

APRIL 28, 2005

**THE NEWFOUNDLAND AND LABRADOR PADDLING ASSOCIATION**  
**CONSTITUTION**

**ARTICLE 1**

**DEFINITION**

In this Constitution wherever the words “the Association” appear, they shall be considered to read - “*The Newfoundland and Labrador Paddling Association*”.

In this Constitution wherever the acronym “NLPA” appears, it shall be considered to read - “*The Newfoundland and Labrador Paddling Association*”.

In this Constitution wherever the words “the organization” appears, they shall be considered to be the Federated Organizations listed under Article 2 of this Constitution.

The Association may from time to time, designate trade names for purposes of exploiting its mandate.

**ARTICLE 2**

**MANDATE AND COMPOSITION**

The Newfoundland and Labrador Paddling Association is the Provincial representative Association for recreational paddling, in all its forms, in the Provincial of Newfoundland and Labrador. The Association is comprised of representatives from recognized recreational canoeing and kayaking organizations and individual paddlers and represents the interests of the paddling community at the national and provincial level.

The association is comprised of:

1. The Body of Newfoundland and Labrador Canoe Clubs; consisting all canoeing organizations accepted by the NLPA for the purposes of this Constitution.
2. Kayak Newfoundland and Labrador – P.O. Box 2, Stn. C, St. John’s, NL, A1C 5H4;

Here in after words referred to as Federated Organizations, and;

3. Individuals not falling under the jurisdiction of a Federated Organization.

Here in after words referred to as Non-Federated Members.

### **ARTICLE 3**

The Association is an incorporated non-share capital Non-Profit Corporation.

### **ARTICLE 4**

#### **OBJECTIVES**

The Objectives of the Association are as follows:

1. To provide a forum for the congress of provincial recreational paddling organizations;
2. To promote, foster and perpetuate canoeing and kayaking as an educational, cultural, historic and constructive recreational experience;
3. To represent organized recreational paddling and the canoeing and kayaking public on a provincial level and to represent their collective interests to the Government of Newfoundland and Labrador;
4. To promote and maintain relations with other provincial and national organizations having a similar objective;
5. To encourage the development and recognition of standards in canoeing and kayaking and to encourage certification of leadership training and levels of achievement in canoeing and kayaking under the nationally sanctioned Canadian Recreational Canoeing Association's (CRCA's) canoeing and kayaking standards;
6. To study all aspects of canoeing, kayaking and related undertakings and to interpret and disseminate information, knowledge and standards concerning development and regulations thereto;
7. To support the concept of the stewardship of the land as well as to support and promote strategies relevant to the welfare of the environment wherever such support is requested from provincial paddling organizations or the national body (the Canadian Recreational Canoeing Association) and to develop cooperative networks with kindred organizations in the field of environmental concerns.
8. To encourage training programs and conferences on a provincial level for leaders and other personnel.

9. To support efforts by other provincial, territorial and/or federal interest groups to ensure the protection and perpetuity of canoeing and kayaking as a unique Canadian and Newfoundland and Labrador heritage.
10. To represent the interests of the province's recreational paddlers at the national level by having a representative on the Canadian Recreational Canoeing Association's (CRCA's) Board of Directors, and to disseminate information on that Board's activities to NLPA member organizations.

## ARTICLE 5

### MEETINGS

#### (1) ANNUAL MEETING

An Annual General Meeting of the Association shall be held yearly at a time and place to be determined by the Board. No more than eighteen (18) months can lapse between annual meetings. Notice of the Annual Meeting, in proper form, setting forth the affairs to be discussed, shall be sent to Federated Organizations and Non-Federated Members at least sixty (60) days before the date set for the meeting.

Federated organizations are to then forward the names of their federated appointees, as per article 7, in time for that meeting.

Any individual member of a Federated Organization or Non-Federated Member may attend the Annual General Meeting in a nonvoting capacity.

#### (2) SPECIAL MEETINGS

Special Meetings of the Association may be called at any time by:

1. The President of the NLPA;
2. Upon request of at least three (3) members of the Board;
3. The President of any Federated Organization

Notices of such Special Meetings shall be sent to all Federated organizations and Non-Federated Members at least sixty (60) days in advance of the meeting. Each Federated organization will then further distribute the notice to their respective memberships. Such notices shall state the purpose and the reasons for which the meeting has been called. Only the matter(s) set out in the notice are considered at the Special General Meeting.

Only the Federated appointees as referenced in Article 5(1) can vote at a Special Meeting. Any individual member of a Federated Organization or Non-Federated Member may attend the Special Meeting in a nonvoting capacity.

(3) BOARD MEETINGS

The Board shall meet at least four (4) times per year.

Any individual member of a Federated Organization or Non-Federated Member may attend Board Meetings in a nonvoting capacity.

QUORUM AND VOTING

Board, Annual and Special Meetings:

Not less than four members shall constitute a quorum.

**ARTICLE 6**

HEAD OFFICE

The Board of Directors from time to time as necessary shall determine the Head Office of the Association.

**ARTICLE 7**

(1) BOARD OF DIRECTORS

A Board of Directors, hereinafter called the “Board”, shall govern the Association.

The Board of Directors shall consist of a minimum of three (3) persons from each Federated Organization. The board may, at its discretion, request Federated Organization to appoint additional members depending on the work of the Association and the expertise of the Board.

(2) FEDERATED APPOINTEES

Each Federated Organization recognized by the Board of Directors shall be permitted to appoint three (3) representatives (or more if requested by the NLPA Board) to the Board of Directors.

(3) APPOINTMENTS OF FEDERATED MEMBERS

Each Federated organization shall appoint three (3) representatives to serve on the Board. It is recommended that the term be for a minimum of two years. The Appointee must be a member in

good standing of the appointing organization. The appointee need not be a member of the Board of Directors of the Federated Organization but is nevertheless responsible for voting on behalf of the Federated Organization and disseminating information back to said member organization.

(4) ELECTION OF EXECUTIVE OFFICERS

Officers of the association shall be elected from within the members of Board by the appointed members of the Board. The position of President shall rotate every two years between each Federated Organization. In the event of a tie in the vote for a position, the Chair may declare that an impasse has been reached and initiate provisions under Article 10 of the Constitution.

(5) REMOVAL OF APPOINTEES

Each Federated organization can at any time, and for any reason, remove their appointed member of the Board. The Federated organization will then make another appointment immediately to replace the removed member. If the appointee removed is in an office, a new election for the vacated position is held immediately and is valid until the next Annual General Meeting.

In the event of such a removal, all business of the association must cease until a new federated appointee is provided by the Federated Organization thereby completing the membership of the Board.

(6) OFFICERS

The Officers of the Association shall be:

President  
One First Vice President from each Federated organization  
Second Vice President  
Secretary  
Treasurer

Other appointees sitting on the Board but not holding a position of officer are considered Directors at Large.

(7) EXECUTIVE COMMITTEE

The Officers of the Association shall act as an Executive Committee to manage the day-to-day affairs of the Association. The Executive Committee shall determine the responsibility for the financial affairs of the Association.

(8) COMMITTEES AND TASK FORCES

The Board may appoint from time to time such Committees and Task Forces at large as may be required by the Association. Each Committee and Task Force Chairman shall be entitled to notices of meeting of the Board and shall be permitted to attend the same as non-voting observers.

(9) CONFLICT OF INTEREST

No member of the Board or officer of the Association shall receive any payment or financial benefit for his or her service as a Board Member.

**ARTICLE 8**

FISCAL YEAR

The fiscal year of the Association shall end on December 31 of each calendar year.

**ARTICLE 9**

FUNDING

An annual operating budget for the association shall be developed by the Board and forwarded to Federated Organizations for approval.

Each Federated Organization will then be responsible for contributing a base contribution, to be determined by the NLPA Board, plus a percentage of the remaining operating budget for the coming year. The amount of the remaining contribution is calculated based on the number of members in each Federated Organization as a percentage of the total number of members in all Federated Organizations. As an example, two member organizations with fifty (50) members each would contribute 50% each of the Association's remaining operating budget.

Such a budget shall be for basic administration purposes only. If a member organization is unable or unwilling to contribute funds for the administration the NLPA, that member organization will forfeit their participation on the Board.

The funding of other projects and/or activities of the Board must be approved by the Federated Organizations separate from the operating budget.

Individuals not falling within the jurisdiction of a Federated Organization must pay an individual membership directly to the NLPA in an amount to be determined annually by the NLPA Board of Directors.

In addition, the Association may take and receive gifts, donations, bequests or legacies for the use of furthering the objectives of the Association.

## **ARTICLE 10**

### **IMPASSE**

If during the voting for the Officers of the Association, amendments to the By-Laws, or any other business of the Board, there is a tie vote or the board is unable or unwilling to make a decision, the President of the Association shall call an impasse. In this event, the decision under debate will be decided upon by a neutral third party deemed by the board to hold the same values and beliefs as the NLPA. It is expected that a President of another active provincial paddling association representing canoeing and kayaking would be an appropriate neutral third party. The decision of this individual is final.

## **ARTICLE 11**

### **TERMINATION OF MEMBERSHIP IN THE ASSOCIATION**

If at any time a member of the Board has reason to believe a Federated Organization is inactive, the President will request a paid-in-full membership list, a list of their officers, a synopsis of yearly activities and any other information deemed necessary from the Federated organization in question. The Board will then make a determination, in good faith, if the member organization is active. Where it is believed that an organization is inactive, the President will send a notice outlining the concern to that organization. The organization will 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 organization. If at that time, the Board determines, in good faith, that the organization is still inactive, the President shall call a Special Meeting to remove the organization from membership in the Association.

The NLPA may, by special resolution at a Special Meeting, expel any Non-Federated Member for any cause that is deemed sufficient in the interests of the NLPA. The member is considered to have ceased being a Member on the date the special resolution is passed.

The President of the Association shall call for a Special Meeting to remove a Federated organization if the Board believes that:

1. The Federated organization has failed to abide by the Constitution or By-Laws;
2. Has been disloyal to the Association; or
3. Has done or failed to do anything judged to be harmful to the Association.

The Decision of those voting on the motion at the Special Meeting is final.

Application for membership must be re-made under By-Law #2.

## **ARTICLE 12**

### **DISSOLUTION**

In the event of the dissolution or a winding up of the Association, all of the remaining assets, after payment of liabilities, must be distributed equally to existing Federated Organizations.

If no Federated Organizations exist, assets are to be distributed to one or more recognized charitable organizations in Canada. Such charitable organizations should hold the same purpose or values of the Newfoundland and Labrador Paddling Association.

## **ARTICLE 13**

### **BY-LAWS**

The Board may from time to time create and amend by-laws, as it deems necessary, for the orderly transaction of business. A ratification of a By-Law requires a majority vote of the Board at an Annual Meeting.

## **ARTICLE 14**

### **AMENDMENTS**

To amend this constitution requires a special meeting of the Association. Note of motion of this intent outlining both the motion and the reasons, must be circulated to each member organization at least sixty (60) days prior to the Special Meeting where a vote will be taken.

A two-thirds majority of those in attendance approving the amendment is necessary to ratify a Constitutional amendment.

# **THE NEWFOUNDLAND AND LABRADOR PADDLING ASSOCIATION**

## **BY-LAW #1**

### **DEFINITION**

The by-laws of the NLPA, as per ARTICLE 13 of the Constitution are designed to enable the orderly transaction of the business affairs of the Association.

## **BY-LAW #2**

### **MEMBERSHIP**

#### **Federated Members:**

Recognized paddling organizations operating in the Province of Newfoundland and Labrador. Each paddling organization has the right to make appointments to the Board of Directors as per Article 7 of the Constitution.

Other paddling groups not currently members of the NLPA must make written application to the President of the NLPA. The Board of Directors will then review the application to assess the group's purpose, membership base, mandate and ability to contribute to the mandate of the NLPA. The Board of Directors will then vote for acceptance or rejection of the membership request. If the Board determines that the organization requesting membership more appropriately fits under an existing member organization then a recommendation will be made to that effect to both the group requesting membership and the applicable member organization.

#### **Non-Federated Members:**

Individuals not falling under the jurisdiction of a Federated Member may make application for individual membership directly to the NLPA. Individuals falling under the jurisdiction of a federated organization are not eligible for individual membership.

## **BY-LAW #3**

### **COMMITTEES**

The Association may from time to time, appoint standing committees to initiate and promote the ongoing work of the Association. Such committees would include, but are not limited to: advocacy; environmental protection; heritage; national standards; safety; technical development; paddling for persons with special needs; ethics and the environment. The Board will appoint the Chairperson for each Committee.

**BY-LAW #4**

**TASK FORCES**

The Association may, from time to time, appoint Task Forces to plan and implement specific tasks identified as being required to meet the Association's objectives. When the task is completed, the Task Force will disband. The need for specific Task Forces shall be reviewed annually. The Board of Directors will appoint the Chairperson for each Task Force.

**BY-LAW #5**

**APPROVAL**

At each Annual Meeting the Directors represented by virtue of the delegation of the voting power, of their respective appointees may approve, confirm and ratify the actions of the Executive Committee, for each fiscal year, and shall indemnify and save them respectively harmless with regards to any action or cause taken on their behalf during the past fiscal year.

**BY-LAW #6**

**SOLICITOR AND AUDITOR**

At each annual meeting a solicitor and an auditor may be appointed to hold office until the next annual meeting.