutes.
- Responsible for notifying membership of date, time and place of Annual General Meeting two weeks prior to date of meeting.
- Responsible for coordinating with other Directors
- Keeps copies of all correspondence sent out by the Board of Directors.

Directors

- Take leadership and supervision role for their area of responsibility or for the particular committee (e.g., Paddling Director, Swimming Director, Communications, Safety and Protocol, Corporate Sponsorship, House and Grounds.)
- Set appropriate policies
- In conjunction with the Treasurer, arrange for Club-sponsored membership with governing organizations as applicable.
- Prepare an annual staff and financial budget
- Recommend to the Board any revisions/additions to policies and procedures, as required
- In conjunction with the Human Resources Committee, hire and provide supervision & training as appropriate; discussing incidents/near incidents for educational purposes.

Immediate Past-Commodore

- Advises and assists the Commodore.
- Be part of any committee requiring the expertise or experience of the Past Commodore.

8 Fees:

- 8.1 Fees for each of the membership categories and for programs will be determined by the Board of Directors for each financial year.

9 Fiscal Year:

- 9.1 The fiscal year of Maskwa shall be the period from November 1st in any year to October 31st in the year following.

10 Audit of Accounts

- 10.1 The auditor of Maskwa shall be appointed annually by the members of Maskwa at an ordinary meeting or Annual General Meeting and on failure of the members to appoint an auditor, the directors may do so.
- 10.2 The auditor shall make a written report as to the financial position of Maskwa and the report shall contain a balance sheet and operating account.
- 10.3 The auditors shall make a written report to the members upon the balance sheet and operating account and, in every such report, shall state whether, in his/her opinion, these accounts exhibit a true and correct view of Maskwa's affairs; a such report shall be read at the nearest meeting possible subsequent to the Annual General Meeting.
- 10.4 A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, reviewed by auditors, shall be filed with the Registrar of Joint Stock Companies after the annual meeting in each year, as required by law.

11 Discipline/Code of Conduct:

- 11.1 If it comes to the notice of the directors that any member has infringed any by-law or rule of Maskwa, or been guilty of conduct unbecoming a member of Maskwa, such member may be expelled by the Directors or suspended from the privileges of membership in Maskwa for such period as the Board or Executive Committee determines.

12 Miscellaneous:

- 12.1 Maskwa shall file with the Registrar of Joint Stock Companies with its annual statement a list of its Directors with their addresses, occupations and dates of appointment of election and notify the Registrar of Joint Stock Companies of the change.
- 12.2 Maskwa shall file with the Registrar of Joint Stock Companies a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 12.3 The seal of Maskwa shall be in the custody of the Secretary, Commodore or Club Manager and may be affixed to any document upon resolution of the directors.
- 12.4 The books and records of Maskwa 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 Club.
- 12.5 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of Maskwa by the Commodore the Vice-Commodore Club Manager, or otherwise as prescribed by resolution of the Directors.
- 12.6 The borrowing powers of Maskwa may be exercised by a special resolution of the membership.

13 Legal Liability :

- 13.1 No elected officer of Maskwa shall be liable for the acts, receipts, neglects or defaults of any other Director, or for joining in any receipts or other act for conformity, or for any loss or expense happening to Maskwa through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of Maskwa, or for the insufficiency or deficiency of any security in or upon which any of the

monies of Maskwa shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities, or effects of Maskwa shall be deposited, or for any loss, damage or misfortune whatever, that shall happen in the execution of the duties of his/her office, or in relation thereto, unless the same shall happen through his own dishonesty.

14 Indemnity:

- 14.1 Every elected officer of Maskwa and his heirs, executors and administrator and estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of Maskwa, from and against:
- 14.2 All costs, charges and expenses whatsoever, which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect to any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office.
- 14.3 All other costs, charges, and expenses, as authorized by the Board of Directors which he/she sustains or incurs in or about or in relation to the affairs of his/her office, except such costs, charges, or expenses as are occasioned by his/her own willful neglect or default.