



BOX 2665 • WINNIPEG, MANITOBA, R5C 4B5 • TEL. 204.338.6722
WEBSITE: www.paddle.mb.ca

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 and provide 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 instruct 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 from time to time provide.
5. **Governance.** Paddle Manitoba shall be governed by a Board of Directors of 10 to 14 persons (Directors) elected or appointed from the membership as the by-laws may from time to time 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.

9. **Kayaking.** Canoeing is deemed to include kayaking, and paddling is deemed to include both canoeing and kayaking.

(Intentional space inserted above Bylaws)



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BY-LAWS OF PADDLE MANITOBA

1. Membership:

a. Classes of Membership:

- 1) Individual and Individual Life;
- 2) Family (Two or more individuals living at the same address);
- 3) Instructor and Instructor Life. (Paddle Canada Instructors);
- 4) Affiliate (Group or club). The principal representative of an Affiliate (club) membership shall be 18 years of age or over;
- 5) Corporate and Corporate Life. (Individuals or organizations engaged in the rental or sale of canoes, kayaks and related products or in the provision of related services); and
- 6) Honorary. (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.

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:

- 1) An annual general meeting (AGM) shall be held within 20 to 40 days of the end of the fiscal year with at least 15 days notice to members. The Board of Directors (the Board), shall report on the activities of the past year and on proposed activities for the coming year, present a financial statement for the past year, present an auditor's report for the approval of the membership, and present a budget for the coming year as information. An election of Directors shall be conducted. Other business may be conducted;
- 2) A special general meeting may be called by the Board with at least 15 days 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;

- 3) A quorum for membership meetings shall be 20 members or 10% of the membership, whichever is less; and
- 4) 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 10 to 14 members including officers and chairs;
- b. Election and Appointment. The immediate Past President shall chair a nominating committee to nominate members for Board positions (officers and convenors). Nominations may also be made from the floor at the AGM. Directors shall be elected for a one year term or until their successors are elected or appointed. 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

1) President:

- a) Normally call and chair all meetings of the Executive, the Board, and Members;
- b) Act as CEO and give direction and exercise supervision over the affairs of Paddle Manitoba;
- c) Maintain communication among Board members;
- d) Liaise and maintain communication with Paddle Canada, FortWhyte Alive, Manitoba Paddling Association, and similar associations;
- e) Ensure compliance with Paddle Manitoba constitution, by-laws and policies;
- f) Represent Paddle Manitoba in dealings with public or private corporations, groups or individuals;
- g) In cooperation with the Secretary, draft all Corporate Membership contracts and liaise with those same members;
- h) Be a signing Officer of Paddle Manitoba;
- i) Establish and oversee any Committees necessary to execute the duties of the office; and
- j) Carry out such other duties as may be assigned by the Board.

2) Vice-President:

- a) Act for the President in the President's absence;
- b) Be a Signing Officer of Paddle Manitoba;
- c) Actively promote membership in Paddle Manitoba;
- d) Establish and oversee a Membership Committee that :
 - i) Maintains an accurate and up-to-date Paddle Manitoba membership list;
 - ii) Maintains an accurate and up-to-date mailing list of current Paddle Manitoba members;
 - iii) Maintains an accurate and up-to-date e-mail distribution list of current Paddle Manitoba members;
 - iv) Advises members of renewal date and follow up as necessary to encourage timely renewals;
 - v) Receives and process all applications for membership;
 - vi) Prepares mailing labels for Newsletters and other Paddle Manitoba mail-outs;
 - vii) Provides monthly membership status reports to the Board; and
- e) Establish and oversee any Committees necessary to execute the duties of the office; and
- f) Carry out such other duties as may be assigned by the Board.

3) Secretary:

- a) Record the minutes of all Executive, Board and Member meetings;

- b) Carry out correspondence, both electronic and print, as directed by the President or Board;
 - c) Maintain and, with direction from the Board, update the constitution, by-laws and policies;
 - d) Provide expert opinion to the Board and membership on the constitution, by-laws, and policies;
 - e) Maintain print and electronic copies of all correspondence sent to the membership and outside agencies;
 - f) Be a signing Officer of Paddle Manitoba;
 - g) Establish and oversee any Committees necessary to execute the duties of the office; and
 - h) Carry out such other duties as may be assigned by the Board.
- 4) Treasurer:
- a) Receive and disburse all funds of Paddle Manitoba;
 - b) Prepare an audited annual financial report prior to the AGM;
 - c) Prepare an annual budget for approval by the Board prior to the AGM;
 - d) Prepare financial reports for Board meetings;
 - e) Administer insurance policies of Paddle Manitoba;
 - f) Submit annual report as required under Corporations Act;
 - g) Maintain an inventory of all assets of Paddle Manitoba and submit a report to Board prior to AGM;
 - h) Establish and oversee a Fundraising Committee;
 - i) Be a signing officer of Paddle Manitoba;
 - j) Establish and oversee any Committees necessary to execute the duties of the office; and
 - k) Carry out such other duties as may be assigned by the Board.
- 5) Past-President:
- a) Act as a mentor to new Board members;
 - b) Act as a roving ambassador to promote the objectives of Paddle Manitoba;
 - c) Chair a nominating committee to nominate members for Board positions;
 - d) Be a signing officer of Paddle Manitoba;
 - e) Develop and supervise Paddle Manitoba marketing, promotional, and advertising campaigns;
 - f) Establish and oversee any Committees necessary to execute the duties of the office; and
 - g) Carry out such other duties as may be assigned by the Board.

b. Chairs

1) Instruction Chair

(Paddle Manitoba member and Paddle Canada instructor elected by Paddle Canada instructors in Manitoba)

- a) Establish and oversee Instruction Committee;
- b) Organize all Paddle Manitoba training;
- c) Schedule and engage all instructors for Paddle Manitoba courses;
- d) In cooperation with the members of the Instruction Committee, secure training required to ensure the development of Paddle Canada instructors in Manitoba;
- e) Maintain a record of certified instructors in Manitoba;
- f) Coordinate course recording with Paddle Canada;
- g) Maintain custody of Paddle Manitoba canoes and related equipment and supervise the maintenance thereof;
- h) Establish and oversee any Committees necessary to execute the duties of the office; and

- i) Carry out such other duties as may be assigned by the board.
- 2) Communication Chair:
 - a) Establish and oversee the Newsletter Committee that publishes the Paddle Manitoba newsletter;
 - b) Establish and oversee the Website Committee that maintains, upgrades, and services the Paddle Manitoba website;
 - c) Establish and oversee the Special Publications Committee that prepares and publishes material as specified by the Board;
 - d) Establish and oversee any Committees necessary to execute the duties of the office; and
 - e) Carry out such other duties as may be assigned by the Board.
 - 3) Programs Chair:
 - a) Establish and oversee the Indoor Program Committee;
 - b) Establish and oversee the Outdoor Program Committee;
 - c) Establish and oversee the Special Programs Committee;
 - d) Establish and oversee any Committees necessary to execute the duties of the office; and
 - e) Carry out such other duties as may be assigned by the Board.
 - 4) Community Collaboration Chair:
 - a) Seek and maintain connections with other clubs, organizations, companies, and government and non-government agencies in order to promote issues of mutual interest;
 - b) Develop agreements with other clubs, organizations, companies, and government and non-government agencies which, where necessary, formalize relations with Paddle Manitoba (these can be membership or non-membership agreements);
 - c) Establish and oversee the Advocacy Committee;
 - d) Establish and oversee any Committees necessary to execute the duties of the office; and
 - e) Carry out such other duties as may be assigned by the Board.

c. Non-Voting Board Positions

- 1) Corporate Representative (elected by Paddle Manitoba Corporate Members);
 - a) Act as a liaison between the Paddle Manitoba Board and the Corporate Members of Paddle Manitoba.
- 2) Paddle Canada Representative:
 - a) Act as a liaison between Paddle Canada and the Paddle Manitoba Board.

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. Cheques. Cheques shall be signed by any two of President, Vice-President, Secretary, Past-President or Treasurer. Normally the Treasurer shall sign all cheques;
- d. Audit. The financial records of Paddle Manitoba shall be audited prior to the AGM and the auditors report shall be presented to the Membership for approval 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. **Office and Address**. The office and address shall be at a location in Manitoba as determined by the Board.
6. **Parliament**. The parliamentary authority shall be Robert's Rules of Order, Newly Revised.
7. **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)
 - b. Paddle Manitoba shall be a member of the Manitoba Paddling Association (MPA).
8. **Policies**. The Board may adopt policies not inconsistent with the By-laws to pursue the objectives of Paddle Manitoba.
9. **Amendments to By-laws**. By-laws may be amended at any Membership meeting. Motions to amend shall require a two-thirds vote to carry.
10. **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 (formerly known as the Canadian Recreational Canoe Association) 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.
11. **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.