



# INTERNATIONAL VA'A FEDERATION CORP.

By- Laws

## **International Va'a Federation Corp.**

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**BY-LAWS  
OF  
International Va'a Federation Corp.**

**1.0 OFFICES**

- 1.1** The registered office shall be in the City of Wilmington, New Castle County, Delaware, United States.
- 1.2** The corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine, or the business of the corporation may require.

**2.0 PURPOSE AND POWERS**

**2.1** The purposes of the IVF shall be:

- a.** To develop, promote, encourage and govern the practice of paddling Va'a for competitive and recreational purposes throughout the world;
- b.** To create and foster friendship among the peoples who practice the sport of Va'a;
- c.** To establish and enforce regulations for International Va'a racing competition;
- d.** To sanction international Va'a championship competition in the spirit of the Olympic Games;

**2.2** The powers of the IVF will include but not limited to:

- a.** To incorporate and to manage the funds and any assets and liabilities of the Association.
- b.** To make rules and regulations from time to time and as required to control and regulate the administration, conduct, promotion and safety of Va'a
- c.** To subscribe to, affiliate, amalgamate, become a member of and/or co-operate with any association, club or organisation, whether incorporated or not, whose objects are similar in whole or in part to those of the Association.

- d. To promote and advance the sport of Va'a canoeing, including printing and/or publishing in any newspapers, periodicals, books, newsletters or leaflets, utilising radio, television or electronic mediums or the internet or any other medium that the Association may think desirable for the promotion of its objectives.
- e. From time to time to fix the annual membership subscription and to collect and receive money by way of subscription as well as receive money and funds by way of contribution, donation, legacy or grant or any other lawful method and to accept and receive gifts of property of any description for or towards all or any of the objectives of the Association.
- f. To do all such things as are incidental or conducive to the attainment of the objectives of the Association.
- g. To amend this constitution as allowed for by the terms of this constitution.

### **3.0 THE ORGANIZATION**

**3.1** The organization of the IVF shall consist of:

- a. Membership
- b. Board of Directors (the Board)
- c. Committees

**3.2** The Company includes all members of the IVF (A, B, and C class).

### **4.0 LANGUAGE**

**4.1** The official languages of the IVF are English and French.

**4.2** When sitting at any meeting, the delegates may use their own language, provided the translation into one of the official languages is ensured.

**4.3** The By-Laws, rules and regulations, minutes, reports and other information shall be given in English and French.

**4.4** In all cases when divergence is raised about the interpretation of the text, the English or French version shall be provided.

## 5.0 MEMBERSHIP

### 5.1 Eligibility

- a. Membership may be granted to the national controlling authority (representative association) of the Va'a sport in a given Nation. Current IVF members are still recognized. New applicants must be national federations. New applicants to the IVF that reside within a nation represented by one or more members must join the closest member of that nation.
- b. Application shall be made to the IVF Secretary General. The application shall include:
  - i. The name of the proposed Controlling Authority (member);
  - ii. Information on the legal status, organization, membership, races and leadership of the proposed controlling authority;
  - iii. Legal recognition from either the Minister for Sports or the National Olympic Committee; all exceptions will be evaluated on a case by case basis; and
  - iv. The payment of dues.
- c. Acceptance of a New Member to membership shall be by a resolution of the board of directors, which shall take into consideration the status of the sport and the controlling authority.
- d. Any Member who wishes to withdraw from the IVF will inform the Board of Directors with a three (3) months' notice. There will be no reimbursement of membership fees.

### 5.2 Membership Classifications – There shall be three (3) membership classifications.

- a. Class A – Members whose representative(s) who may cast two votes.
- b. Class B – Members whose representative(s) who may cast one vote.
- c. Class C – Members whose representative(s) who has no voting rights.

### 5.3 Membership Determination

- a. The Membership shall determine which Members are eligible for Class A status. In determining whether a Member is eligible for Class A status the membership shall take into account the following:
  - i. Legal recognition of the Public and Sports Authorities.
  - ii. The number of paddlers, clubs, and sub-associations.
  - iii. The number of Va'a, competitions and paddling sites

- iv. The quality of the competition as measured by results at the IVF World Competitions and other international races as recognized by the IVF.
  - v. The organizational status & ability to contribute to IVF's governance.
  - vi. The potential of the Nation from which the association is applying.
- b. Members who are eligible for Class A status may choose a lesser membership classification.
  - c. Any IVF Member may elect to be a Class B or C Member.
  - d. The membership may interpret or specify in more detail the criteria above in order to measure the worthiness of a Member's classification.
  - e. Only the Membership may declare a member eligible for Class A status. The Board may accept a new Class B or C Member at any time, subject to approval at the membership's next meeting. Members may not switch classifications without membership approval.

#### **5.4 Dues, Assessments and Rejoining Fees**

- a. Dues are payable on the first day of the fiscal year of the IVF. The Board shall set the dues for each class of Membership and penalties for late payment
- b. Rejoining fees shall be the same as the dues for Class A Members. Any Member who withdraws from the IVF must, subject to membership forgiveness, pay the rejoining fee if it wants to rejoin.
- c. Members will be deemed in Good Standing if all their dues, fees and any other amounts owed to the IVF are paid. Subject to any cancellation by the membership, no Member shall be entitled to any of the rights or privileges of membership or to be represented at any meeting until all monies owed have been paid.

**5.5 Non Members** – In order to be eligible to compete in an IVF sanctioned event, clubs or individuals located outside a Membership Area must pay as a fee the amount of dues a Class C Member pays in addition to the entry fee.

#### **5.6 Termination**

- a. The membership may, for good cause, by a two-thirds (2/3) majority vote of the entire membership, and, at any time, cancel or suspend the membership of any Member, provided that the Member has been given the opportunity to answer charges against it
- b. Any proven acts of discrimination by a member shall cause said member to be expelled with immediate effect.

## **6.0 MEETINGS OF MEMBERS**

- 6.1** All meetings of the members for election of directors shall be held in Wilmington, Delaware, at such place as may be fixed from time to time by the Board of Directors, or at such other place, either within or without Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of members for any other purpose may be held at such time and place, within or without Delaware, as shall be stated in the notice of meeting or in a duly executed waiver of notice thereof. Annual meetings of the members commencing with the year 2014 shall be held at time and place as approved by the board of directors. If the designated day is a legal holiday, then the annual meeting shall be held on the next secular day following or at such other date and time as shall be designated from time to time by the Board of Directors and stated in the notice of meeting, at which they shall elect by a plurality vote by written ballot a Board of Directors, and transact other business as may properly be brought before the meeting.
- 6.2** Written notice of the annual meeting stating the place, date and hour of the meeting, shall be given to each member of the corporation not less than ten or more than fifty days before the date of the meeting.
- 6.3** The officer who has charge of the member ledger of the corporation shall prepare and make, at least ten days before every meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each member. Such list shall be open to examination by any member for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting of, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member who is present.
- 6.4** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of members. Such request shall state the purpose or purposes of the proposed meeting.
- 6.5** Written notice of a special meeting stating the place, date and hour of the meeting and the purpose of purposes for which the meeting is called, shall be given not less than ten nor more than fifty days before the date of the meeting, to each member entitled to vote at such meeting.
- 6.6** Business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

- 6.7** A majority of the members who are entitled to vote and are present in person or represented by proxy, shall constitute a quorum at all meetings of members for the transaction of business except as otherwise provided by statute or by the Certificate of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member on record entitled to vote at the meeting.
- 6.8** When a quorum is present at any meeting, the vote of the holders of a majority of members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Certificate of Incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.
- 6.9** Each member, who is in Good Standing, (5.4 c), shall at every meeting of the members be entitled to vote the number of votes associated with their membership class in person or by proxy.
- a.** The proxy shall be valid for one meeting.
- 6.10** Whenever the vote of members at a meeting is required or permitted to be taken, for or in connection with any corporate action, by a provision of the statutes, the meeting and vote of members may be dispensed with if all of the members who would have been entitled to vote upon the action in such meeting were held shall consent in writing to such corporate action being taken; or if the Certificate of Incorporation authorized the action to be taken with the written consent of less than all the members who would have been entitled to vote upon the action if a meeting were held, then on the written consent of the members having not less than such percentage of the members as may be authorized in the Certificate of Incorporation; provided that in no case shall the written consent be by the members having less than the minimum percentage of the vote required by statute for the proposed corporate action; and provided that prompt notice must be given to all members of the taking of corporate action without a meeting and by less than unanimous written consent.
- 6.11 Member's Representation**
- a.** The Membership shall govern the IVF. Each Class A Member is entitled to appoint one Member Representative who has two (2) votes and each Class B Member is entitled to appoint one Member Representative who has one (1) vote.



- b. Each Class A and B Member must appoint two (2) Alternates Member Representatives. They are the only people allowed to replace current sitting Member Representative at meeting of the Membership.
- c. The term of office of each Member Representative shall be for 4 years and run concurrently with the terms of office for the Board of Directors and Officers of the Corporation. However, a Member may replace its Member Representative or Alternates at any time by notifying The Board in writing.
- d. Notification of any change of Member representation must come from the Federations President or other empowered executive.
- e. When unable to attend a meeting, a Member Representative or Alternate Representative may notify the General Secretary in writing of: a) the name of the Alternate or, b) the name of representative who will represent the absent Federation by Proxy.
  - i. Each Member or representative is entitled to vote one (1) Proxy.

## **7.0 BOARD OF DIRECTORS**

- 7.1 The number of directors which shall constitute the board of directors shall be Five (5). A Director shall be elected at the annual meeting of the members,.
  - a. The term – Each Director or Officer shall be for four (4) years commencing with the first day of January in the year following the election. All of the Officers and Directors are eligible for re-election.
- 7.2 The Executive of the IVF will consist of the President, Secretary General and the Treasurer.
  - a. The Executive shall be elected at the annual meeting of the members and will hold office for four years or until his/her successor is elected and qualified.
  - b. At no time can these positions remain vacant.
  - c. In the event of a vacancy, the Board of the IVF will elect someone to fill the position until the next general election.
- 7.3 The Executive along with the Directors will constitute the entire Board of Directors of the IVF.
- 7.4 The term of office for each Director or Officer shall be for four (4) years commencing with the first day of January in the year following the election. All of the Officers and Directors are eligible for re-election.

- 7.5** The Directors and officers shall be elected by the Membership at the annual meeting, by a majority vote by those members present and who are in good Standing. One(1) proxy per member is allowed.
- 7.6** Candidacy shall be turned in to the Chair of the election committee not later than thirty (30) days prior to the election date.
- 7.7** Nomination of candidates shall come from the member delegates
- 7.8** Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority vote of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next general election. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at any time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole board (as constituted immediately prior to any such increase), the Court of Chancery of the State of Delaware may, upon application of any member or members holding at least ten percent of the total members having the right to vote such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.
- 7.9** The business of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the members.
- 7.10** A director of the corporation may resign at any time by giving notice to the Board, the president or secretary of the corporation. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 7.11** A director or officer may be removed with or without cause from their office by the affirmative vote of the holders of a majority of all members entitled to vote, at any annual meeting or at a special meeting of the members called for such purposes.
- 7.12** Every member of the IVF Board of Directors and Executive Officers shall be indemnified by the IVF against reasonable liabilities incurred in connection with any proceeding of whatever nature in which the Director or Officer is involved due to being a Director or Officer unless willful misconduct or willful negligence toward the IVF is adjudged in the proceeding.

### **7.13 Meetings of the Board of Directors**

- a.** The Board of Directors of the corporation may hold meetings, both regular and special, either within or out of the State of Delaware.
- b.** The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the members at the annual meeting, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum is present. In the event of the failure of members to fix the time or place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the members, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.
- c.** Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.
- d.** Special meetings of the Board of Directors may be called by the president on 30 days' notice to each director, either personally or by mail or by telegram or electronic transmission, special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors.
- e.** At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.
- f.** Unless otherwise restricted by the certificate of incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

### **7.14 Functions and Proceedings**

- a.** Directors are expected to represent a wider view than merely representing the Area they come from, and in exercising their votes they shall consider the interest of the sport throughout the world as a whole.

- b. The Board shall manage the affairs of the IVF and control its funds in accordance with this By-Laws and shall take such steps as it may consider necessary or desirable for the promotion of the purpose.
- c. A majority of Directors shall form a quorum for the conduct of business. A majority of the votes cast is necessary (and sufficient) for the adoption of any motion that is in order unless otherwise defined in the By-Laws.
- d. The Board shall have the power to make and to amend the Regulations to carry out the purposes of the By-Laws and provided that the Regulations shall not be in conflict with the By-Laws.
- e. The Board may authorize non-voting observers and technical advisors to attend and partake in their meetings.
- f. The Board shall establish the fiscal policies of the IVF and insure that they are carried out.
- g. The Board shall hold an annual meeting as designated by the Board in one of the member Areas
- h. At least sixty (60) days written notice shall be provided for each Board meeting. Notice must be sent by certified airmail or be given in person.
- i. Other meetings may be held on the call of the President or one third (1/3) of the Directors.

## **8.0 DIRECTORS AND OFFICERS**

- 8.1** The officers of the corporation shall consist of a president, a secretary general and a treasurer. A Director will also carry the office of vice president. Any one person may only hold one office.
- 8.2** The Board of Directors may appoint such agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
- 8.3** In the event of a vacancy occurring in any of the Directorship. The Board of Directors may, with Membership approval, appoint a successor to assume the duties of the vacant director until an election is held.

### **8.4 The President**

- a. The president shall be the chief executive officer of the corporation, shall preside at all meetings of the Members and the Board of Directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

- b. The president shall with board approval execute bonds, mortgages, and other contracts, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.
- c. The President shall have such powers and duties as are given in these By-Laws and as may be assigned by the Board or the Membership.

#### **8.5 The Directors (Vice Presidents)**

- a. Each elected Director will also carry the office of vice President.
- b. In the absence of the president, or in the event of his inability or refusal to act, the board of directors shall appoint a sitting board of director member to fill the seat of the president. They shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The director shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

#### **8.6 The Secretary General**

- a. The Secretary General shall be the administrative director of the IVF, and shall be responsible for its smooth functioning.
- b. The secretary general shall attend all meetings of the Board of Directors and all meetings of the members and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. They shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be.
- c. The secretary General will ensure and make available:
  - i. The By-Laws
  - ii. The Races Rules
  - iii. The Race Results
  - iv. Reports and other correspondence
- d. The secretary general with membership approval, may appoint an assistant secretary general.

## **8.7 The Treasurer**

- a.** The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.
- b.** The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.
- c.** The Treasurer with membership approval may appoint an assistant treasurer.

## **9.0 COMMITTEES**

- 9.1** The Board of Directors may, upon resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation; provided, however, that, in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.
- 9.2** Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors and Membership when required.
- 9.3 General**
  - a.** IVF Committees are consultative bodies directed by the Board of Directors.

- b. The IVF shall have the following Standing Committees, which may be increased or decreased as the Board directs:
  - i. Equipment and Course
  - ii. Promotion and Information
  - iii. Race Organization
  - iv. Race Rules
  - v. Medical
  - vi. Para Va'a
  - vii. Va'a Education and Development

#### **9.4 Composition of Standing Committees**

- a. Each Committee shall be composed of up to six (6) members.
- b. Chairs and members shall serve four (4) year terms, and may be re-appointed.
- c. Committee chairs are Membership appointed from nominees by the Members.
- d. Committee members are appointed by the Chairs, with Membership approval.
- e. Each Committee shall have no more than one member per Federation or Area.
- f. No person may be named to more than two (2) Committees.
- g. The President is a member on all Committees, and an exception to 9.4.e. and 9.4.f.
- h. Chairs and members may, but need not, have another IVF position.
- i. The President, with two-thirds (2/3) approval of the entire Membership, replace any chair or member deemed not to be properly doing the job.

#### **9.5 Proceedings of Standing Committees**

- a. Committees shall meet at least one time per year, in conjunction with Board meetings or at other times
- b. Committees are encouraged to conduct much work through communications other than at meetings, and shall submit reports for Board approval.
- c. At any in person meeting of a Committee, any Board member, member of another Committee or credentialed representative of an IVF Member

may participate without vote in the meeting, the extent of participation being at the chair's discretion.

- d. The Committee chairs shall lead and control the Committee, and are responsible for keeping the Secretary General informed of Committee activities.

#### **9.6 Duties of the Equipment and Course Committee:**

- a. Develop and revise as necessary the specifications for equipment, particularly the Va'a, used in IVF World Championships and other IVF related events.
- b. Communicate with the Race Rules Committee to insure that relevant specifications are included in the Race Rules, and act as interpreter for any questions or disputes that may arise.
- c. Communicate with the Race Organization Committee to deal with the technical aspects of race course layouts, working with race organizers to insure optimum race courses.
- d. Consider safety as a principal concern of the IVF.

#### **9.7 Duties of the Promotion and Information Committee:**

- a. Promote the spread of va'a racing by working to develop and publicize it, particularly in areas where the sport is new or is in its early stages of development.
- b. Promote the objectives of the IVF, through its expansion and by being in communication with appropriate international federations and officials in order to be aware of the required criteria.
- c. Collect and store information on all aspects of va'a.
- d. Develop and oversee appropriate IVF publications and information dissemination through conventional media and social networking.

#### **9.8 Duties of the Race Organization Committee:**

- a. Develop, evaluate and refine criteria for staging IVF World Championships and other international events, both sprint and marathon.
- b. Review and report to the Board the progress and compliance with IVF criteria of all IVF World Championships from the start of the bid process until the final report.
- c. Develop the methods and guidelines for the IVF to use in selecting sites and organizers for IVF World Championships. Assist race organizers in staging international events as need be.



- d. Work with the Race Rules Committee on items, such as race events, that pertain to race organization issues.

**9.9 Duties of the Race Rules Committee:**

- a. Develop and revise as necessary rules for IVF World Championships.
- b. Interpret IVF Race Rules if need be.
- c. Develop race rules for other international events as directed by the Board.

**9.10 Duties of the Medical Committee:**

- a. Develop and revise as necessary a policy on illegal, dangerous and performance enhancing substances, taking into account the policies of the World Anti-Doping Association and other international bodies.
- b. Collect and disseminate information on training methods and health hazards of the sport.

**9.11 Duties of the Para Va'a Committee:**

- a. Develop, evaluate and refine criteria for integration of para va'a paddlers in IVF world events.
- b. Develop methods and guidelines in the name of IVF for the purpose of aiding in selection of acceptable event venues,
- c. Promote and assist in the development of para va'a paddling events.
- d. Work with race rules, race organization and equipment committees to ensure harmonization of para needs with the able bodied needs.

**9.12 Duties of the Va'a Education and Development Committee:**

- a. Identify coaching, education and development opportunities for IVF to grow the sport and improve development in current member nations.
- b. To help spread the vast localized knowledge throughout the member nations.

**9.13 Special Committees**

- a. Special Committees, formed for a specific purpose and dissolved upon completion of that purpose, may be created and have members appointed by the President with Board approval.

**10.0 NOTICES**

- 10.1** Whenever, under the provisions of the statutes or the certificate of incorporation or of these By-Laws, notice is required to be given to any director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or member, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram or electronic transmission.
- 10.2** Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **11.0 MEMBERSHIP CERTIFICATES**

- 11.1** Every member in the corporation shall be entitled to have a membership certificate, signed by or in the name of the corporation by the chairman, or vice chairman of the Board of Directors, or the president or a vice president and the treasurer or an assistant treasurer or the secretary or an assistant secretary of the corporation.
- 11.2** Where a certificate is countersigned (a) by a transfer agent other than the corporation or its employee, or (b) by a registrar other than the corporation or its employee, any other signature on the certificates may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

### **11.3 Lost Certificates**

- a.** The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of the fact by the person claiming the membership certificate to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.
- b.**

#### **11.4 Transfer of Membership Certificate**

- a. Upon surrender to the corporation or transfer agent of the corporation of a membership certificate duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books.

#### **11.5 Transfer Agent and Registrar**

- a. The corporation may, if and whenever the Board of Directors shall so determine, maintain one or more transfer offices or agencies within or without the State of Delaware, each in charge of a transfer agent or agents designated by the Board of Directors, where membership certificates of the corporation shall be directly transferable, and also one or more registry offices, each in charge of a registrar or registrars designated by the Board of Directors, where such membership certificates shall be so registered, and no certificate for memberships in the corporation in respect of which a transfer agent or registrar shall have been designated shall be valid unless countersigned by such transfer agent and registered by such registrar. The Board of Directors may also make such additional rules and regulations as it may deem expedient concerning the issue, transfer and registration membership certificates.

#### **11.6 Fixing Record Date**

- a. In order that the corporation may determine the members entitled to notice of or to vote at any meeting of members, or any adjournment thereof, or to express consent to corporate action in writing without a meeting, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty days prior to any other action. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

#### **11.7 Registered Members**

- a. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the member, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of a membership certificate, and shall not be bound to recognize any equitable or other claim to or in interest in such membership certificate on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

## **12.0 GENERAL PROVISIONS**

### **12.1 Annual Statements**

- a. The Board of Directors shall present at each annual meeting, and at any special meeting of the members when called for by vote of the members, a full and clear statement of the business and condition of the corporation.

### **12.2 Checks**

- a. All checks or demands for money and notes of the corporation shall be signed by such officers or such other person or persons as the Board of Directors may from time to time designate

### **12.3 Fiscal Year**

- a. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors. And is currently set for January 1<sup>st</sup> to December 31<sup>st</sup>

### **12.4 Seal**

- a. A corporate seal is not required but if the corporation desires to use a corporate seal it shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

## **13.0 AMENDMENTS**

**13.1** These By-Laws may be altered, amended or repealed or new By-Laws may be adopted by the members or by the Board of Directors, when such power is conferred upon the Board of Directors by the Certificate of Incorporation or any regular meeting of the members or of the Board of Directors, or at any special meeting of the members or of the Board of Directors if notice of such alternation, amendment, repeal or adoption of new By-Laws be contained in the notice of such special meeting.

**13.2** Amendments to these By-Laws may be offered by any Member of the organisation, who shall prepare the amendment(s) in proper form and submit them to the Secretary General who shall then mail them to all Members of the Board of Directors and the rest of the current membership in good standing at least thirty (30) days prior to the date the Annual Meeting. This notice shall show the present text and proposed amendments.

**13.3** These By-Laws may be amended by a two-thirds (2/3) vote of the entire membership present and represented at the Annual Meeting.

**13.4** These By-Laws may only be amended at any annual meeting of the Membership.