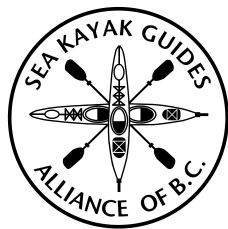


*As passed at the AGM, November 7<sup>th</sup>, 2012; with the AGM section amended at the AGM, November 6<sup>th</sup>, 2016*



## **Constitution and By-Laws of the Sea Kayak Guides Alliance of British Columbia**

The name of the society is the **Sea Kayak Guides Alliance of British Columbia (SKGABC)**.

**The purpose of the society is to serve its membership of professional sea kayak guides, instructors, operators and companies by:**

- A. Setting and promoting operating safety standards and professional requirements.
- B. Setting and promoting minimum impact standards.
- C. Representing the interests of SKGABC members to private and commercial groups, First Nations, government agencies and media.
- D. Encouraging on-going professional development through training, sharing of experience, continual self-assessment to ensure safe practices, and access to SKGABC programs.
- E. Affiliating with other organizations whose purposes are to develop and promote safety among those who have direct or indirect responsibility for the safety of others.
- F. Creating and maintaining a fund or funds and disbursing from time to time all or part of the capital thereof, or the income there from, in furtherance of the purposes of the SKGABC.
- G. Facilitating sustainable employment patterns and relationships within the industry.
- H. Sustaining and improving access to paddling destinations, launch sites, and camping sites for SKGABC members, to the benefit of the entire paddling community.

And for such purposes and to facilitate the establishment, operation, maintenance and enhancement of the SKGABC, the SKGABC may develop resources, may accept grants and other remittances of money and other property, may accept, hold, administer and deal with endowments and may do all other such lawful things as may be necessary or desirable to fulfil the purpose of the SKGABC.

## **By-Laws of the Sea Kayak Guides Alliance of British Columbia**

### **Membership**

- A) Individual memberships shall be open to anyone desiring of supporting the objectives (written above) of the SKGABC and may be granted on submission of an application and payment of prescribed fees.
  - Guide Membership (Voting) \$45  
A Guide Membership is open to an individual eligible to receive SKGABC Certification having taken either a SKGABC Endorsed Course, successfully passed a SKGABC exam or assessment, or by special application to the Certification Committee.
  - Associate Membership (Non-voting) \$45  
An Associate Membership is open to any individual who supports the objectives of the SKGABC.
- B) Associate non-voting memberships may be extended to interested individuals or organizations wishing to support the SKGABC.
- C) All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the society and he/she is not in good standing so long as the debt remains unpaid.
- D) Every member shall uphold the constitution of the SKGABC and comply with the code of conduct and the SKGABC by-laws.
- E) A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
- F) Memberships can be reviewed at any time by the membership committee consisting of at least one appointed board member.
- G) Cessation of membership applies as per the Societies Act.

### **Annual General Meeting**

Annual General Meetings (AGM) will be held between September 15 and November 15 of each year, or in exceptional circumstances not more than 15 months after the adjournment of the previous AGM.

A notice of the AGM shall be sent by email to the address of all members in good standing not less than three weeks prior to the date of the meeting.

It will be the function of these meetings to determine policy, review and amend the programs of the SKGABC, receive written reports from committee/agencies, conduct

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elections of the board of directors, and make decisions with respect to affiliation and accept or reject applications for affiliation, and deal with such other business as may arise.

Voting on matters at an AGM will be made by simple majority unless otherwise stated.

The Order of Business at the AGM shall be:

- 1) The Adoption of Rules of Order.
- 2) The Adoption of the minutes of the previous AGM and executive meetings.
- 3) President's Report.
- 4) Reading of correspondence at the discretion of the executive (correspondence addressed to the AGM).
- 5) The consideration of the financial statements.
- 6) The reports of the executive (on matters voted on by the membership).
- 7) Report of the Treasurer.
- 8) Reports of the Committees.
- 9) Motions for amendments to the by-laws.
- 10) Election of the Board of Directors (as per the Societies Act).
- 11) Appointment of an auditor.
- 12) Other business.

### **Voting Privileges**

- 1) An individual must be a member in good standing in order to have the privilege of one vote.
- 2) Each member elected to the Board of Directors shall be entitled to one vote.
- 3) Proxy votes will be sent out to members who indicate by email correspondence that they cannot attend the Annual General Meeting.
- 4) Proxy votes shall be restricted to issues of special resolution or election of Board of Directors.

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## **Board of Directors**

- 1) The SKGABC shall have a Board of Directors consisting of 8 members.
- 2) Each Director's term of office is two years.
- 3) Elections will be staggered so no more than 5 Director positions expire in the same year.
- 4) At their first meeting the Board of Directors will appoint three of their members to fill the positions of: President, Vice-President, and Secretary / Treasurer.
- 5) If the slate of elected members to the Board of Directors falls short of the required eight officers a mail vote will be activated.
- 6) Election voting is a privilege attained by being a member in good standing for three months prior to the Annual General Meeting or Extraordinary General Meeting.
- 7) Board of Director meetings can be conducted by a quorum of four Directors.
- 8) Voting on Board of Director matters will be by simple majority.

## **Board of Directors' Duties and Responsibilities**

- 1) The Board of Directors shall manage the affairs of the SKGABC except where these by-laws require specific authorization from the membership at the AGM.
- 2) The President will supervise the other officers in the execution of their duties. The Board may assign other duties and responsibilities to the President by Board Resolution.
- 3) In the absence of the President the Vice-President will carry out the duties of the President. The Vice-President will carry out such other duties or responsibilities as may be assigned to him or her by Board Resolution.
- 4) The Secretary/Treasurer will be responsible for sending notices of meetings to the Board of Directors, keeping minutes of all meetings of the Board, and maintaining society financial statements.
- 5) The Board of Directors may appoint an Executive Director to perform duties and responsibilities as assigned by the Board of Directors.
- 6) The Board of Directors shall meet not less than quarterly.

## **Committees and Sub-Committees**

- 1) The Board of Directors may establish committees as may be necessary for the operation of the SKGABC and shall have the power to make temporary regulations where such

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committees are not governed by the by-laws.

- 2) Participation on these committees is open to Guide members in good standing who support the mandate of each committee or subcommittee.

### **Membership Fees**

- 1) The base fee for a Guide membership in the SKGABC is \$45 (ratified by the AGM November 9, 2011) and must be renewed annually. A Guide membership is entitled to a vote at Extraordinary or Annual General Meetings.
- 2) The base fee of an Associate membership is \$45. An Associate membership is not entitled to a vote at Extraordinary or Annual General Meetings.
- 3) Any member who is invoiced and fails to submit payment of fees within three months of it being due, shall lose her/his good standing in the SKGABC.

### **Banking Practices**

- 1) The Board of Directors shall arrange for the opening of a bank account in a chartered bank, credit union, or trust company in which funds of the Alliance shall be deposited and withdrawals made by resolution of the Board of Directors and any such cheques shall have authorized signatures.
- 2) The Board of Directors shall have authority to pay all accounts of the society and shall make such regulations as it deems necessary to deal with the payment of regular current accounts.

### **Borrowing Powers**

- 1) The SKGABC shall not borrow or incur any liability in excess of any cash moneys on hand or in the bank without the approval of a special resolution by the members of the SKGABC.

### **Auditor**

- 1) The Auditor of the SKGABC shall be appointed at the AGM for the ensuing year and he/she shall certify the accounts of the Secretary/Treasurer at the AGM. Such auditors shall not be a member of the Board of Directors.

### **Amendments to the By-Laws**

These By-Laws may be amended by a Special Resolution of the SKGABC.

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## **Special Resolution**

For the purpose of these By-Laws, a Special Resolution requires a three quarter majority of the members attending an Annual General Meeting or an Extraordinary General Meeting of which notice in writing has been given, specifying the intention to propose a Special Resolution. Notice shall be given not less than 14 days prior to the date of the meeting.

## **Code of Ethics**

The purpose of the Code of Ethics is to state general principles of conduct to be observed by each member in order that they may best serve the interest of the public, industry, and the membership.

The safety of our clients must be our prime concern at all times. All personal objectives and the objectives of our clients must be subordinated to this concern.

Our clients have the right to expect all guides to be up to date on kayak guiding methods and techniques and to always use appropriate and well functioning equipment.

SKGABC guides must be aware at all time of their physical, technical, and experiential limitations and only take on routes that are completely within their capabilities.

Members are at all times representatives of the SKGABC and should conduct themselves in a manner that reflects well on the SKGABC and its members. This applies equally whether at SKGABC events, on water with clients, or transacting business with clients or government agencies.

If a member displays unethical, illegal, or unfair practice, he/she must present their case to a jury of appeal appointed by the Board of Directors consisting of three members in good standing.

The SKGABC has established professional operating standards and qualifications for Level One Guide, Assistant Overnight Guide, Level Two Guide, Level Three Guide, Class Four Waters Endorsement, Guide Trainer, and Guide Examiner status. Observance of these standards and qualifications is the fundamental obligation of all members and failure of this obligation will result in suspension or expulsion.

A member of the SKGABC will not issue statements, criticisms, or arguments on sea kayaking matters that are inspired or paid for by private interest, unless he indicates on whose behalf he is making such statements.

A member will not attempt, directly or indirectly, to injure the professional reputation, prospects, or practice of another member by libellous comments.

A member will not openly express his/her opinion that reflects on the ability or integrity of another member or organization by libellous comments.

While reviewing the work of a colleague, a member will not openly issue unfavourable comments. Confidential correspondence should be used in this situation.

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Members will refrain from expressing publicly an opinion on sea kayak safety matters unless the said member is informed as to the facts relating thereto.

A member of the SKGABC will cooperate in extending the effectiveness of the profession by exchanging information and experience with fellow members.