

## **PADDLE NEWFOUNDLAND AND LABRADOR (PNL)**

### **CONSTITUTION and BY-LAWS**

Adopted on March 30, 2022  
Last change March 30, 2022

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#### **NAME**

1. The Club shall be called Paddle Newfoundland and Labrador and may have the alphabetic abbreviation of 'PNL' and be referred to as 'PNL'.

#### **MISSION & GOALS**

2.
  - (1) The mission of PNL is to promote participation and interest in all paddling disciplines practiced throughout the Province of Newfoundland and Labrador. Members of PNL shall advance paddling initiatives through the promotion of safety, skill development, conservation, advocacy, and an active program of paddling activities. All PNL events shall adhere to the Club's core values of fellowship, inclusion, and respect.
  - (2) To accomplish this mission, PNL has established the following seven Strategic Goals:

##### Skill Development and Safety

- (a) PNL places skill development and safety at the forefront of its obligations to the membership. This obligation will be met through the ongoing provision of multi-level skill and safety programs in partnership with a network of providers and PNL's own skills development sessions and annual paddling and safety skills school.

##### PNL Activity Profile

- (b) PNL recognizes, respects, and supports the diverse interests of its members. These interests will be served through the development, promotion, and implementation of a vibrant program of paddling activities reflective of the aspirations of the membership.

##### Organizational Development

- (c) PNL will maintain an organizational structure and capacity reflective of its provincial mandate and commitment to the developmental goals of the sport. Emphasis will be placed on inclusion and sustainability that furthers and protects the interests of its members.

##### Communications

- (d) PNL will develop and maintain communication mediums to embrace and inform its membership while also developing understanding and appreciation of the sport amongst the public at large.

#### Conservation

- (e) PNL will include a conservation ethic in all its activities. A proactive stance will be taken with respect to the natural environment and waterways of the Province.

#### Advocacy

- (f) PNL will develop a capacity to advocate on behalf of the interests of the organization and its membership.

#### Resources

- (g) PNL will diversify its financial, human, and physical resource base to maintain its paddling activity program, while also strengthening the organization and pursuing new development goals.

### **MEMBERSHIP**

3.

- (1) PNL shall have five (5) classes of membership. All references to "member" and "members", in this Constitution, and these By-Laws, shall refer to all classes of membership, unless specifically stated otherwise.
- (2) Each membership class and the rules governing it are described below.

#### **CLASSES OF MEMBERSHIP**

- (a) Membership in PNL shall be comprised of five (5) classes:

##### Single Members

- i. Any person who has paid his or her annual dues is eligible for a Single Membership.

##### Family Members

- ii. Any family who has paid the family dues is eligible for a Family Membership.

##### Associate Members

- iii. Any organization or company that has paid associate dues is eligible for Associate Membership.

##### Lifetime Members

- iv. Any individual granted lifetime membership status is deemed eligible for Lifetime Membership.

#### Honourary Members

- v. Honourary membership is a one-year membership granted to those persons nominated and accepted by majority vote of the PNL Board at its next executive meeting after the nomination is received.

### **MEMBERSHIP VOTING RIGHTS**

(3)

- (a) Only members who have paid their annual dues and lifetime members shall have voting rights.
- (b) In By-Laws 21 and 22, "voting member" shall mean Single, Family, Lifetime Members and Associate Members who are not in arrears with respect to dues at least 15 days in advance of the Annual General Meeting. Honorary Members do NOT have voting rights.
- (c) Single, Family, Associate, and Lifetime Members shall be Voting Members. Single and Associate Members shall have one (1) vote. Family Members shall have two (2) votes. Lifetime members' voting privileges shall be awarded based on the status of the membership, to a maximum of (2) votes.

### **GENERAL MEMBERSHIP RIGHTS**

(4)

- (d) Membership is terminated upon failure to pay the prescribed fees within 60 days after the beginning of the fiscal year.
- (e) All members may attend and participate in the meetings of the Club's general membership.
- (f) All members may exercise their votes in accordance with the Club's Constitution and By-laws.
- (g) All members may participate in all the Club's activities, to share in the Club's enterprises and to enjoy all the benefits arising from membership in the Club.

### **LIFETIME MEMBERSHIP CRITERIA**

- (5) The Club may award up to one (1) lifetime membership per year. This award is in recognition of significant contributions by an individual to the Club and is not required to be awarded every year.
- (6) A lifetime membership relieves the recipient from any further annual dues that are assessed by the Club. If the member being awarded the lifetime membership is part of a family membership

class, the family listed on the previous year's membership form shall also be relieved of annual dues and the lifetime membership shall be granted two (2) votes.

### **QUALIFICATIONS**

(7) The criteria for the nomination of lifetime membership are as follows:

- (a) The member must have been a member in good standing (herein meaning a paid member) for at least five (5) years.
- (b) The member has provided significant, demonstrable time to further the enjoyment and learning of other Club members.
- (c) The member has demonstrated exemplary leadership, desire, and passion for the Club and paddling interests within the Province.

### **NOMINATION PROCESS**

(8) Any member of the Club may propose any other Club member for the lifetime membership award. Nominations shall be sent to the Executive of the Club and shall include in writing the reasons in support of the nomination. This nomination must be received 30 days prior to the AGM meeting to be considered.

### **GRANTING PROCESS**

(9) A two-thirds (2/3) majority vote by the PNL Board at its next executive meeting is required to award a lifetime membership.

### **MEMBERSHIP ETHICS**

- 4. PNL and its members shall be guided by the highest standards of ethics, personal honor, integrity, and conduct and commits to ensuring a harassment free environment. PNL will be guided by Section 122.1 of the Canada Labour Code in this regard. This applies to all Board members and members who are engaged as volunteers or who participate in club related activities. Any member found in breach of ethics may be admonished, allowed to resign, suspended, or expelled from Paddle Newfoundland and Labrador by the PNL Board under By-Law 5.

### **MEMBERSHIP EXPULSION, SUSPENSION AND RESIGNATION**

- 5.
  - (1) Before a decision is made to expel or suspend any person, the member shall be notified by the PNL Board (30) days prior to any review hearing and shall have the right to appear before the PNL Board for a review of his or her case. At this review hearing, the member or someone designated by the individual in writing may present an argument on his or her behalf. No member of any class of membership may be disciplined under this By-Law without this right of appearance before the PNL Board.

- (2) After satisfying the above requirements, the procedure to expel a member shall be completed by a two-thirds (2/3) majority vote of the entire PNL Board.
- (3) Any person suspended or expelled from PNL under By-Law 4 shall be notified to that affect by the Club President. Any person expelled from PNL may not be reinstated to 'regular membership' or acquire 'regular membership' in PNL unless there is a) two-thirds (2/3) majority vote of the PNL Board, b) upon payment of all dues owing at his or her suspension, and c) subject always to such additional terms and conditions as may be stipulated by the PNL Board.
- (4) A member may resign from or terminate his or her membership in PNL by non-payment of membership dues or by a letter of resignation to the President.

## CLUB OFFICERS AND ELECTIONS

6.

- (1) The PNL Board shall be comprised of the Executive Committee, the Directors and Chapter Representatives of PNL. The Editor of *Ebb and Flow* shall be an *ex officio* member of the PNL Board. The PNL Board shall be:
  - (a) the five (5) Executive Committee members, namely
    - President
    - Vice-President
    - Past President
    - Treasurer
    - Secretary.
  - (b) other Board Members, namely
    - Seven (7) Directors
      - Kayak (1)
      - Recreation / Whitewater (1)
      - Canoe (1)
      - Stand Up Paddle Board (1)
      - Safety (1)
      - At Large (2);
  - (c) the Active Chapter Representatives (1 per active chapter); and
  - (d) the Editor (*Ebb and Flow Magazine*).
- (2) Except for the Past President and the Editor of *Ebb and Flow Magazine*, all members shall be elected by the voting members in accordance with the following By-Law 6 (3).

### Election of Officers

- (3) Except for the Past President, all PNL Board members shall be elected annually from among the Voting Members of PNL in accordance with the following rules and procedures:

- (a) The Nominating Committee shall be formed and chaired by the Past President. The Committee shall be comprised of at least three (3) members of the current PNL Board or past PNL Board members.
- (b) The Nominating Committee shall call for nominations at least 60 days prior to the date of the AGM and inform the membership of the closing date for nominations by the most appropriate means at their disposal.
- (c) Nominations shall close at least 15 days prior to the Annual General Meeting (AGM). There will be no nominations during the Annual General Meeting and no voting for positions during the Annual General Meeting. All voting is to be conducted prior to the AGM.
- (d) The Nominating Committee shall nominate one or more candidates for each office, including:
  - i. Executive Committee (4)
    - President
    - Vice-President
    - Treasurer
    - Secretary.
  - ii. Directors (7 positions to be filled)
    - Kayak (1)
    - Recreation / Whitewater Kayak (1)
    - Canoe (1)
    - Safety (1)
    - Stand up Paddle Board (1)
    - Directors At Large (2); and
  - iii. Active Chapter Representatives (1 per active chapter).
- (e) Each nominated individual will be given at least one opportunity to communicate to the general membership, why he or she should be elected to the PNL Board. The medium shall be through any means deemed most appropriate by the Board of Directors.
- (f) The election shall be conducted in advance of the AGM by a method that provides opportunity for all members of PNL to vote, regardless of their place of residence. This will typically mean voting by mail-in or electronic secret ballot. The method of voting chosen shall be determined in good faith by the PNL Board of Directors. The close of voting shall occur at least seven (7) days before the date of the AGM. All votes shall be tallied within two days (2) following the close of voting.
- (g) No ballot shall be furnished to any Member who is not in good standing.
- (h) Membership is terminated based on By-Law 24. However, newly registered members or members paid in full at least 15 days prior to the Annual General Meeting shall be considered members in good standing.

- (i) If there is a tie vote for a position, low counts are dropped, and a second ballot is conducted. Further voting shall be in the same manner as the first vote and conducted before the Annual General Meeting. If after this second ballot the vote remains tied, the Past President at the time the vote is cast shall cast another vote to break the tie.
- (j) The result of the election by ballot shall be announced at the Annual General Meeting. Successful candidates shall take office immediately upon the termination of the Annual Meeting held following their election.
- (k) The President shall hold no more than two (2) consecutive one-year terms of office. Other officers on the PNL Board shall not hold the same office for more than four (4) consecutive years. In extenuating circumstances, the PNL Board may approve a one-year (1) extension of term for an Officer of PNL with a two-thirds (2/3) majority vote.
- (l) If a casual vacancy, whether temporary or permanent, shall occur in any office of the PNL Board, other than that of the office of President, such vacancy shall be filled by majority vote of the PNL Board, either for the un-expired term or for such shorter period as the PNL Board in its sole discretion may decide. In the case of a tie, the President shall cast the deciding vote. If a casual vacancy shall occur in the office of President, the same shall be filled by the Vice-President and there shall then be deemed to be a casual vacancy in the office of Vice-President.
- (m) Active Chapter Representatives shall be elected annually at the same time as other officers and directors of the Board.
- (n) Only those members residing in the active chapter's boundaries as defined by the Board of Directors are eligible to vote for the Active Chapter Representative.

## **DUTIES OF ELECTED OFFICERS**

### ***President***

7.

- (1) The President shall be the presiding officer at all meetings of the PNL Board. The President shall appoint such committees as are required for the purposes of PNL within the limitations prescribed by these By-Laws, shall delegate members to represent PNL as required from time to time, and shall be, *ex officio*, a member of all committees except the Nominating Committee, but shall not have a vote on any matter decided within committee discussions. At the Annual General Meeting, the President shall submit and present to PNL a report on the activities of PNL from the past year, and plans formulated by the PNL Board for future activities of PNL. The President is the public spokesperson for PNL. The Board may designate other spokespersons, depending on the issue, as necessary and as it sees fit.
- (2) At the end of the elected term, the President shall continue to serve as immediate Past President on the newly elected PNL Board. If the immediate Past President shall for any reason be unable to serve as a member of the PNL Board, the President shall fill the vacancy by the appointment of a member of a preceding PNL Board.

***Vice-President***

8.
  - (1) The Vice-President shall assist in the President's duties and shall assume the office of President in case of a vacancy from any cause in that office and shall assume the duties of President for such period or periods as the President for any reason may be unable to perform official duties.
  - (2) The Vice-President shall chair the Membership Committee.

***Past President***

9.
  - (1) The Past President shall be an *ex officio* member of the PNL Board, with no voting rights on the PNL Board. The Past President shall maintain general membership voting rights.
  - (2) The Past President shall assist the President in the conduct of the business of PNL and shall perform such duties as shall from time to time be delegated by the PNL Board and assist the President to ensure continuity from one PNL Board to the next.
  - (3) The Past President shall chair the Nominating committee.

***Secretary***

10.
  - (1) The Secretary shall assist the President in the conduct of the business of PNL and shall perform such duties as shall from time to time be delegated by the PNL Board.
  - (2) The Secretary shall ensure that PNL keeps Minutes and Notices of all meetings of the Executive and of all general meetings of PNL and keep track of all Club By-Laws.
  - (3) With the Vice-President and Treasurer, the Secretary shall be part of the Membership Committee, and keep a register of Classes of Membership within PNL.
  - (4) The Secretary shall be responsible for maintaining a list of who has volunteered to assist PNL each calendar year.
  - (5) The Secretary shall be responsible for interfacing with the Editor of Ebb and Flow, and PNL's webmaster.
  - (6) The Secretary shall be responsible for updating the incorporation documents with the appropriate government department.
  - (7) The Secretary shall be responsible for all PNL communications.

***Treasurer***



11.

- (1) The Treasurer shall assist the President in the conduct of the business of PNL and shall perform such duties as shall from time to time be delegated by the PNL Board.
- (2) The Treasurer shall have charge of the financial affairs of PNL and be responsible for maintaining the financial health and integrity of PNL. The Treasurer shall be responsible for the administration of the Annual Budget and Financial Plan of PNL, shall receive all funds of PNL, and, under the direction of the PNL Board and with strict adherence to the Annual Budget, shall disburse all funds of PNL. The Treasurer shall be an *ex-officio* member of all committees handling a budget and shall always be fully cognizant of all financial commitments made by PNL.
- (3) The Treasurer shall provide to the Board, monthly, complete financial statements reflecting the current financial status of PNL.
- (4) At fiscal year-end, the Treasurer shall prepare financial statements for the Annual General Meeting and shall present to the membership at the Annual General Meeting a complete set of financial statements, including a Balance Sheet, Income Statement, and an Inventory of the Assets of PNL.

### ***Directors***

12.

- (1) The Elected Directors shall be members of the PNL Board, but not sit on the Executive Committee. These directors are:
  - Kayaking Director
  - Recreational and Whitewater Kayaking Director(s)
  - Canoeing Director
  - Safety Director
  - Stand Up Paddle Board Director
  - Directors At Large; and
  - Active Chapter Representatives.

### ***Kayaking Directors***

- (2) The Kayaking Directors shall assist the President in the conduct of the business of PNL and shall perform such duties as shall from time to time be delegated by the PNL Board.
- (3) The Kayaking Directors shall be a point of contact on the PNL Board for all disciplines of kayaking (including whitewater, recreational and sea-kayaking) and shall have responsibility for developing an annual program of events for kayaking. The Director shall also assist the Editor of Ebb and Flow in finding and developing contributions for PNL's newsletter.

### ***Canoeing Director***

- (4) The Canoeing Director shall assist the President in the conduct of the business of PNL and shall perform such duties as shall from time to time be delegated by the PNL Board.

- (5) The Director shall be a point of contact on the PNL Board for all disciplines of canoeing (including moving and flat-water canoeing) and shall have responsibility for developing an annual program of events for canoeing (i.e.: responsibility for the scheduling and coordination of Wednesday Night Paddles). The Director shall also assist the Editor of Ebb and Flow in finding and developing contributions for PNL's newsletter.

***Stand Up Paddle Board Director***

- (6) The SUP Director shall assist the President in the conduct of the business of PNL and shall perform such duties as shall from time to time be delegated by the PNL Board.
- (7) The Director shall be a point of contact on the PNL Board for all disciplines of SUP and shall have responsibility for developing an annual program of events for SUP. The Director shall also assist the Editor of Ebb and Flow in finding and developing contributions for PNL's newsletter

***Safety Director (or Safety Officer)***

- (8) The Safety Director shall assist the President in the conduct of the business of PNL and shall perform such duties as shall from time to time be delegated by the PNL Board.
- (9) The Safety Director shall chair the Safety Committee, which is responsible for overseeing, auditing, and communicating PNL's safety policies (e.g., guidelines, waivers) for all paddling disciplines to event leaders and the membership.
- (10) The Safety Director, with assistance from the Safety Committee, shall organize and deliver an annual leadership and liability workshop for potential trip and event leaders.
- (11) The Safety Director shall also assist the Editor of Ebb and Flow in finding and developing contributions for PNL's newsletter. They are responsible to ensure all events follow PNL safety procedures and protocols and are also responsible for the promotion of safety issues in PNL.

***Directors at Large***

- (12) The Directors at Large have no specific portfolio but are responsible for assisting the President in the conduct of the business of PNL and shall perform such duties as shall from time to time be delegated by the PNL Board. Such duties may include leading or participating in Club committees or special interest projects.

***Active Chapter Representatives***

- (13) Eligibility for Active Chapter representation is based on By-Law 6, paragraphs (m) and (n).
- (14) Active Chapter Representatives shall be the lead contact persons for chapter activities and shall be the official representatives for their chapters on the PNL Board. They shall solicit events to be included in the official PNL calendar of events and contributions for Ebb & Flow.

- (15) Active Chapter Representatives are responsible for the efficient running and activity of the chapter including the following of all PNL safety policies and procedures. All activities of Active Chapters shall reflect the mission and goals as stated in By-Law 2. The Active Chapter Representatives shall organize chapter committee or committees to assist in the organization and execution of chapter activities. The Active Chapter Representative shall determine the number, size and structure of such committees.

### **OFFICERS GENERALLY**

#### **Removal of Officers**

13. In addition to the replacement of officers by election as provided for elsewhere in these By-Laws, any officer shall be removed automatically if he or she is expelled, suspended, or resigns as a Regular Member pursuant to By-Law 5 or otherwise.

#### **Protection of Officers**

14. Except as otherwise provided in the Corporations Act, no officer for the time being of PNL shall be liable for the acts, receipts, neglects, or defaults of any other officer or employee or for any loss, damage or expense happening to PNL through the insufficiency or deficiency of title to any property acquired by PNL or for or on behalf of PNL or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to PNL shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any moneys, securities or other assets belonging to PNL or for any loss, damage or misfortune whatever which may happen in the execution of the duties of the officer's respective office or trust or in relation thereto unless the same shall happen by or through the officer's own willful neglect or default.

#### **Indemnities to Officers and Others**

15. Every officer of PNL or other person who has undertaken any liability on behalf of PNL, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of PNL, from and against:
- (a) All costs, charges, and expenses whatsoever which such officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced, or prosecuted against the director, officer, or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in any such liability; and
  - (b) All other costs, charges, or expenses which the officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. PNL shall also indemnify any such person in such other circumstances as the Corporations Act or law permits or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart

from the provisions of this By-Law to the extent permitted by the Corporations Act or any other laws.

## **PNL BOARD AND COMMITTEES**

### ***PNL Board***

16. The PNL Board shall consist of
- (a) PNL Executive Committee (President, Vice-President, Secretary, Treasurer, and Past President (*ex officio*),
  - (b) Directors, and
  - (c) Active Chapter Representatives.

### ***PNL Executive Committee***

17. The PNL Executive Committee is responsible for the efficient running of the affairs of PNL. The Executive is comprised of
- (a) the President
  - (b) the Vice-President
  - (c) the Past President
  - (d) the Secretary, and
  - (e) the Treasurer.

### ***PNL Board Meetings***

- 18.
- (1) The PNL Board shall hold regular meetings at least once monthly, except for July and August of each year. The time and place of each meeting shall be determined by the Board.
  - (2) Special meetings of the PNL Board may from time to time be called by the President, or by any three members of the PNL Board, by giving notice in writing or electronically addressed to the members of the PNL Board specifying the time and place of the meeting and, in a general manner, the business to be discussed. This notice shall be given to the Board at least 14 days prior to the special meeting.
  - (3) Notice of each meeting of the PNL Board shall be given to all members of the PNL Board not less than seven (7) days before the scheduled date of such meeting, and no meeting shall be held to be duly called and constituted unless either this notice shall have been given or a two-thirds (2/3) majority vote of the PNL Board agree that it be waived.
  - (4) Members of the PNL Board may vote by proxy on matters requiring the vote of all PNL Board members. For the purposes of PNL Board meetings, a quorum shall be established with 50% + 1 members present in person, or by electronic or telecommunication medium. Except where otherwise required or permitted by these By-Laws, decisions of the PNL Board shall be made by majority vote of those persons present at a meeting of the PNL Board duly called and constituted.

***PNL Board Duties***

19.

- (1) The PNL Board shall have control and management of the affairs and finances of PNL and shall be responsible for establishing and implementing policy with respect to all programs, services, and communications of PNL.
- (2) The PNL Board shall have full power to make such rules and regulations as it may from time to time consider necessary for the governance and well-being of PNL and the conduct generally of its members, provided that such rules and regulations shall not be inconsistent with these By-Laws or the provisions of The Corporations Act.

**Committees*****Standing Committees***

20.

- (1) PNL shall maintain the following Standing Committees:

#	Committee	Membership
a	Program Committee	<ul style="list-style-type: none"><li>• President (chair),</li><li>• Kayaking Director,</li><li>• Canoeing Director, and</li><li>• Other members as may be required by the chair.</li></ul>
b	Membership Committee	<ul style="list-style-type: none"><li>• Vice-President (chair),</li><li>• Secretary,</li><li>• Treasurer, and</li><li>• Other members as may be required by the chair.</li></ul>
c	Communications Committee	<ul style="list-style-type: none"><li>• Secretary (chair),</li><li>• Editor of Ebb &amp; Flow,</li><li>• Webmaster, and</li><li>• Other members as may be required by the chair.</li></ul>
d	Nominating Committee	<ul style="list-style-type: none"><li>• Past President, and</li><li>• Two other members of the present PNL Board or past PNL board members.</li></ul>
e	Safety Committee	<ul style="list-style-type: none"><li>• Safety Director (chair),</li><li>• Kayaking Directors,</li><li>• Canoeing Director,</li><li>• Stand Up Paddle Board; and,</li><li>• Other members as may be required by the chair.</li></ul>

### **Special Committees**

- (2) The PNL Board may institute such special committees as are deemed necessary, and may thereafter disband such committees at its discretion, e.g., Annual Paddling Retreat.

### **Appointment of Committees**

- (3) Chairs of special committees shall be appointed by the President whenever necessary.

### **Duties of the Chair**

- (4) The Chair of a standing committee or a special committee shall be responsible to the PNL Board for carrying out the duties of the committee and for the correct handling of income and expenditure by the committee. The Chair shall keep the PNL Board informed of the committee's activities by reporting to a particular member of the PNL Board designated by the President. As soon as practicable after being appointed, the Chair shall supply to the Treasurer, for the approval of the PNL Board, a budget of proposed expenditures by the Committee. The Chair shall be responsible for documenting the activities and procedures established through the committee's activities.

## **MEETINGS**

21.

- (1) An annual general meeting (AGM) shall be held in April as designated and published by the PNL Board, at which time officers for the ensuing year shall be introduced and reports of the President and Treasurer, together with such other reports as may be directed by the PNL Board, shall be presented. A minimum of 20% of the voting membership, present in person or by proxy, shall constitute a quorum.
- (2) General meetings shall be arranged as deemed necessary to carry out the purposes of PNL.

## **VOTING**

22.

- (1) By-Law 3 (3) defines the term "voting member".
- (2) At the end of their year of office, the President and Treasurer shall submit their reports to the Annual General Meeting, and those voting members present in person or by proxy shall vote to accept or reject each report by a show of hands. A majority vote of not less than fifty one percent (51%) shall suffice to accept each report, and acceptance of both reports by the meeting shall constitute approval by PNL of all the acts of the PNL Board described in these reports.
- (3) PNL Board shall be elected annually in accordance with By-Law 6.

- (4) All ballots shall be conducted in such a way that ballot papers are addressed only to voting members as herein defined and shall be secret. The results of all ballots shall be announced promptly.
- (5) A vote of the membership, other than for an election of officers, shall be valid only if taken by a secret ballot of which notice has been forwarded to all voting members not less than 30 nor more than 60 days prior to the voting day. This notice shall specify the Extraordinary Resolution upon which it is proposed to vote. All ballots shall be properly secured until counting. Promptly after the voting, the PNL Board shall arrange for the release and counting of the ballots.
- (6) Notwithstanding the foregoing, the PNL Board may, at any time upon suitable notice, call a meeting of the membership to discuss any indicated topic but resolutions made by a meeting shall be only for the guidance of the PNL Board and shall not be binding on the PNL Board, the membership or PNL.
- (7) Extraordinary Resolutions to amend the By-Laws may be proposed by either (a) the PNL Board, or (b) a petition signed by 25 voting members and addressed to the PNL Board. Extraordinary Resolutions must be passed by a majority of fifty one percent (51%) of voting members that have cast their ballots in a vote upon the Extraordinary Resolutions, of which notice specifying the intention to propose the Resolutions has been duly given.
- (8) Motions to make an amendment to the PNL Constitution and By-Laws shall require a two-thirds (2/3) majority of the eligible voting membership that have cast their ballots in a vote of the amendment.

## **INSTRUCTOR TRAINING FUND / OTHER FUNDING AGREEMENTS**

23.

- (1) The Paddle Newfoundland and Labrador (PNL) Instructor Training Fund was created to support and promote opportunities for skill development of instructors within the Club. The use of the Instructor Training Fund is specifically for costs incurred for instructor training. Instructors of all paddling disciplines recognized by PNL are eligible to apply for funding.

### **Other Funding Agreements**

- (2) PNL shall take advantage of any funding agreements involving a third party that allows PNL to advance its Strategic Goals as stated in Article II of the Constitution.

### **Commitment to Skill Development**

- (3) A goal of PNL is to enhance the skills and development of the general membership. As such, funding allocations will require successful instructor applicants to assist in achieving this goal. In effect, to be eligible to receive monies from this Instructor Training Fund or Other Funding Agreements, instructor-members (in good standing) are expected to provide learning opportunities to teach these newly acquired skills to other club members.

- (4) Selection of a candidate for subsidized training via the Instructor Training Fund or Other Funding Agreements shall be made via a vote of the PNL board based on qualifications of the candidate as well as their contributions to the club's stated goals

#### **Fund Withdrawals**

- (5) The Instructor Training Fund is limited to the interest earned in the fund and in order to be fiscally prudent the Fund will be managed by the Club's Executive to ensure that the accumulated interest is not depleted in any one (1) year. The Executive also reserves the right not to allocate any training funds each year, should the source annuity provide low returns that are insufficient to replenish the Fund.
- (6) Where training is provided by way of Other Funding Agreements in which a percentage of the training is paid by a third party the successful candidate will be required to pay the outstanding cost.
- (7) The following are rules relating to the operation of the Instructor Training Fund and Other Funding Agreements
  - (a) Priority will be given applicants who have been members in good standing with PNL for the past two (2) years.
  - (b) PNL shall reimburse course costs at a rate of 50%, to a maximum of \$250 for monies that are paid from the Instructor Training Fund
  - (c) Requests for reimbursement must be pre-approved by the Executive Committee.
  - (d) Executive Committee approval shall be the majority of attendees at a regularly scheduled Executive Committee meeting (providing there is a quorum).
  - (e) Requests shall be reviewed at the next subsequent meeting following the training funding request. No special meetings shall be held to address training funding.
  - (f) PNL Executive reserves the right NOT to allocate training funds each year from the Instructor Training Fund, if deemed necessary to protect fund principal.
  - (g) If multiple requests are made for the same training and funding is NOT available for all applicants, the Club's Executive shall give priority to instructors who have received less funding in previous years, to ensure a fair allocation of the training fund.
  - (h) If the training request is not deemed beneficial to the general membership of PNL, the Club Executive reserves the right not to sponsor the training.
  - (i) Instructor members who are successful in their request for funding shall be required to sign an agreement outlining their commitment to instruct club members in the training that they have received. The instruction commitment shall require a) volunteer instruction at the next upcoming skills school; and b) a minimum of four (4) hours instruction to club members in the area in which they received training (specific details will be listed in the agreement).



(j) Instructors who do not fulfill their commitment shall be ineligible for future funding through the Instructor Training Fund or Other Funding Agreements

(k) Instructors shall have one (1) year to complete their commitment to the Club.

(l) Overlapping funding requests from the Instructor Training Fund shall not be permitted. Funding requests or commitments are considered complete once the Instructors have completed their previous training commitment.

(m) Decisions of the PNL Executive with respect to the Instructor Training Fund and Other Funding Agreements are final.

## **DUES AND FINANCE**

24.

### **Dues**

- (1) The annual dues of Individual, Family and Associate Members shall be set annually by the PNL Board. Payment of these dues shall include an annual subscription to Ebb and Flow magazine.

### **Payment of Dues**

- (2) All annual dues are payable within the first 60 days of each fiscal year.

### **Fiscal Year**

- (3) The fiscal year end of PNL shall be March 31st each year.

### **Suspension for Non-payment of Dues**

- (4) Membership is terminated upon failure to pay the prescribed fees within 60 days after the beginning of the fiscal year.

### **Deposit of Monies**

- (5) All current monies belonging to PNL shall be deposited in its name in one or more Club bank accounts of a Chartered Bank or Trust Company.

### **Withdrawal of Monies**

- (6) Any withdrawal of monies belonging to PNL shall be done by cheque and / or electronic means and require the signature or approval of any two (2) of the President, Treasurer or Secretary.

### **Review**

- (7) The books, accounts and reports of the Treasurer and PNL Office shall be reviewed as soon as may be practicable after the close of each fiscal year by the Treasurer and the President, and a report of such a review shall be presented at the Annual General Meeting of PNL next following the close of such fiscal year.

#### **Inspection by Members**

- (8) The books and records of PNL may be inspected by any Member of PNL at the Annual General Meeting or at any other time upon giving not less than two weeks' written notice to the PNL Board.

#### **Borrowing Power and Remuneration**

- (9) The PNL Board shall be authorized to raise or secure the payment of money in such manner as it thinks fit for the purposes of PNL. PNL shall not borrow money and the PNL Board shall have no authority to enter into debt in PNL's name.
- (10) No officer or member of PNL shall receive any remuneration for his or her services. An officer or member may be reimbursed for reasonable expenses incurred by the officer or member in the performance of his or her duties with the approval of the Executive Committee. Receipts shall be required for the majority of expenses incurred.
- (11) Except for the Instructor Training Fund, no individual club member shall receive subsidies to attend any event or program, including training or certification programs. This would include, but not be limited to, subsidizing members to participate in any certification programs, within or outside the province. The rules of the Instructor Training Fund are outlined in By-Law 23.
- (12) The PNL Board, at its sole discretion, may facilitate and subsidize training events it deems beneficial to the successful operation of PNL. The Club shall subsidize these events to a maximum of 50%, with the remaining cost to be paid between participating club members. Such events shall only be offered to active PNL members. Funds from outside sources earmarked for specific events, paid directly to PNL for an event, are not considered part of PNL's subsidy.

#### **CERTIFICATION OF DOCUMENTS**

25. Certification of documents shall be made by the signature of any two (2) of the President, Secretary or Treasurer.

#### **INTERPRETATIONS**

- 26.
- (1) These By-Laws shall be read with the *Corporations Act*, RSNL 1990, Chapter C-36 and the amendments thereto; the terms used in these By-laws shall be taken as having the same respective meanings as they have been used in the Act and the amendments thereto. Any items in the By-Laws which are contrary to the laws of Canada are void.

- (2) In these By-Laws, and in all rules and regulations enacted by the PNL Board, the singular shall include the plural whenever the context shall so permit, and the circumstances require.
- (3) For the purposes of registration under the *Corporations Act*, the number of members of the Club is considered to be unlimited.
- (4) PNL has no authorized share capital.

## **LOCATION**

27. The registered office of PNL shall be determined by the elected PNL Board.

## **SECTIONS, DIVISION AND ASSOCIATED SOCIETIES**

28.

### ***Chapters***

- (1) Members residing in various geographical areas may, with the consent of the PNL Board, organize themselves as chapters of PNL, e.g., West Coast, Central, and Labrador.

### ***Divisions***

- (2) Members interested in specific aspects of paddling may, with the consent of the PNL Board, organize themselves as Divisions of PNL, e.g., Friends of the Main River.

### ***Associated Societies***

- (3) Societies having similar purposes and standards may be recognized by the PNL Board upon application as Associated Societies for the purpose of cooperation or support. The membership of an Associated Club need not be limited to members of PNL.

### ***Termination of Active Chapters***

- (4) If at any time a member of the Board has reason to believe a Chapter has become inactive, the President shall request a synopsis of yearly activities, number of PNL members in attendance at those activities and any other information deemed necessary from the Chapter in question. The Board shall then decide, in good faith, if the Chapter is active. Where it is believed that a Chapter is inactive, the President shall send a notice outlining the concern to the last contact of that Chapter. The organization shall be given one year from the date the notice is sent in which to present documentation to the Board showing it should be considered an active Chapter. If at that time, the PNL Board determines, in good faith, that the Chapter continues to be inactive, the President shall call a Meeting of the Board to vote on removal the Chapter from Active Chapter status in PNL. PNL may, by special resolution at a Board Meeting, expel any Active Chapter for any cause that is deemed sufficient in the interests of PNL. This would include but not be limited to the active chapter that:

- (a) has failed to abide by the Constitution or By-Laws;
  - (b) has failed to abide by established safety policies of PNL;
  - (c) has been disloyal to PNL; or
  - (d) has done or failed to do anything judged to be harmful to the Club.
- (5) The vote referred to above shall require a majority vote of not less than fifty one percent (51%) of the PNL Board. The decision of those voting on the motion at the Board Meeting is final. All active PNL members in the Active Chapter's boundaries shall be informed of this meeting in advance and shall be invited to participate as non-voting members.

***Termination of other sections, divisions, or associated societies***

- (6) The PNL Board may terminate any agreement or regulation made under this By-Law.

**COMMUNICATIONS**

29.

***Ebb and Flow***

- (1) PNL shall publish the club newsletter, Ebb and Flow, at least two (2) times per year. The newsletter may contain articles and other material pertinent to the objectives and activities of PNL.

***Editor***

- (2) The PNL Board shall appoint the Editor of the Ebb and Flow. This appointment shall be for a period of two (2) years, but an editor may be reappointed.
- (3) The Editor shall oversee editorial business with respect to the Ebb and Flow and shall submit an annual report to the PNL Board of such business conducted during his or her term of office. The Editor shall have authority to solicit papers and material for the Ebb and Flow and may accept or reject material offered for publication.
- (4) The Editor may appoint associate, regional and special editors to serve for a period of three (3) years, but subject to reappointment at the discretion of the Editor holding office at the conclusion of such period.
- (5) The Editor shall be an *ex officio* member of the PNL Board or may be filled by a member of the Board.

***Other Publications***

- (6) The PNL Board may authorize other publications (e.g., pamphlets, stickers) as may be considered appropriate to the needs of PNL, to be financed by PNL from its general or any special funds, with exception of the Instructor Training Fund, and shall be responsible for the pricing and sale of such publications.

***Website***

- (7) PNL shall maintain a website that contains technical articles and other material pertinent to the objectives and activities of PNL.

## **SERVICE AWARDS**

30.

- (1) During the Annual General Meeting (AGM), the President shall acknowledge the volunteers of PNL.

### **a) *Austin Anthony 'Making Waves' Award***

- (1) During the Annual General Meeting (AGM), PNL shall recognize meritorious service to the Paddle Newfoundland and Labrador organization in one (1) category.
- (2) Mr. Austin Anthony was a founding father of paddling in Newfoundland and Labrador. He was a master canoeist, master instructor, and active member of Paddle Newfoundland and Labrador until his passing in 2015.

Austin was a firm believer in the Club concept and the benefits that it provided to the individual paddler and the paddling community. He did his upmost to support the many iterations of paddling organizations in this Province. Austin was a proud member of the predecessor clubs in Newfoundland and Labrador, including the St. John's Canoe Club, the Newfoundland Canoeing Association, and the Newfoundland and Labrador Paddling Association. At a national level, Austin also served on the Board of Directors of the Canadian Recreational Canoeing Association (the predecessor to Paddle Canada) representing the Province of Newfoundland and Labrador.

At time that the Tumblehome Recreational Canoe Club (TRCC) was merged into Paddle Newfoundland and Labrador (PNL), Austin was the longest serving member and had been awarded a lifetime membership for his many contributions to the Club and for his overall contribution to paddling in this Province and Country.

### ***Qualifications***

- (3) The criteria for the nomination of the Austin Anthony 'Making Waves' Awards are as follows:
  - (a) A nominated member must have been a member in good standing (herein meaning a paid member) for the past year (1) year.
  - (b) The Paddle Newfoundland and Labrador Club Member must have demonstrated a commitment to the PNL organization through a) leadership within PNL, b) volunteerism with PNL, or c) made a significant contribution to PNL through their participation in a single event, series of events or long-term service to PNL are eligible for the Austin Anthony Making Waves Award.

### ***Nomination Process***

- (4) Any PNL Member may propose any other PNL Member for the Austin Anthony Making Waves Award. Nominations shall be sent to the Executive of PNL and should include the reasons in support of the nomination (in writing). This nomination must be received 60 days prior to the AGM meeting to be considered.

#### **Granting Process**

- (5) A majority vote by the PNL Board at the executive meeting prior to the AGM is required to grant the 'Making Waves' Award.

#### **b) *Jim Price 'Passion for Paddling' Award***

- (1) PNL shall recognize meritorious service to the Newfoundland and Labrador paddling community at large in one (1) category. During the Annual Paddling Retreat, or other PNL Event deemed satisfactory by the PNL Board, the President shall acknowledge individual contributions to the NL Paddling Community.
- (2) Mr. Jim Price was an expert instructor and instructor trainer in the disciplines of canoeing, kayaking, and stand-up paddle boarding. He had a true passion for paddling and actively shared this passion with the paddling community until his sudden passing in 2015.

While trained in all paddling disciplines, Jim's biggest contributions to the paddling community were in the disciplines of whitewater kayaking and sea kayaking. Jim served on Paddle Canada's Sea Kayak Program Development Committee and helped ensure the early growth and success of the national sea and river kayak programs. Jim's vision, commitment and extensive paddling and instructional experience have helped define our Province and Country's instructional programs, our instructors, and our Province's interest in paddling. Jim was named to Paddle Canada's Paddling Wall of Honour in recognition of his contributions to the National Paddling Community.

#### ***Qualifications***

- (3) The criteria for the nomination of the Jim Price Passion for Paddling Award are as follows:
  - (a) Any individual of the provincial paddling community who has demonstrated real excitement and enthusiasm for paddling in the Province of Newfoundland and Labrador and has inspired others to take up the sport of paddling or improve their current paddling skills is eligible for the Jim Price Passion for Paddling Award.

#### ***Nomination Process***

- (4) Any individual may propose any other individual for the Jim Price Passion for Paddling Award. Nominations shall be sent to the Executive of PNL and should include the reasons in support of the nomination (in writing). This nomination must be received 60 days prior to the Annual PNL Retreat to be considered.

#### **Granting Process**

- (5) A majority vote by the PNL Board at the executive meeting prior to the Annual PNL Retreat is required to grant the Jim Price Passion for Paddling Award.

## **DISPOSITION OF ASSETS**

31. In the event of dissolution of PNL and where no successor club is specified, then subject to the provisions of the Corporations Act, the assets remaining after payment of all just debts and obligations shall be distributed to one or more non-profit charitable institutions, preferably serving paddling interests in Canada.