



## BY-LAWS

### By-Law No. 1

*Amended November 2010 (highlighted in bold)*

#### ARTICLE 1 -- NAME & PURPOSE

- 1.01 The name of the organization is WATER SKI AND WAKEBOARD CANADA, abbreviated to WSWC. The French translation of the name of the organization is SKI NAUTIQUE ET PLANCHE CANADA, abbreviated to SNPC.
- 1.02 These bylaws outline WSWC's governing rules, stating how the organization is governed and how powers are exercised.
- 1.03 Its members recognize WSWC as being the sole governing body representing recognized towed water sports in Canada, on a national and international basis.

#### ARTICLE 2 -- OFFICES

- 2.01 WSWC's head office is located in the Regional Municipality of Ottawa-Carleton, Ontario. The WSWC head office is hereinafter referred to as the national office. WSWC may establish offices elsewhere in Canada.

#### ARTICLE 3 -- MEMBERSHIP

- 3.01 WSWC is composed of Provincial/ Territorial members only (hereinafter referred to as members). Members are responsible for organizing, and have jurisdiction over, recognized towed water sports within their province, or territory. Each member has the authority to foster, conduct and control recognized towed water sports within its province, or territory, in a manner consistent with WSWC By-laws, WSWC policies, and decisions of Congress or the Board of Directors.
- 3.02 A prospective member applies in writing to the WSWC Office and:
  - (i) indicates the specific province or territory, which it proposes to encompass;
  - (ii) provides the national office with copies of the consummating documents of the body, including its constitution, by-laws, and certificate of incorporation.
  - (iii) WSWC's national office receives the documentation at least ninety (90) days before Congress.

Admission of a member to WSWC requires a two-thirds majority vote of Congress. Congress, by a two-thirds majority vote, fixes the member's number of votes.

- 3.03 Acceptance as a WSWC member obligates the member to abide by and comply with the provisions of the WSWC By-laws, policies and all decisions of Congress or the Board of Directors.
- 3.04 Congress may, by a two-thirds majority vote, adjust the geographical boundaries of any member.
- 3.05 Congress establishes the annual fees payable by a member.
- 3.06 **Congress can overrule any decision of a member inconsistent with the WSWC By-laws, policies, or decision of Congress.**

- 3.07 If a member knowingly violates WSWC By-laws, policies, decisions of Congress or the Board of Directors, the Board of Directors may suspend the member until the next Congress. The Board of Directors provides the member with notice of the alleged violation, before taking any action. The member can offer written comment on, or rebuttal to, the alleged violation. The member can appear in person before the Board of Directors to state their case.
- 3.08 If the Board of Directors suspends a member, the matter appears on the agenda of the next Congress.
- 3.09 At Congress, the violation, and the facts surrounding the violation are presented. The members, by a two-thirds majority vote:
- (i) ratify the suspension and continue it for such period as it deems fit;
  - (ii) ratify the suspension and lift it should they feel its purpose has been served;
  - (iii) levy any additional sanction deemed appropriate in the circumstances, including, without limiting the generality of the foregoing, the termination of such members' membership in WSWC; or
  - (iv) rescind the suspension and reinstate the members with full rights and privileges.
  - (v) The Congress members provide the suspended member an opportunity to offer written comment on, or rebuttal to, the violation and to appear in person.
- 3.10 The national office immediately notifies all members of action taken by the Board of Directors or Congress pursuant to clauses 3.07 or 3.09. When notified, members enforce the sanction.
- 3.11 Any WSWC member may withdraw as a member by providing the national office with written notice thereof.

#### **ARTICLE 4 -- CONGRESS (The Meeting of the Members)**

- 4.01 **Congress is the ultimate decision making power in all matters concerning WSWC. Notwithstanding, Congress cannot overrule any decision of the Board of Directors.**
- 4.02 **A maximum of two delegates per member comprise Congress. Each delegate carries one-half, or as close as possible to one-half, of the total number of votes allocated to their province. To exercise the full number of votes allocated where a province sends two delegates, one delegate must be male and one must be female. A province can send one delegate who carries all votes, provided, at the last Congress both genders were represented, or if only one delegate was present, the next delegate is the opposite gender.**
- 4.03 An Officer of the member certifies the appointment of their delegate(s) to Congress. To be accredited, the delegate must be in good standing with the member from which they reside, and with WSWC. Further, the member itself must be in good standing with WSWC. The term "good standing" means the member is not in breach of WSWC By-laws, policies, decisions of Congress or the Board of Directors, and all fees and other amounts due WSWC are not in arrears.
- 4.04 **An employee of WSWC cannot be a Congress delegate for any member.**
- 4.05 Congress is held every calendar year for the purposes of:
- (i) ratifying decisions of the Board of Directors,
  - (ii) electing the WSWC Board of Directors,
  - (iii) approving the audited statement,
  - (iv) appointing an auditor, and
  - (v) attending to any other business which may be properly brought before the meeting.
- 4.06 Notice of Congress, and a reminder of proxy rights, is distributed to members, the Board of Directors, and WSWC Committee Chairs, at least thirty (30) days before the start of Congress.
- 4.07 The agenda for the Annual General Meeting portion of Congress may include the following items:
1. Roll Call
  2. Approval of Agenda

3. Approval of Previous Minutes
4. Receipt and Consideration of the Board of Directors, Committee, and Member Reports
5. Ratification of decisions of the Board of Directors
6. Approval of audited statement
7. Appointment of Auditor
8. Allocation of Events
9. Election of the Board of Directors
10. Other Business

- 4.08 At Congress, each member has two (2) votes plus:
- (i) one-half vote, to maximum of four (4), for every 200 individual members, plus
  - (ii) one-half vote, to a maximum of two (2), for every 50 WSWC licensed competitors.
- \* The statistics used for calculating the additional votes are compiled by the national office as of September 30th preceding Congress.*
- 4.09 The WSWC Chair of the Board of Directors or, in the Chair's absence or inability or failure to act, a member of the Board of Directors selected by the Board of Directors, chairs Congress.
- 4.10 Any member may appoint a person as its proxy to vote on its behalf; provided the person so appointed as proxy is a voting delegate of another member. No delegate can be appointed proxy for more than one member. Proxies are given only if there are no delegates from that member. Proxies must be in written form. The gender rules of 4.02 shall also apply to the proxy.
- 4.11 The Congress Chair is not entitled to vote, except in the event of a tie, in which case the Chair votes.
- 4.12 **Members of the Board of Directors can attend and address Congress, but not vote. However a Director may represent a proxy for a maximum of one member.**
- 4.13 Individual members of a WSWC member can attend Congress, but cannot address the meeting without the consent of the delegates, or the Congress Chair, and cannot vote.
- 4.14 A quorum of two-thirds members in good standing, in person or proxy, is necessary to conduct business at Congress.
- 4.15 A notice of motion deposited at the national office at least thirty (30) days before the date of Congress require a simple majority vote. Notices deposited at the national office less than thirty (30) days before the date of Congress, require a two-thirds majority vote. By-law provisions, requiring a specific proportion of votes to be cast in favor of a resolution, or the established rule change procedure, are not affected by the foregoing.
- 4.16 The Board of Directors may call special meetings of Congress at any time.

#### **ARTICLE 5 -- THE BOARD OF DIRECTORS**

- 5.01 The Board of Directors provides oversight to the property and business of the association. The Board members are the Officers of the association. It is composed of a minimum of three individuals. Some Board positions may be specific Representatives and others may be at large members of the Board. The specific composition, role, and responsibilities of Board members are determined by the Board of Directors and are outlined in a standing policy. Board members must be at least 18 years of age, with the power under law to contract.
- 5.02 Any individual, in good standing of a member, maybe nominated as a candidate for an elected at large position on the Board of Directors. Nominations must be delivered to the national office at least thirty five (35) days before Congress. A valid nomination includes; a biography of the nominee, sport executive experience, employment history, a letter signed by the nominee indicating agreement to serve and fulfill all duties and responsibilities of such office if elected, and a letter of endorsement from a provincial/ territorial association. All valid at large nominations are circulated to the members and Congress delegates at least twenty-one (21) days before Congress. Current elected at large Board members are not required to follow the

procedures set out above. They may, upon written notice to the national office received not less than 35 days before Congress, need only indicate they wish to stand for re-election.

- 5.03 International level athletes, those who have represented Canada at an International Water Ski and Wakeboard Federation (IWWF) or World Wakeboarding Association (WWA) sanctioned international water ski event in the last five years and are at least 18 years of age, are surveyed for Athlete Representative nominations. Nominations must be delivered to the national office at least ninety (90) days before Congress. A valid nomination includes; a brief biography, and a letter, signed by the nominee, indicating their agreement to fulfill all the responsibilities of the job. Valid nominations and a voting ballot are circulated to the international level athletes not later than 60 days before Congress. The international level athletes will deposit their voting ballot to the national office not later than 30 days before Congress.
- 5.04 All Board positions are for a one year term, for at large positions as elected by a simple majority vote, by secret ballot, of the Congress delegates. Each member exercises their vote entitlement for the Board of Directors, depending on compliance with clause 4.02. If there is only one nominee for a position, the position is declared filled by acclamation. The term of office commences at the close of Congress and continues until the end of the next Congress subsequent to their election.
- 5.05 Removed
- 5.06 The Athlete Representative is elected by international level athletes. The Athlete Representative is elected by a simple majority. This individual holds office until the end of the next Congress subsequent to their election.
- 5.07 Employees of WSWC, or a member, are not eligible for appointment or election to the Board of Directors.
- 5.08 Congress delegates can remove from office any Board member except a Representative member) if the individual is not fulfilling their duties of office satisfactorily It requires a two-thirds majority vote. The Board of Directors may appoint a replacement for an at large Board member for the remainder of the term or may elect to leave the position vacant.
- 5.09 International level athletes can remove from office the Athlete Representative if the individual is not fulfilling their duties of office satisfactorily. It requires a two-thirds majority vote. International level athletes may elect, by a simple majority vote, a replacement for the remainder of the term.
- 5.10 If a Representative Board member dies or resigns, the respective group who determined the Representative in accordance with the process referenced in these by laws or Standing Board policy, may elect a replacement for the remainder of the term using the prescribed process for that member.
- 5.11 Board members serve without remuneration and cannot directly or indirectly receive any profit from their position. Board members may be paid reasonable expenses while performing their duties.
- 5.12 The Board of Directors oversees WSWC affairs between Congresses in accordance with the decisions and directives of Congress.
- 5.13 The Board of Directors meets at least twice each calendar year to
- (i) oversee governance of WSWC;
  - (ii) approve the WSWC operational plan and budget;
  - (iii) retain, assess performance and fix compensation levels for management; and
  - (iv) approve policies;
- 5.14 The Chair of the Board of Directors may call special meetings of the Board of Directors at any time.
- 5.15 Notice of a Board of Directors meeting is given no less than fourteen (14) days prior the start of the meeting to every Board member.

- 5.16 In the Chair's absence or inability or failure to act, one member of the Board of Directors, selected by the meeting participants, acts as Chair.
- 5.17 Removed
- 5.18 At the Board of Directors meetings, each Board member, except for the Chair, is entitled to one vote. The Chair votes only in the event of a tie. Proxy votes are not permitted. A quorum consists of one-half the total size of the Board of Directors plus one, this number includes the Chair. The WSWC senior manager shall attend and have a voice at meetings of the Board of Directors, but is not entitled to vote.
- 5.19 The business of the Board of Directors may be conducted in any means deemed effective and efficient. A simple majority approves conducting business by such means.
- 5.20 **Decisions of the Board of Directors are placed before the next Congress for ratification.**
- 5.21 All former WSWC Presidents and Chair persons, except for any Presidents or Chair persons removed from Office, are designated WSWC Honorary Vice-Presidents and are entitled to attend meetings of Congress. An Honorary Vice-President is entitled to address the meeting, but is not entitled to vote. Honorary Vice-Presidents serve as advisors to Congress and may assume specific responsibilities as requested by Congress, and which they are willing to accept.
- 5.22-23 Removed
- 5.24 The duties of all WSWC Officers are as stated in WSWC policy.

#### **ARTICLE 6 -- COMMITTEES**

- 6.01 The Board of Directors may appoint committees whose members hold their offices at the will of the Board. The Board of Directors determines the duties of WSWC committees.

#### **ARTICLE 7 -- MAIL, FACSIMILE, E-MAIL OR TELEPHONE VOTES**

- 7.01 A vote of Congress or of the Board of Directors, can be conducted by any means. Each voting member must have equal access to the technology to be used. In such circumstances the national office shall:
- (i) notify each voter a clear statement of the question to be voted upon;
  - (ii) advise each voter in writing of the closing date for the receipt of ballots. The closing date is not less than twenty (20) days from the date the ballots were mailed, or four (4) days from the date the ballots were dispatched by e-mail or facsimile; and
  - (iii) advise each voter all ballots are to be returned to the national office.
- 7.02 The national office notifies, within five (5) days of the closing date for the receipt of ballots, all voters of the result. All ballots received by the national office are to be kept on file.

#### **ARTICLE 8 -- EXECUTION OF DOCUMENTS AND CORPORATE SEAL**

- 8.01 WSWC may adopt a corporate seal that includes the name of WSWC. The Chief Executive Officer is the custodian of the corporate seal.
- 8.02 Deeds, transfers, assignments, contracts, obligations and other instruments may be signed, on WSWC's behalf, by two authorized signing officers. The Board of Directors may direct the manner by which any instrument may be signed. Any signing officer may affix the corporate seal to any instrument requiring it.
- 8.03 The Board of Directors fixes fiscal year end date.

#### **ARTICLE 9 -- AMENDMENTS**

- 9.01 Only Congress delegates approve By-law amendments. All proposed amendments must be received at the national office at least forty-five (45) days before Congress. Proposed amendments refer to the article and clause of the By-law (s) effected, and sets out the amended clause(s) as they would appear if approved.

- 9.02 WSWC's national office distributes all proposed By-law amendments to each member and Board member at least forty-five (45) days before Congress.
- 9.03 By-laws amendments require the approval of Congress by a two-thirds majority vote.
- 9.04 Amendments may be considered using the process described in Article 7.
- 9.05 By-laws amendment are not enforced until approved by Industry Canada.

**ARTICLE 10 -- AUDITOR**

- 10.1 The members appoint an auditor to produce WSWC's annual financial statements. The auditor holds office until the next Congress. The Board of Directors may fill any casual vacancy in the office of the auditor.