



BY-LAWS

ONTARIO CANOE SPRINT RACING AFFILIATION

Passed November 3, 2007

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By-law related generally to the transaction of the business and affairs of the ONTARIO CANOE SPRINT RACING AFFILIATION (hereinafter called the "Affiliation" or "OCSRA").

INTERPRETATION: In these bylaws of the Affiliation hereinafter passed unless the context otherwise requires, words importing the singular number and masculine gender, shall include the plural number and the feminine gender as the case may be, and vice versa, and reference to persons shall include firms and organizations, and where canoeing is stated kayaking is also meant.

BE IT ENACTED and it is hereby enacted as a by-law of the ONTARIO CANOE SPRINT RACING AFFILIATION as follows:

1. Board of Directors

The Affiliation shall be governed by a Board of Directors, hereinafter called the "Board" which shall consist of nine members as follows:

- a) The Flag Officer of Western Ontario Division (hereinafter called "WOD") of the Canadian Canoe Association (hereinafter called the "CCA").
- b) The Flag Officer of Eastern Ontario Division (hereinafter called "EOD") of the CCA.
- c) Three (3) representatives appointed by WOD.
- d) Three (3) representatives appointed by EOD.
- e) A Northern Representative approved by a majority of the clubs which are in the said two Divisions located north of Huntsville, Ontario.

The Past Chairman position will count as one of the nine members above.

Each Division shall choose their representatives prior to the OCSRA Annual General Meeting.

The Directors shall, at the time of their election or within eight days thereafter and throughout their term of office, be members of the Affiliation.

If any division fails to grant approval of any of its Directors within five days of the annual meeting of the Affiliation, those approved, provided that they form a majority of the Directors, may immediately assume office and commence to direct the Affiliation.

If the Divisions of the Canadian Canoe Association are altered, then it is the intent of this by-law that the Directorship shall have received such approvals so that those present on the Board shall equitably represent the Divisions established and this by-law shall be amended to accommodate that fact as soon as practicable at a special meeting called for that purpose.

The Provincial Coach is an ex-officio member of the Board.

The Board may at its discretion appoint or accept other ex-officio representation. The representatives may include:

- a) A Fundraising Director
- b) An Athlete's Representative
- c) An Ontario Summer Games coordinator
- d) Such others as may be appropriate

Three representatives from the OCSRA Board, one of which must be either the Chairman or Treasurer, shall be appointed to the Canoe Ontario Board of Directors.

2. Vacancies, Board of Directors

Any member who fails to attend three consecutive meetings of the Board shall be deemed to have vacated his position, unless special concurrence of the Board has been granted. Such vacancy may be filled by the Board itself, so long as a quorum remains in office and provided that approvals are obtained from the same Divisions or area as that which the vacant Director had been from.

If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancies.

3. Quorum and Meetings, Board of Directors

Five Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chairman or the Vice-Chairman or by the Secretary on direction of the Chairman or Vice-Chairman or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned or emailed to such Director not less than one day before the meeting is to take place or shall be mailed to each Director at last known address not less than 5 days before the meeting is to take place. The statutory declaration of the Secretary or the Chairman that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent: A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Affiliation. The Directors may consider or transact any business either special or general at any meeting of the Board.

4. Errors in Notice, Board of Directors

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any proceedings taken or had thereat.

5. Voting, Board of Directors

Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chairman shall not vote except in the case of an equality of votes, in which case he shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way of assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6. Powers

The Directors of the Affiliation shall administer the affairs of the Affiliation in all things and make or cause to be made for the Affiliation, in its name, any kind of contract which the Affiliation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers, and do all such other acts and things as the Affiliation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, allocate, sell exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Affiliation, for such consideration and upon such terms and conditions as they may deem advisable.

7. Officers of Affiliation

There shall be a Chairman, Vice-Chairman, Secretary, and a Treasurer, and such other Officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except offices of Chairman and Vice-Chairman. The Chairman and Vice-Chairman shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election then the incumbents, being members of the Board, shall hold office until their successors are elected.

8. Duties of the Chairman and Vice-Chairman

The Chairman shall, when present, preside at all meetings of the members of the Affiliation and of the Board of Directors. The Chairman shall also be charged with the general management and supervision of the affairs and operations of the Affiliation. The Chairman, with the Secretary or other Officer appointed by the Board for the purpose, shall sign all by-laws and membership certificates. During the absence or inability of the Chairman his duties and powers may be exercised by the Vice-Chairman, and if the Vice-Chairman or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the Chairman shall be presumed with reference thereto.

9. Duties of Secretary

The Secretary shall be clerk of the Board of Directors. He shall attend all meetings of the Board of Directors, and shall record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to Directors. He shall be the custodian of the seal of the Affiliation and of all books, papers, records, correspondence, contracts and other documents belonging to the Affiliation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

10. Duties of Treasurer

The Treasurer shall work closely with the executive Directors of "Canoe Ontario" or its successor, to ensure that projects are being completed as directed by the Board. He shall be custodian of all funds administered by the Affiliation. He shall also assemble appropriate information for budget preparation and presentation.

11. Executive

The Officers of the Affiliation shall form the executive. The executive shall meet periodically to oversee the operation of the Affiliation in between meetings of the Board of Directors.

12. Execution of Documents

Deeds, transfers, licences, contracts and engagements on behalf of the Affiliation shall be signed by either the Chairman or the Vice-Chairman and by the Secretary and the Secretary shall affix the seal of the Affiliation to such instruments as require the same. Contracts in the ordinary course of the Affiliation operations may be entered into on behalf of the Affiliation by the Chairman, Vice-Chairman or any other person authorized by the Board.

13. Membership

The members of this Affiliation shall be the recognized Ontario "Divisions" within the Canadian Canoe Association, or its successor.

Each such division shall be entitled to have equal representation within the Affiliation.

The Directors, after receiving appropriate approval as herein, shall also be deemed members - but only up until the next annual meeting.

14. Representations at Annual Meeting

Those having voting rights from within the Divisions shall prove their credentials by filing their authorities to so act with the Chairman of the meeting before the formal meeting gets underway. Such credentials shall be the form of resolutions from the Divisions as attested by the president and Secretary of such Divisions.

15. Procedure at Annual Meeting

The Chairman, or if not present the Vice-Chairman, or if also not present such person as is chosen by the members present shall chair the meeting.

The order of business shall be: Chairman's report; Secretary's report; Treasurer's report; presentation of Directors; appointment of auditor; and such other business as determined by the members.

16. Meetings of Members

The annual meeting of the Affiliation shall fall where possible at the same time and place as the meeting of "Canoe Ontario" the exact time and location of which shall be determined by the Chairman, or in his absence, the Secretary, or at such other location and time as the Board may determine.

17. Notice of Meetings

The Chairman shall ensure that all members present are specifically notified of the time and location of the annual meeting after the Secretary has mailed or emailed within 10 days in advance of such the general date and place.

Other general meetings of the Affiliation may be called on 10 days written notice, 'by the Chairman and/or by any 3 other Directors.

18. Errors or Omissions

No error or omission in giving any notice of meeting shall invalidate such meeting unless the error or omission was patently intentional or was the result of gross negligence.

19. Quorum of Members

A quorum for the transaction of business at any general meeting shall be at least 3, consisting of at least the official representatives of the two Ontario Divisions of the Canadian Canoe Association and one member from the current Board of Directors. If the meeting be the annual meeting the previous Board of Directors shall appoint by resolution one of themselves to be the third member.

20. Persons Entitled to be Present at Meetings

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, and the auditor, if any, of the Affiliation and others who have the consent of all those properly present at the meeting.

21. Proxies

Every member may, by instrument in writing, appoint a proxy to vote at meetings of members. The proxy notice must be in writing or in such form as the Chairman of the meeting may accept as sufficient and shall be deposited with the Secretary of the meeting prior to the commencement of the meeting.

22. Fiscal Year

The fiscal year shall terminate on the 31st day of March in each year, unless otherwise determined by the Directors and approved by the auditors.

23. Banking

The bank of the Affiliation shall be as determined by the Directors. The Directors are authorized to sign such borrowing by-laws or-banking forms as are required by such bank.

24. Indemnification of Directors

Every Director or Officer of the Affiliation and his heirs, 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 the Affiliation, from and against:

- a) All costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his offices;
- b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

25. Remuneration of Directors

The Directors shall receive no remuneration from the Affiliation for acting as such.

26. Amendments

These by-laws may be amended at any annual meeting provided that the proposed amendments have been filed with the Secretary at least 30 days prior to such meeting along

with sufficient copies for mailing to the members and provided that the proposed amendment is approved by both Ontario Divisions of the Canadian Canoe Association or its successor.

The Secretary shall mail or email such proposals to the last known addresses of the members at least 14 days prior to such meeting.

27. Rules of Procedure

Rules of procedure at the annual or general meetings of the Affiliation shall be governed by Roberts Rules in case of doubt.

THESE BY-LAWS PASSED at a general meeting of the Affiliation the 3rd day of November 2007 at Peterborough, Ontario.

Chairman: _____
Joanne Bryant

Secretary: _____
Judy Tutty