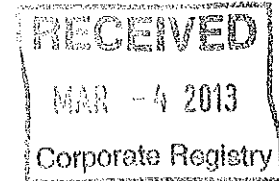




December 18, 2012

Service Alberta
Registries
John E. Brownlee Building
10365 - 97 Street
Edmonton, AB, T5J 3W7



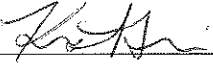
To Whom It May Concern,

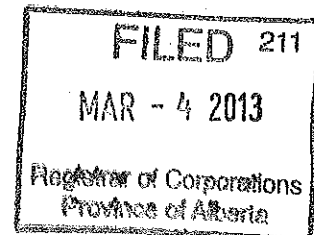
Subject: Changing Alberta Sprint Racing Canoe Association's by-laws

SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of Alberta Sprint Racing Canoe Association on November 24, 2012. The by-laws were changed as follows:

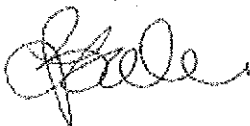
- The existing by-laws are repealed. They are replaced by the attached by-laws.

Date: December 17, 2012
Signature: 
Printed Name: Kristen Hui
Title: Secretary



Should you have any questions regarding this submission please feel free to contact me at (403) 880-6031 or by mail at the above address.

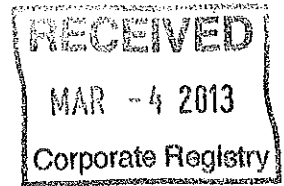
Yours in sport,



Laura Baker
Vice-President
Alberta Sprint Racing Canoe Association

ALBERTA SPRINT RACING CANOE ASSOCIATION

BY-LAWS



ARTICLE I - NAME

- 1.1 The name of the Organization shall be the "Alberta Sprint Racing Canoe Association" Hereafter referred to as the "Association".

ARTICLE II - ADDRESS

- 2.1 The mailing address of the Association shall be that of the President within the Province of Alberta

ARTICLE III – OBJECTIVES OF THE ASSOCIATION

- 3.1 The objectives of the Association are filed separately with the Government of Alberta Corporate Registry.

ARTICLE IV – MEMBERSHIP

4.1 Classification of Members

There are three categories of membership:

- a) Full Member Club
- b) Associate Member Club
- c) Beneficial Member

4.1.1 Full Member Club:

A Full Member Club has members involved in the development of Sprint Canoe Kayak athletes. To become a Full Member, a club must

- a) Be incorporated in the Province of Alberta
 - b) Have been an Associate Member for at least 1 year
 - c) Pay the annual membership fee for Full Membership
 - d) Be a member in good standing of the federal Sprint Canoe Kayak body, the Canadian Canoe Association (CCA).
 - e) Be approved by simple majority of the full Member Clubs at the AGM
- Once approved as a Full Member club, the club attains voting rights within the Association.

4.1.2 Associate Member Club:

To become an Associate Member, a club must

- a) Be incorporated in the Province of Alberta
- b) Pay the annual membership fee for Associate Member
- c) Be approved by a simple majority of the Full Member Clubs; this need not be done at the AGM.

4.1.3 Beneficial Member:

Beneficial Members are the individual members within each of the Association's member clubs. Beneficial Members are not participants of the Association; rather, they are represented and served by their member club. The prime purpose of identifying Beneficial Members is to provide statistics on the individuals served by the Association.

4.2 Admission of Members.

Any canoe club domiciled in the Province of Alberta may apply to become a member in the appropriate category by meeting the requirements in Article 4.1.

4.3 Membership Fees

4.3.1 Membership Year

The membership year is from April 1 to March 31.

4.3.2 Setting Membership Fees

The Board recommends fees in each category of Membership for approval at the AGM

4.3.3 Payment Date for Fees

The annual membership fees must be paid on or before May 1 following the AGM. Upon payment of fees, membership shall be automatically renewed for each ensuing year. If fees have not been paid by May 1 of each membership year, a member is liable for suspension. The Board of Directors will vote on and subsequently notify a member about being suspended and corrective action to reinstate membership status.

4.3.4 Membership fees are non-refundable.

4.4 Rights and Privileges of Members

4.4.1 Any Member in good standing is entitled to:

- a) Receive notice of meetings of the Association
- b) Attend any meeting of the Association
- c) Speak at any meeting of the Association
- d) Exercise any other rights given in these by-laws

4.4.2 Voting Members

The only Members who can vote at meetings of the Association are: Full Members in good standing.

4.4.3 Number of Votes

A voting member is entitled to one (1) vote at any meeting of the Association

4.5 Termination of Membership

4.5.1 Resignation

4.5.1.1 Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association.

4.5.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the club name is removed from the Register of Members.

4.5.1.3 Deemed Withdrawal

If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted the club resignation.

4.5.1.4 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the club name is removed from the Register of Members.

- 4.5.2 Expulsion
- 4.5.2.1 The Association may, through majority vote of the board in a regular meeting, expel any Member for any cause which is deemed sufficient in the interests of the Association.
- 4.5.2.2 This decision is final.
- 4.5.2.3 On passage of the Special Resolution regarding expulsion, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the club name is removed from the Register of Members.
- 4.6 Continued Liability for Debts Due
Although a Member ceases to be a Member by resignation or otherwise, they are liable for any debts owing to the Association at the date of ceasing their membership with the Association.

ARTICLE V – MEETINGS OF THE ASSOCIATION

- 5.1 The Annual General Meeting
- 5.1.1 The Association holds its Annual General Meeting within 90 days from year-end. The Board sets the place, day and time of the meeting.
- 5.1.2 The Secretary will provide notice of the holding of such meeting by providing written notification, email or by whatever technology methods are commonly used at the time to all members at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 5.1.3 Agenda for the Meeting:
The Annual General Meeting deals with the following matters:
- a) Call to order
 - b) Adopting the agenda;
 - c) Adopting the minutes of the last Annual General Meeting;
 - d) Considering the President's report;
 - e) Considering the Treasurer's report, reviewing the audited financial statements setting out the Association's income, disbursements, assets and;
 - f) Appointing the auditors;
 - g) Electing the Members of the Board;
 - h) Considering matters specified in the meeting notice.
 - i) Adjournment
- 5.1.4 Quorum
75% of Full Members in good standing shall constitute a Quorum at the Annual General Meeting.
- 5.2 Special General Meeting of the Association
- 5.2.1 Calling of Special General Meeting
- A Special General Meeting may be called at any time:
- a) By a resolution of the Board of Directors to that effect; or
 - b) On the written request of at least two (2) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting: or

- c) On the written request of at least two (2) full membership clubs. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

- 5.2.2 Notice
The Secretary will provide notice of the holding of such meeting by providing written notification, email or by whatever technology methods are commonly used at the time to all members at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.
- 5.2.3 Agenda for Special General Meeting
Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
- 5.2.4 Procedure at the Special General Meeting
Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.
- 5.3 Proceedings at the Annual or a Special General Meeting
 - 5.3.1 Attendance by the Public
General Meetings of the Association are open to the public. A majority of the Members present may ask any persons who are not Members to leave.
 - 5.3.2 Failure to reach Quorum
The President cancels the General Meeting if a quorum is not present within one half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.
 - 5.3.3 Presiding Officer
 - 5.3.3.1 The President chairs every General Meeting of the Association. The Vice-President chairs in the absence of the President.
 - 5.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Full Members to chair.
 - 5.3.4 Adjournment
 - 5.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
 - 5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
 - 5.3.5 Voting
 - 5.3.5.1 Each voting member has one (1) vote. A show of hands decides every vote at every General Meeting.
 - 5.3.5.2 A majority of the votes of the Voting Members present decides each issue and Resolution. A tie vote is a failed motion.

- 5.3.5.3 Proxy vote. If a voting member cannot attend a General or Special Meeting they may use a Proxy Vote. A proxy vote will be recognized if a written request is sent via email or whatever technology methods are commonly used at the time to all members from the requesting member in good standing, received by the Secretary prior to the meeting, indicating who is to exercise the proxy.
- 5.3.5.4 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 5.3.5.5 Three voting members may request a ballot vote. In such case, the President or the Chairperson may set the time, place and method for a ballot vote.
- 5.3.5.6 Members may withdraw their request for a ballot.
- 5.3.5.7 The President arbitrates any procedural disputes. The President decides in good faith, and this decision is final.
- 5.3.6 Failure to Give Notice of Meeting
No action taken at a General Meeting is invalid due to;
- a) Accidental omission to give any notice to any Member;
 - b) Any Member not receiving any notice; or
 - c) Any error in any notice that does not affect the meeting.
- 5.3.7 Written Resolution of All the Voting Members
All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE VI - THE GOVERNMENT OF THE ASSOCIATION

6.1 The Board of Directors

- 6.1.1 Governance and Management of the Association
The Board governs and manages the affairs of the Association. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.
- 6.1.2 Powers and Duties of the Board
The Board has the powers of the Association, except as stated in the Societies Act. The powers and duties of the Board include:
- (a) Promoting the objectives of the Association;
 - (b) Promoting membership of the Association;
 - (c) Hiring employees, to operate the Association;
 - (d) Regulating employees' duties and setting their salaries;
 - (e) Maintaining and protecting the Association's assets and property;
 - (f) Approving an annual budget for the Association;
 - (g) Paying all expenses for operating and managing the Association;
 - (h) Paying persons for services and protecting persons from debts of the Association;
 - (i) Investing any extra monies;
 - (j) Financing the operations of the Association, and borrowing or raising monies;
 - (k) Making policies for managing and operating the Association;
 - (l) Approving all contracts for the Association;
 - (m) Maintaining all accounts and financial records of the Association;
 - (n) Appointing legal counsel as necessary;

- (o) Making policies, rules and regulations for operating the Association and using its facilities and assets;
- (p) Selling or disposing of any or all the property of the Association; and
- (q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive or the paid administrator of the Association.

6.1.3 Meetings of the Board of Directors

6.1.3.1 Meetings of the Board shall be called at the discretion of the President, in his/her absence by the Vice President

6.1.3.2 Members of the Board of Directors shall be sent a notice of the meeting giving the date, place, time and proposed agenda at least 7 days in advance by the Secretary via email or whatever technology methods are commonly used at the time.

6.1.3.3 The President shall chair all meetings of the Board of Directors. In the absence of the President, the Vice President shall chair the meeting.

6.1.3.4 Quorum at all Board of Directors meetings shall be established by having a majority of the Board of Directors including at least 2 executive members present.

6.1.3.5 Voting at Board of Directors Meetings:

- (a) The Board of Directors follow Roberts Rules of Order
- (b) A motion or resolution is passed by having a majority vote from the Board of Directors through a verbal vote.
- (c) No proxy votes will be recognized at Board of Directors Meetings

6.1.4 Composition of the Board

6.1.4.1 The Executive shall be the:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

6.1.4.2 The Directors shall be the:

- (a) Director of Officials;
- (b) Director of Coaching;
- (c) Director of Club Development;
- (d) Director of Publicity;
- (e) Director of Technical Matters; and
- (f) Member at Large

6.1.5 Election of the Executive and Appointment of Directors

6.1.5.1 A nominating committee will be formed by representatives drawn from Members in good standing and shall be appointed by the Executive one month prior to the Annual General Meeting for the purpose of nominating, with prior consent, a slate of Board Members for the ensuing year.

6.1.5.2 Any one or more of the retiring Board Members shall be eligible for re-election.

6.1.5.3 Nominations from the floor may be made with the prior concurrence of the nominee.

6.1.5.4 Each Full Member club in good standing will be entitled to one (1) vote for the

purpose of electing the Executive.

- 6.1.5.5 There shall be appointed at each Annual General Meeting the above Directors each of whom shall be considered a member of the Board of Directors of the Association for a term of one(1) year commencing immediately following the AGM. The Board of Directors shall include the Executive and the appointed Directors.
- 6.1.5.6 Such other Directors as the executive deems necessary may be co-opted during the course of the Association year.
- 6.1.6 Suspension or Expulsion of Executive or Directors
 - 6.1.6.1 Any Executive or Director of the Association may be suspended by a majority vote of the Board of Directors for any cause which the Association may deem reasonable.
 - 6.1.6.2 Any Executive or Director of the Association may be expelled by a majority affirmative vote at a Special General Meeting of the Association, of which prior notice of the proposed agenda was given, for any cause which the Association may deem reasonable.
- 6.2 Duties of the Officers of the Association
 - 6.2.1 The President

The President shall preside at all meetings of the association, offer direction to all other executive positions, act as the spokesperson for the Association, form special committees as may be deemed necessary. The President or his/her designate shall be the official representative of the Association with other associations, agencies, organizations and act as a liaison to different levels of government.
 - 6.2.2 The Vice-President

The Vice-President shall be vested with all the powers, and shall perform all the duties of the President in his/her absence, replaces the President at various functions when asked to do so by the President or Board, offers direction to sub-committees, expedite funding, grant applications and approvals.
 - 6.2.3 The Secretary

The Secretary shall prepare and have custody of minutes of all Board Meetings, attend to the correspondence of the Association and to other duties as may be required by the association, arrange and notify of meetings and attend same, keeps the seal of the Association, files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry.
 - 6.2.4 The Treasurer

The Treasurer is responsible for carrying out the financial matters and maintaining the financial records of the Association. The Treasurer makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested, makes sure an audited statement of the financial position of the Association is prepared and presented at the Annual General Meeting, administers grants for athlete activities, and maintains adequate insurance policies. The Treasurer shall be a signing officer of the Association.

- 6.2.5 The Director of Officials
The Director of Officials shall organize officials training clinics and officials certification, prepare a schedule of officials for each regatta sponsored by the Association, liaise with officials in clubs and in other provincial Canoeing Associations within the province, and liaise with CCA as necessary.
- 6.2.6 The Director of Coaching
The Director of Coaching shall be responsible for the Provincial Coach/Coaches and his /her assistants, co-ordinate coaching policy, assist persons in the province with accreditation programs, help clubs to establish appropriate coaching policies and manpower.
- 6.2.7 The Director of Club Development
The Director of Club Development shall be responsible for the development of Sprint Racing at existing and new clubs.
- 6.2.8 The Director of Publicity
The Director of Publicity shall be responsible for gathering such information that will assist clubs in the province of Alberta for development, and overall general information pertaining to:
- (a) Administration
 - (b) National Information from CCA
 - (c) Coaching and Promotional Aids
 - (d) Provincial, Regional and National Regattas and Meetings
 - (e) Website Administration and the use of new technology to promote the vision of the Association
- 6.2.9 The Director of Technical Matters
The Director of Technical Matters shall update the Athlete's Manual, conduct athlete assessment, make recommendations on and oversee carding status, and be responsible for the organization of regattas.
- 6.2.10 Member at Large
The Member at Large shall represent the interests of the membership at Board of Directors Meetings and shall be responsible for undertaking any duties that the Board may request of him or her.
- 6.3 The Technical Administrator
- 6.3.1 The Board may hire a Technical Administrator to carry out assigned duties.
- 6.3.2 The Technical Administrator reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Technical Administrator does not vote at any meeting.

ARTICLE VII – FINANCE AND OTHER MANAGEMENT MATTERS

- 7.1 Borrowing Powers
For the purpose of carrying out the objectives, the Association may borrow or raise or secure the payment of money pending unanimous approval of the Association's Full Members.
- 7.2 Payments
No Member, Director, or Executive of the Association receives any payment for their services as a Member, Director or Executive. Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

- 7.3 Protection and Indemnity of Directors and Executive
- 7.3.1 Each Director or Executive holds office with protection from the Association. The Association indemnifies each Board Member against all costs or charges that result from any act done in his/her role for the Association. The Association does not protect any Board Member for acts of fraud, dishonesty, or bad faith.
- 7.3.2 No Board Member is liable for the acts of any other Board Member. No Board Member is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Board Member is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.
- 7.4 Auditing
- 7.4.1 The Financial records of the Association shall be subject, each year, to inspection by a duly qualified accountant either in the form of an audit or Accountant's Comments, or be audited by two (2) members of the Association elected for that purpose at the Annual General Meeting. Such auditor at the Annual General Meeting of the Association shall submit a complete and proper statement of the standing books for the previous year. March 31st in each year shall be the end of the fiscal year for the Association.
- 7.4.2 The books and the records of the Association may be inspected by any member of the Association at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.
- 7.5 Society Seal
The seal of the Association shall be kept in the custody of the Secretary and shall not be affixed to any instrument or document except by authority of the Board of Directors and in the presence of two (2) signing officers of the Association.
- 7.6 Altering, Rescinding and Adding By-Laws
- 7.6.1 Notice of any proposed amendment to the by-laws must be circulated to all members with twenty-one(21) days written notice prior to any Annual General Meeting or Special General Meeting at which the amendment is to be considered.
- 7.6.2 Any amendment to the by-laws must be passed by a 75% majority vote of members at the Annual General Meeting or Special General Meeting.
- 7.6.3 Following the adoption of an amendment to the by-laws, the Secretary must notify the registrar of the amendment within thirty (30) days. No revision or alteration or addition to the by-laws has effect until it is registered by the registrar.
- 7.7 Dissolution of the Association
- 7.7.1 If ever required at any Annual General Meeting a resolution for dissolution of the Association is passed by a majority of the voting members, the Board shall proceed to realize the property of the Association and after discharge of all liabilities of the Association shall distribute the proceeds and assets to a similar non-profit amateur sport association or clubs.