

ONTARIO ROWING ASSOCIATION

MINUTES OF THE ANNUAL GENERAL MEETING – November 30, 2014

Mississauga, Ontario

1.0 CALL TO ORDER

Tom Blacquiere called the meeting to order at 9:03 AM. A moment of silence was held in respect of Ontario rowing supporters who passed away this past year. Rowing personnel who passed away in the past year included: Arnie Cohen, Gerry Martin, Chris Lloyd and Ben TeKamp. Blacquiere also noted that Jack Nicholson, of Ridley Grad Boat Club, was gravely ill, and sent the best wishes of the gathering.

2.0 QUORUM, MAJORITY, APPOINTMENT OF SCRUTINEERS

The President reported that a quorum existed, and that with 59 of 71 members in attendance or by proxy, a majority will be 31 votes. Two-thirds of 59 is 40. Kristen Rogalsky and Mike Walker were appointed as Scrutineers.

3.0 APPROVAL OF THE AGENDA

MOTION: (Ottawa Rowing Club/Argonaut Rowing Club) "That the Agenda be accepted as presented."
CARRIED

4.0 APPROVAL OF MINUTES – 2013 ANNUAL GENERAL MEETING

The minutes of the 2013 Annual General Meeting of the Association were reviewed. George Barkwell noted that the implementation of the Ontario Non-Profit Corporations Act (ONCA) has been deferred to at least 2016, and so ROWONTARIO's response to that legislation will start later in 2015.

MOTION: (Hanlan Boat Club/ St. Catharines Rowing Club) "That the minutes of the ORA AGM 2013 be accepted as read."
CARRIED

5.0 BUSINESS ARISING FROM 2013 AGM MINUTES

There was no business arising.

6.0 CORRESPONDENCE

There was no correspondence.

MOTION: (UWO Boat Club/ CORA) "To move into a Committee of the Whole"
CARRIED

7.0 BOARD REPORTS

7.1 President

Derek Ventnor presented the Annual Report and responded to questions.

Ventnor noted that in response to feedback, the Board had agreed to change the individual reports into an annual report that covered what had been done in the previous year and what was planned

for the coming year. Ventnor then reviewed the report in detail, covering Shells and Sails, coaching education, para-rowing, Row to Podium, regatta development, awards program, and club assistance loans and growth stimulus grants to the clubs.

Barkwell reported on RCA Membership Task Force, of which both he and Ventnor are members. After review by the Provincial Advisory Council (PAC), a consultation document will go to all member clubs in the next six months. Clubs were urged to review the package and to contact Ventnor or Barkwell with comments. The earliest take-effect date will be the 2016-17 fiscal year. WebReg will be affected. All clubs will be asked to vote both nationally and provincially, and an extensive session will be held at the 2015 ROWONTARIO training conference prior to Ontario approval.

Ventnor continued to review the report and covered umpiring, new Association corporate sponsors – McLean& Dickey Insurance and DSA Direct Sports Apparel—coxswains’ training course, new governance model, new Training Conference and AGM Venue (International Plaza, Dixon Road & Hwy 27). He noted that there will be a focus on coach education in 2015, with the development of between five and seven online webinars to support coaches. Ventnor concluded thanking the Board and the staff for their hard work and contribution.

7.2 Vice President - Finance and Administration

7.2.1 Audited financial Statements for Y/E March 2014

Barkwell reviewed the financial statements and the year to date financial report. He noted that many grants received are flow-throughs.

7.2.2 YTD Financial Statements – October 31, 2014

Barkwell reviewed the Year to date projections for fiscal 2015. The Association is projecting a small surplus of about \$3,600.00.

7.2.3 Membership Statistics – October 31, 2014

Barkwell reported that there is a decrease forecasted in the individual memberships, by about 812, as of October 31, 2014. Clubs were encouraged to ensure that everyone is registered. It was noted that there is a problem with WebReg in that non-rowers are not a category for registration.

MOTION: (London Rowing Club/Guelph Rowing Club) “To come out of the Committee of the Whole”.

CARRIED

MOTION: (UWO Boat Club /Hanlan Boat Club) “To approve the Reports as presented.”

CARRIED

8.0 APPROVAL OF AUDITED STATEMENTS FOR THE 2013 - 2014 FISCAL YEAR

MOTION: (CSSRA /Notre Dame Rowing Club) “That the Audited Financial Statements for the Year ended March 31, 2014 be approved as presented.”

CARRIED

9.0 NEW BUSINESS

9.1 Club Memberships

9.1.1 Approval of full Status Club Membership

There are no clubs eligible for full membership status.

9.1.2 Approval of Probationary Club Applications

One new club has applied to join the Association.

MOTION: (ONEC/St. Catharines Rowing Club) "To approve Upper Ottawa Valley Rowing Club for probationary membership."
CARRIED

9.2 Membership/Registration Fees for 2014 - 2015

9.2.1 Club Membership Fees

Barkwell introduced the proposed increase to membership fees, as described in the long-term financial plan last year.

MOTION: (Brock University Rowing Club/Argonaut Rowing Club) "To increase the club and Special Association fees of the Association from the 2014/15 levels by \$25 to \$300 for 2015/2016"
CARRIED

9.2.2 Individual Membership Fees

MOTION: (ONEC/Burnstown Rowing Club) "To increase the individual membership fees of the Association from the 2014/15 levels with the Competitive rower fees increasing by \$1.00 to \$45.00, the High School rowers by \$1.00 to \$4.00, for 2015/2016, and the Sport rower be maintained at \$10.00 and non-rower fee be maintained at \$1.00."
CARRIED

9.3 Ratification of Board of Directors' Actions 2013 – 2014

MOTION: (Ridley Grad Boat Club/Middlesex Western Rowing Club) "To ratify the Board of Directors' actions for the fiscal year 2013– 2014."
CARRIED

9.4 Constitutional Amendments

Blacquiere introduced the proposed constitutional changes. The following changes were made throughout the document:

- The numbering of all articles (previously in Roman Numerals) was replaced by Indo-Arabic Numbers
- Reference to Special Members throughout was replaced with "Organizations" as in Member Clubs, Member Associations/Organizations".
- Other changes were made to reflect the new governance model.

All changes are shown in Appendix A, where in Column 1 the existing constitution is presented and in Column 2 the changed version of the constitution is presented. Blacquiere reviewed the changes article by article.

There was a recorded vote.

MOTION: (Durham Rowing Club/DDRA) "To approve the proposed changes to the Constitution as presented."
CARRIED

9.5 Elections/Aclamations

Blacquiere reported that in view of the fact that the changes to the constitution were approved, Slate 1 as presented by the Nominations Committee was all acclaimed for the terms as set out below.

Thomas Blacquiere	President	2 years
George Barkwell	Treasurer	3 years
Judy Sutcliffe	Secretary	3 years
Jurgen Schubert	Director	3 years
Lynda Dundas	Director	2 years
Chris Waddell	Director	2 years
Amanda Schweinbenz	Director	2 years

MOTION: (St. Catharine's Rowing Club/Middlesex Western Rowing Club) "To acclaim the nominees proposed as Slate 1, by the Nominations Committee, as presented."
CARRIED

9.6 RCA Annual General Meeting – January 2015

Blacquiere reported that the next RCA AGM and Coaches Conference is being held in Burnaby, B.C. on January 22 – 25, 2015.

Mike Walker, President Rowing Canada (RCA), noted that, because of changes to the RCA constitution necessitated by the *Canada Non-Profit Corporations Act (2010)* there will no longer be an Annual General Meeting (AGM). RCA will hold an Annual Meeting in September and Semi-Annual Meeting in January, coincidental with the Coaches Conference. At the Annual Meeting, Directors will be elected, auditors will be appointed and the financial statements approved. These votes will take place electronically and there will be scrutineers.

However, in 2015, the two meetings will be held together, on an exceptional basis.

Members will vote electronically prior to the Annual Meeting – for appointment of auditors, approval of financial statements and election of Directors during a period commencing January 6, 2015 and concluding the day before the Annual Meeting. A special method will be used to ensure that each member votes only once. The slate of nominees for the position of Directors will be distributed to members at the end of December 2014. To activate ballots for e-voting, members must ensure that their annual declaration has been received by the RCA Secretary prior to January 4, 2015. There will be no proxy voting via e-vote.

On the day of the Annual Meeting, the meeting will be broadcast live commencing at 9:00 AM PST and the President will announce the result of the e-votes, including announcing the results of the election of Directors. Then the Annual Meeting will be adjourned.

The assembly will then be re-convened as the Semi-Annual Meeting, and deal with the business that is to come before that gathering. The Semi-Annual Meeting will be like previous annual meetings, with proxy voting permitted. As well, proxies may be directed.

9.3.2.1 Direction to ROWONTARIO President

Blacquiere noted that he had historically sought direction from the members as to how to cast the ROWONTARIO vote at the RCA AGM, but as it is not clear what issues are to come before the membership, nor who is on the slate for election, it is not possible to receive direction.

9.3.2.2 Proxies

Blacquiere encouraged all Clubs to attend the RCA AGM on Jan 25, 2015 but if Clubs are not able to send a representative he requested members to submit their proxy form to another member club that is attending or submit it to ROWONTARIO, to be carried by the President of ROWONTARIO. Proxy forms will be emailed to all Clubs.

9.5 Next meeting

The 2015 Annual General Meeting will be November 28 (Training Conference) and 29, 2015 (AGM) in Mississauga. Blacquiere welcomed the members of the new Board.

10.0 Adjournment

MOTION: (South Niagara Rowing Club/Guelph Rowing Club) "To adjourn the meeting at 11:54 PM."

CARRIED

Judy Sutcliffe
Secretary

APPENDIX A: ONTARIO ROWING ASSOCIATION CONSTITUTION COMPARISON

Col.1: CURRENT (December 2011)	Col. 2: APPROVED CHANGES (November 2014)
I. NAME:	1. NAME:
The Association shall be called the Ontario Rowing Association, herein called the ORA. For day-to-day purposes, the ORA shall operate under the registered business-style name of ROWONTARIO.	NO CHANGE
II. HEAD OFFICE:	2. HEAD OFFICE:
The head office of the ORA shall be determined by the Board of Directors. Upon any change the Secretary shall file a Notice of Change in the prescribed form pursuant to the Corporations Information Act (Ontario).	NO CHANGE
III. CORPORATE SEAL:	3. CORPORATE SEAL:
The use of the seal of the Association shall be as prescribed by law or as set out by the Board of Directors.	NO CHANGE
IV. OBJECTIVES:	4. OBJECTIVES:
A. To promote the sport of rowing at all levels in the Province of Ontario.	NO CHANGE
	B. To implement the mission and vision, and be guided by its values, as described in the Association's Strategic Plan, as amended from time to time by the Board of Directors
B. To provide assistance to the Member Clubs, Member Associations and Special Members in the encouragement and development of competitive and recreational rowing for: 1. The benefit of new and existing clubs.	C. To provide assistance to the Member Clubs and Member Associations/Organizations in the encouragement and development of competitive and recreational rowing for: 1. The benefit of new and existing clubs. 2. The benefit of athletes, coaches, umpires and volunteers.

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<p>2. The benefit of athletes, coaches, umpires and volunteers.</p> <p>3. The expansion of the scope of rowing activities.</p>	<p>3. The expansion of the scope of rowing activities.</p>
<p>C. To represent Ontario rowing with the national rowing organization, Rowing Canada Aviron, and to provide input and advice on behalf of the Member Clubs into governance and policies of the national body.</p>	<p>D. To represent Ontario rowing with the national rowing organization, Rowing Canada Aviron, and to provide input and advice on behalf of the Member Clubs into governance and policies of the national body.</p>
<p>D. To be guided by the Canadian Sport Policy and its successor policy in order to achieve growth and enhance the experience of all involved at all levels of the sport of rowing.</p>	<p>E. To be guided by the Canadian Sport Policy (2012) and its successor policy in order to achieve growth and enhance the experience of all involved at all levels of the sport of rowing.</p>
<p>E. To interact with other provincial water sports for the betterment of the sport.</p>	<p>F. To interact with other provincial water sports, and other sports, for the betterment of the sport of rowing.</p>
V. DEFINITIONS:	5. DEFINITIONS:
<p>A. MEMBER CLUB: A club in good standing with ORA and which carries on athletic programs whose purpose is to promote one or more sports, one of which is rowing.</p>	<p>A. MEMBER CLUB: A club in good standing with ORA and which carries on athletic programs whose purpose is to promote one (1) or more sports, one (1) of which is rowing.</p>
<p>B. REGISTERED INDIVIDUAL: Any person who, in accordance with the Constitution and By-laws of a Member Club which is an ORA member, participates in the rowing activities of said club.</p>	<p>B. REGISTERED PARTICIPANT: Any person who, in accordance with the Constitution and By-laws of an ORA Member Club, participates in the rowing activities of said club.</p>
<p>C. MEMBER ASSOCIATION: Any duly constituted organization carrying on a program which supports the sport of rowing.</p>	<p>C. MEMBER ASSOCIATION/ORGANIZATION: Any duly constituted organization carrying on a program, which supports the sport of rowing.</p>
<p>D. SPECIAL MEMBERS: Any organization or individual not included above, who supports the sport of rowing</p>	<p>REMOVED</p>

Col.1: CURRENT (December 2011)	Col. 2: APPROVED CHANGES (November 2014)
	<p>D. OFFICERS: Shall mean the President, Treasurer, and Secretary.</p>
<p>E. MAJORITY VOTE: Any majority of votes cast at a meeting constituted in accordance with this Constitution.</p>	<p>E. MAJORITY VOTE Any majority of votes cast at a meeting constituted in accordance with this Constitution. A majority is 50% plus one (1).</p>
<p>F. TWO THIRDS VOTE: A vote of two-thirds cast at any meeting constituted in accordance with this Constitution.</p>	<p>F. TWO THIRDS VOTE: A vote of two-thirds (2/3) cast at any meeting constituted in accordance with this Constitution.</p>
<p>G. ACT: Any reference to act in this Constitution is to be taken to mean the Ontario Not-For-Profit Corporations Act, 2010, unless otherwise stated.</p>	<p>NO CHANGE</p>
<p>VI. MEMBERSHIP:</p>	<p>6. MEMBERSHIP:</p>
<p>A. MEMBER CLUBS ASSOCIATIONS: Any rowing club or association, located in the Province of Ontario may apply to join the ORA. It may be admitted as a probationary Member Club/Association on submission of a copy of its Constitution, its By-laws, and a list of its Board of Directors, and payment of appropriate fees. This submission must be approved by a majority vote of the Board of Directors of ORA, and is subject to ratification at the Annual General Meeting. Probationary Member Clubs/Associations may become voting Member Clubs/Associations on satisfying the following conditions:</p> <ol style="list-style-type: none"> 1. The Club/Association has been a probationary member for at least two years. 2. The Club/Association has participated actively in the sport of rowing in 	<p>A. MEMBER CLUBS and ASSOCIATIONS/ORGRANIZATIONS: Any rowing club or association/organization, located in the Province of Ontario may apply to join the ORA. It may be admitted as a probationary Member Club/Association/Organization on submission of a copy of its Constitution, its By-laws, and a list of its Board of Directors, and payment of appropriate fees. This submission must be approved by a majority vote of the Board of Directors of ORA, and is subject to ratification at the Annual General Meeting. Probationary Member Clubs/Associations/Organizations may become a voting Member Club/Association/Organization once satisfying the following conditions:</p> <ol style="list-style-type: none"> 1. The Club/Association/Organization has been a probationary member for at least one (1) year.

Col.1: CURRENT (December 2011)	Col. 2: APPROVED CHANGES (November 2014)
<p>the two years prior to application for voting membership.</p> <ol style="list-style-type: none"> 3. The application has been approved by a majority vote of the Member Clubs. 4. ORA Member Clubs/Associations or Special Members must maintain sufficient insurance coverage in relation to their own circumstances and the inherent risk involved. 5. If at the end of the two (2) years, a probationary Club/Association has not complied with the requirements for voting membership, it must reapply for probationary membership. <p>In order to be admitted as ORA members and to maintain ORA membership, clubs, associations and special members must also obtain and maintain Rowing Canada Aviron membership.</p>	<ol style="list-style-type: none"> 2. The Club/Association/Organization has participated actively in the sport of rowing in the one (1) year prior to consideration for voting membership. 3. The application has been approved by a majority vote of the Member Clubs and Associations/Organizations. 4. ORA Member Clubs/Associations/Organizations must maintain sufficient insurance coverage in relation to their own circumstances. 5. If at the end of the one (1) year, a probationary Club/Association/Organization has not complied with the requirements for voting membership, it must reapply for probationary membership. <p>In order to be admitted as ORA members and to maintain ORA membership, clubs, associations and organizations must also obtain and maintain Rowing Canada Aviron membership</p>
<p>B. SPECIAL MEMBERSHIPS:</p> <p>Upon written application to the ORA office, Special Members may be approved by the Board of Directors. The fees for a special membership shall be determined by the Board of Directors of ORA.</p> <p>Special Members may attend, but shall not have voting privileges at the Annual General Meeting unless they are elected as one of the Directors of the Association.</p>	<p>REMOVED</p>

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<p>In order to be admitted as ORA members and to maintain ORA membership, Special Members must also obtain and maintain Rowing Canada Aviron membership.</p>	
<p>C. REGISTERED INDIVIDUALS:</p> <p>ORA shall recognize as Registered Individuals all those whose names have been submitted for registration by a Member Club/Association. These individuals shall be registered with ORA in categories approved by the ORA membership.</p> <p>The ORA Board may exclude from membership as Registered Individuals any persons who have been subject to disciplinary measures of ORA and any National or Provincial Sports Organization.</p>	<p>B. REGISTERED PARTICIPANT:</p> <p>ORA shall recognize as Registered Participants all those whose names have been submitted for registration by a Member Club/Association/Organization. These Participants shall be registered with ORA in categories approved by the ORA membership.</p> <p>The ORA Board may exclude from membership as Registered Participants any persons who have been subject to disciplinary measures of ORA and any National or Provincial Sport Organization.</p>
<p>D. MEMBER IN GOOD STANDING:</p> <p>A Member shall be deemed to be in good standing provided it has paid membership dues as prescribed by ORA and is not subject to a disciplinary investigation or action of ORA.</p>	<p>C. MEMBER IN GOOD STANDING:</p> <p>A Member shall be deemed to be in good standing provided it has paid membership and registration fees as prescribed by ORA and is not subject to a disciplinary investigation or action of ORA.</p>
<p>VII. FEES:</p>	<p>7. FEES:</p>
<p>Each probationary and voting Member Club/Association will be assessed an annual membership fee, the amount to be set by the Member Clubs/Associations, at each Annual General Meeting. This fee will be payable the first day of April of each year.</p> <p>Each Member Club/Association will register its individuals annually with ORA by payment of a fee to be set by the Member Clubs/Associations at the Annual General Meeting. These fees are payable within thirty (30) days of the person becoming a club member.</p>	<p>A. Each probationary and voting Member Club/Association/Organization will be assessed an annual membership fee, the amount to be set by the Member Clubs/Associations/Organizations, at each Annual General Meeting. This fee will be payable the first day of April of each year.</p> <p>B. Each Member Club/Association/Organization will register its participants annually with ORA by payment of a fee to be set by the Member Clubs/Associations/Organizations at the Annual General Meeting. These fees are payable within thirty (30) days of the person becoming a club member.</p>

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VIII. DISTRICTS:	8. DISTRICTS:
<p>For the purposes of representation and administration, the Province shall be divided into the following districts:</p> <ol style="list-style-type: none"> 1. EASTERN 2. CENTRAL 3. NORTHCENTRAL 4. NORTHWESTERN 5. SOUTHWESTERN 6. NIAGARA <p>Member Clubs/Associations shall be assigned to a District by the Board of Directors. Changes to assigned Districts will be made at least 45 days before the next Annual General Meeting.</p>	<p>For the purposes of administration, the Province shall be divided into the following districts:</p> <ol style="list-style-type: none"> 1. EASTERN 2. CENTRAL 3. NORTHCENTRAL 4. NORTHWESTERN 5. SOUTHWESTERN 6. NIAGARA <p>Member Clubs/Associations/Organizations shall be assigned to a District by the Board of Directors. Changes to assigned Districts will be made at least 45 days before the next Annual General Meeting.</p>
IX. BOARD OF DIRECTORS:	9. BOARD OF DIRECTORS:
<p>The affairs of the ORA shall be governed by a Board of Directors, elected for a three-year term at the Annual General Meeting. The Board of Directors shall comprise up to twelve (12) members</p> <p>Eleven elected Directors of the Association, including the President, six Vice-Presidents, three Directors at Large and a Secretary. The immediate Past President will also be a Director. Each of these Directors shall have only one vote at the Annual General Meeting and at Meetings of the Board of Directors</p>	<p>A. The affairs of the ORA shall be governed by a Board of Directors, elected for a two (2) year term at the Annual General Meeting. The Board of Directors shall comprise up to seven (7) members.</p> <p>B. There shall be seven (7) elected Directors of the Association, including the President, Treasurer, Secretary, and four (4) Directors at Large. Each of these Directors shall have only one (1) vote at the Annual General Meeting and at Meetings of the Board of Directors</p>
X. POWERS OF THE BOARD:	10. POWERS OF THE BOARD:
<p>A. Except as otherwise provided in the Act or this Constitution, the Board has the powers of the Association and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing;</p>	<p>Except as otherwise provided in the Act or this Constitution, the Board has the powers of the Association and may delegate any of its powers, duties and functions.</p>

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	Without limiting the generality of the foregoing:
B. The Board may make policies, procedures and rules for managing ORA affairs	A. The Board may make policies, procedures and rules for managing ORA affairs.
C. The Board may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly.	B. The Board may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly.
D. The Board may make policies, procedures and rules relating to the management of disputes within ORA and shall have the authority to deal with all disputes accordingly.	C. The Board may make policies, procedures and rules relating to the management of disputes within ORA and shall have the authority to deal with all disputes accordingly.
E. The Board may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee.	D. The Board and the Executive Director may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee.
F. The Board may appoint or employ such persons as it deems necessary to carry out the work of the Association.	E. The Board may appoint or employ the Executive Director and the Executive Director on behalf of the Association may appoint or employ such persons, as s/he deems necessary to carry out the work of the Association.
G. Except as provided in the Act, the Board shall have the authority to interpret any word, term or phrase in the Constitution which is ambiguous, contradictory or unclear.	F. Except as provided in the Act, the Board shall have the authority to interpret any word, term or phrase in the Constitution, which is ambiguous, contradictory or unclear.
XI. VACATION OF OFFICE:	11. VACATION OF OFFICE:
<p>The office of a director shall be vacated upon the occurrence of any of the following events:</p> <ul style="list-style-type: none"> A. if a receiving order is made against him/her or if he/she makes an assignment under the Bankruptcy Act; B. if an order is made declaring him/her to be a mentally incompetent person or incapable of managing his/her affairs; 	<p>The office of a director shall be vacated upon the occurrence of any of the following events:</p> <ul style="list-style-type: none"> A. If a receiving order is made against him/her or if he/she makes an assignment under the Canada Bankruptcy and Insolvency Act; B. If an order is made declaring him/her to be a mentally incompetent person or incapable of managing his/her affairs;

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<p>C. on death; or</p> <p>D. if by notice in writing to the Secretary he/she resigns his/her office.</p>	<p>C. On death; or</p> <p>D. If by notice in writing to the Secretary he/she resigns his/her office.</p>
XII. REMOVAL OF DIRECTORS:	12. REMOVAL OF DIRECTORS:
<p>The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a special meeting of members called for the purpose, remove any director before the expiration of his/her term of office and may, by majority vote elect any person in his/her stead for the remainder of his/her term.</p>	<p>NO CHANGE</p>
XIII. CONFLICT OF INTEREST:	13. CONFLICT OF INTEREST:
<p>A Director, Officer or member of a committee who has an interest in a proposed contract or transaction with ORA shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, shall refrain from voting or speaking in debate on such contract or transaction, shall refrain from influencing the decision on such contract or transaction, and shall otherwise comply with all requirements of the Act regarding conflict of interest.</p>	<p>NO CHANGE</p>
XIV. MEETINGS:	14. MEETINGS:
<p>A. Member Clubs/Associations of ORA shall meet once a year at an Annual General Meeting as required by the Act. A Quorum shall be constituted by the presence of one-half (1/2) the maximum number of voting Member Clubs/Associations in good standing, including voting members of the Board of Directors plus one (1).</p>	<p>A. Member Clubs/Associations/Organizations of ORA shall meet once a year at an Annual General Meeting as required by the Act. A Quorum shall be constituted by the presence of one-half (1/2) the maximum number of voting Member Clubs/Associations/Organizations in good standing, including voting members of the Board of Directors plus one (1).</p>
<p>B. Special Meetings may be called by a written notice, signed by one-third (1/3) of the voting Member Clubs/Associations in good standing.</p>	<p>B. Special Meetings may be called by a written notice, signed by one-third (1/3) of the voting Member Clubs/Associations/Organizations in good standing.</p>
<p>C. The Board of Directors shall meet at least two (2) times a year, in addition to the Annual General Meeting. A Quorum of the Board of Directors shall be constituted of one half (1/2) the members, plus one (1).</p>	<p>NO CHANGE</p>

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<p>D. The minutes of the Annual General Meeting and of the Board of Directors Meetings shall be made available to all Member Clubs/Associations and Special Members.</p>	<p>D. The minutes of the Annual General Meeting and of the Board of Directors Meetings shall be made available to all Member Clubs/Associations/Organizations.</p>
XV. ELECTIONS:	15. ELECTIONS:
<p>A. MEMBER CLUBS AND MEMBER ASSOCIATIONS:</p> <p>Only Member Clubs and Member Associations shall have one vote each at the Annual General Meeting. Clubs/Associations not attending the Annual General meeting may give a proxy vote, in writing, to a Representative of any other Club/Association in good standing or any Director of ORA.</p>	<p>A. MEMBER CLUBS AND MEMBER ASSOCIATIONS/ORGANIZATIONS:</p> <p>Only Member Clubs and Member Associations/Organizations shall have one (1) vote each at the Annual General Meeting. Clubs/Association/Organizations not attending the Annual General meeting may give a proxy vote, in writing, to a Representative of any other Club/Association/Organizations in good standing or any Director of ORA.</p>
<p>B. DIRECTORS OF THE ASSOCIATION:</p> <p>Directors of ORA shall be elected for a term of three (3) years at an Annual General Meeting, by the voting Membership.</p> <p>Director Portfolios will be divided into three (3) blocks in order to facilitate staggered elections of Directors over a three-year cycle.</p> <p>The President, Vice-President Events, Vice-President Member Services and one Director at Large will be elected in the first year of the three-year cycle. The Secretary, Vice-President Athlete Development, Vice-President Education and Capacity and one Director at Large will be elected in the second year of the three-year cycle. The Vice-President Finance and Administration, Vice-President Participation and one Director at Large will be elected in the third year of the three-year cycle.</p> <p>At the discretion of the Membership, the position of Vice-President Finance & Administration may be appointed by the Board of Directors. The Vice-</p>	<p>B. DIRECTORS OF THE ASSOCIATION:</p> <p>i. Directors of ORA shall serve for a term of two (2) years. They shall be elected at an Annual General Meeting, by the voting Membership.</p> <p>ii. The Directors will be divided into two (2) blocks in order to facilitate staggered elections of Directors over a two (2) year cycle.</p> <p>iii. The President and three (3) Directors will be elected in even calendar years. The Treasurer, Secretary and one (1) Director will be elected in odd calendar years. For the purposes of implementing the staggered terms of office, at the 2014 AGM only, the Treasurer, Secretary and one (1) Director will be elected for a three (3) year term.</p> <p>iv. At the discretion of the Membership, the position of Treasurer may be appointed by the Board of Directors. The Treasurer will be expected to possess the special skills necessary to carry out the duties of this office.</p>

Col.1: CURRENT (December 2011)	Col. 2: APPROVED CHANGES (November 2014)
<p>President Finance & Administration will be expected to possess the special skills necessary to carry out the duties of this office.</p>	
<p>C. NOMINATING COMMITTEE:</p> <p>The Past President or in the absence of a Past President, a designate of the Board, shall form a Nominating Committee not less than 90 days before the Annual General Meeting, and forty-five (45) days before the Annual General Meeting, present a Slate of Directors for election at that Annual General Meeting.</p>	<p>C. NOMINATING COMMITTEE</p> <p>The Board of Directors shall form a Nominating Committee not less than 90 days before the Annual General Meeting comprised of a chair and not fewer than two (2) representatives of the membership. Forty-five (45) days before the Annual General Meeting, the Nominating Committee shall present a Slate of Directors for election at that Annual General Meeting.</p>
<p>D. OTHER CANDIDATES:</p> <p>Other Candidates for any of the Elected Offices of the Association shall announce their intent, in writing, to the Secretary, no less than thirty (30) days prior to the Annual General Meeting.</p> <p>Such Candidates require the sponsorship of two (2) Voting Member Clubs/Associations in good standing. Candidates for office must be ORA members in good standing.</p> <p>The ORA Secretary shall inform all Member Clubs/Associations of the names of those seeking office, fifteen (15) days prior to the Annual General Meeting.</p> <p>The ORA Secretary shall provide a list of Candidates seeking office, to each Member Club/Association Representative and the Board of Directors attending the Annual General Meeting.</p>	<p>D. OTHER CANDIDATES</p> <p>i. Other Candidates for any of the Elected Offices of the Association shall announce their intent, in writing, to the Secretary, no less than thirty (30) days prior to the Annual General Meeting.</p> <p>ii. Such Candidates require the sponsorship of two (2) Voting Member Clubs/Associations/Organizations in good standing. Candidates for office must be an ORA Registered Participant in good standing.</p> <p>iii. The ORA Secretary shall inform all Member Clubs/Associations/Organizations of the names of those seeking office, fifteen (15) days prior to the Annual General Meeting.</p> <p>iv. The ORA Secretary shall provide a list of Candidates seeking office, to each Member Club/Association/Organization Representative and the Board of Directors attending the Annual General Meeting.</p>

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XVI. DUTIES OF DIRECTORS:	16. DUTIES OF DIRECTORS:
<p>A. PRESIDENT:</p> <p>The President shall be accountable for the oversight of the affairs and operations of the Board and the Executive Director. The President shall preside over the Annual General Meeting, all Meetings of the Board of Directors. The President may, at his/her discretion, call meetings of the Board of Directors. The President shall appoint the Past President or a Vice President to preside at such meetings in his/her absence. The President, or his/her designate, will represent ORA at meetings of Rowing Canada Aviron.</p>	<p>A. DIRECTOR</p> <p>i. The Directors shall advise, govern, oversee policy and direction, and provide strategic leadership and general promotion of the ORA so as to support the Association’s mission and vision.</p> <p>ii. The Directors shall be responsible for setting the strategic direction for ORA, developing policies, and overseeing the management of ORA’s affairs. They shall make decisions regarding priorities and roles, to define expectations and delegate authority, and to adhere to legal requirements within the Act.</p>
<p>B. SECRETARY:</p> <p>The Secretary shall record the minutes of the Annual General Meeting and the minutes of the meetings of the Board of Directors. The Secretary shall oversee the policy and procedures of the Association, except those of the Vice-President Finance & Administration.</p>	REMOVED
<p>C. PAST PRESIDENT:</p> <p>The Past President shall be a Director and shall be Chair of the Nominating Committee and the Constitutional Review Committee, and a member of the Awards Committee. The Past President shall carry out any other duties assigned by the Board of Directors.</p>	REMOVED
<p>D. VICE-PRESIDENT FINANCE & ADMINISTRATION:</p> <p>The Vice-President Finance & Administration shall have charge of all ORA monies, keep records of ORA Accounts and report on them at the request of the Board of Directors. The Vice-President Finance & Administration authorizes payment of outstanding accounts, as approved by the Board of Directors The Vice-President Finance & Administration shall deliver a</p>	REMOVED

Col.1: CURRENT (December 2011)	Col. 2: APPROVED CHANGES (November 2014)
Financial Statement at the Annual General Meeting. The Vice President Finance and Administration shall have charge over the daily business operations of ORA.	
<p>E. VICE-PRESIDENT ATHLETE DEVELOPMENT:</p> <p>The Vice-President Athlete Development shall be responsible for the development of provincial programming and resources for athlete development in the Training to Train, Learning to Train, Training to Compete, and Competitive for Life stages of the RCA Long-Term Athlete Development Plan, except those athletes that have been identified and involved in RCA's High Performance rowing programs.</p>	REMOVED
<p>F. VICE_PRESIDENT EDUCATION AND CAPACITY:</p> <p>Vice-President Education and Capacity shall be responsible for the delivery of all educational programming for coaching and umpiring and capacity development of volunteers and clubs at all levels of the RCA Long-Term Athlete Development Plan except for High Performance coaching education programs.</p>	REMOVED
<p>G. VICE_PRESIDENT EVENTS:</p> <p>The Vice-President Events shall be responsible for the delivery of all ORA rowing and indoor rowing property events. The Vice-President Events shall also be responsible for the conduct, management, and sanctioning of all regattas in the Province of Ontario.</p>	REMOVED
<p>H. VICE_PRESIDENT MEMBER SERVICES:</p> <p>The Vice-President Member Services shall be responsible for communications, marketing, and fundraising programming for ORA and to provide guidance and support in each of these areas for ORA member clubs/associations.</p>	REMOVED
<p>I. VICE-PRESIDENT PARTICIPATION</p> <p>The Vice-President Participation shall be responsible for recreational and other forms of non-competitive rowing programs which include but are not</p>	REMOVED

Col.1: CURRENT (December 2011)	Col. 2: APPROVED CHANGES (November 2014)
<p>limited to touring, introductory programs for corporate leagues, masters, high schools, and universities and other programs to foster membership growth.</p>	
<p>J. DIRECTOR AT LARGE Each Director at Large shall be responsible for specific projects/programs assigned by the Board of Directors and act as a primary liaison between the Board of Directors and the membership.</p>	<p>REMOVED</p>
<p>K. OTHER DUTIES: The Directors shall perform such further and other duties as may be assigned to them by the Board of Directors.</p>	<p>B. OTHER DUTIES i. The Directors shall be responsible for recruiting, supervising, evaluating and if necessary terminating, the Executive Director. ii. The Directors shall perform such further and other duties as may be assigned to them by the Board of Directors.</p>
	<p>17. DUTIES OF OFFICERS:</p>
	<p>A. PRESIDENT: i. The Role of the President is to assist with the strategic leadership of the Association and be responsible for the general supervision of the affairs and operations of the Association. S/he acts as chief spokesperson for the Board. ii. The President shall preside over the Annual General Meeting, all Meetings of the Board of Directors. The President may, at his/her discretion, call meetings of the Board of Directors. The President shall appoint a Director to preside at such meetings in his/her absence. The President, or his/her designate, will represent ORA at meetings of Rowing Canada Aviron.</p>
	<p>B. SECRETARY: The Secretary will assist with the strategic leadership of the Association and be responsible for ensuring that the Association meets all legal requirements for record</p>

Col.1: CURRENT (December 2011)	Col. 2: APPROVED CHANGES (November 2014)
	keeping by ensuring that all official documents and records of the Association are properly kept, ensure records of minutes of all meetings of Members, Board of Directors and Committees of the Association are properly kept and will perform such other duties as may from time to time be established by the Board.
	<p>C. TREASURER:</p> <p>The Treasurer will assist with the strategic leadership of the Association and will provide leadership in the financial direction of the Association through the formulation and oversight of proper accounting processes and procedures consistent with appropriate legislation. The Treasurer will provide direction to the Executive Director on the preparation of the budget and such other related responsibilities and duties as may be directed from time to time by the Board of Directors.</p>
XVII. FINANCE & ADMINISTRATION:	18. FINANCE & ADMINISTRATION:
A. Financial Year. Until changed by the board, the ROWONTARIO financial year shall end on the last day of March in each year.	A. Until changed by the Board, the ROWONTARIO financial year shall end on the last day of March in each year.
B. Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of ORA by two (2) Directors appointed by the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.	B. Execution of Instruments: Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of ORA by two (2) Directors appointed by the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.
C. Execution of Instruments, Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments between ORA and the Government of Ontario or any of its agents may be signed on behalf of ORA by any two (2) members of the Board or one member of the Board and the Executive Director.	C. Execution of Instruments with the Government: Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments between ORA and the Government of Ontario or any of its agents may be signed on behalf of ORA by any two (2) members of the Board or one (1) member of the Board and the Executive Director.
D. Banking Arrangements. The banking business of ORA shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board.	D. Banking Arrangements: The banking business of ORA shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or

Col.1: CURRENT (December 2011)	Col. 2: APPROVED CHANGES (November 2014)
<p>Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.</p>	<p>any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.</p>
<p>E. Auditor. The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor of the Corporation. The Board of Directors shall fix the remuneration of the auditor of the Corporation</p>	<p>E. Auditor: The Members shall at an annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office for a period not to exceed five (5) years, provided that the directors may fill any casual vacancy in the office of the auditor of the Corporation until the next annual meeting of the Members wherein an auditor will be appointed. The Board of Directors shall fix the remuneration of the auditor of the Corporation.</p>
<p>F. Special Assessments. The Board shall have the right to levy special assessments against Member Clubs/Associations and Special Members in order to cover unexpected deficits or to provide emergency funds. The amount of the assessment and how it is to be assessed will be determined by the Board at the time based on the prevailing circumstances.</p>	<p>F. Special Assessments: The Board shall have the right to levy special assessments against Member Clubs/Associations/Organizations in order to cover unexpected deficits or to provide emergency funds. The amount of the assessment and how it is to be assessed will be determined by the Board at the time based on the prevailing circumstances.</p>
<p>XVIII. COMMITTEES:</p>	<p>19. COMMITTEES:</p>
<p>The following standing committees shall e established:</p> <ol style="list-style-type: none"> 1. Constitutional Review Committee 2. Nominating Committee <p>The terms of the Reference and memberships of the committees shall be approved by the Board of Directors.</p> <p>All Committees shall report to the Board of Director as they deem fit or as required by the Board.</p>	<p>A. Committees of the Board that will play a role in support of Association governance may include:</p> <ol style="list-style-type: none"> i. Nominating and Governance Committee; ii. Finance, Audit and Risk Committee; or iii. Human Resources Committee. <ol style="list-style-type: none"> 1. The terms of Reference and memberships of these committees shall be approved by the Board of Directors 2. These Committees shall report to the Board of Directors, as they deem fit or as required by the Board <p>B. Operational Committees will be formed by the Executive Director and report regularly to the Executive Director or staff designate. Operational Committees assist the Executive Director in putting the policy decisions</p>

Col.1: CURRENT (December 2011)	Col. 2: APPROVED CHANGES (November 2014)
	<p>set by the Board into action.</p> <ol style="list-style-type: none"> 1. The terms of Reference and memberships of these committees shall be approved by the Executive Director. 2. These committees shall report to the Executive Director as they deem fit or as required by the Executive Director.
XIX. ORDER OF BUSINESS:	20. ORDER OF BUSINESS:
<p>Unless otherwise approved by the voting participants, the order of business at all ORA meetings shall be:</p> <ol style="list-style-type: none"> 1. Approval of the Agenda 2. Minutes of the previous meeting 3. Business Arising from the Minutes 4. Correspondence 5. Reports 6. Unfinished Business 7. New Business 8. Adjournment 	<p>Unless otherwise approved by the voting participants, the order of business at all ORA meetings shall be:</p> <ol style="list-style-type: none"> 1. Approval of the Agenda 2. Minutes of the previous meeting 3. Business Arising from the Minutes 4. Reports 5. Approval of the Financial Statements 6. Appointment of the Auditor 7. New Business 8. Adjournment
XX. CHAMPIONSHIP REGATTAS:	21. CHAMPIONSHIP REGATTAS:
<p>ORA shall hold two annual Regattas, known as the ROWONTARIO Championships and the ROWONTARIO Masters Rowing Championships.</p>	<p>ORA shall hold two (2) annual Regattas, known as the ROWONTARIO Championships and the ROWONTARIO Masters Rowing Championships.</p>
XXI. TERMINATION AND DISCIPLINARY ACTION:	22. TERMINATION AND DISCIPLINARY ACTION:
<p>A. A Member Club/Association or Special Member may terminate its association with ORA by submitting written notice of this intent to the Secretary. This notice must be signed by a majority of the Board of Directors of the terminating Member Club/Association, or by the Special Member. The Member Club/Association shall pay in full all outstanding fees, or other amounts payable, immediately.</p>	<p>A. A Member Club/Association/Organization may terminate its association with ORA by submitting written notice of this intent to the Secretary. This notice must be signed by a majority of the Board of Directors of the terminating Member Club/Association/Organization. The Member Club/Association/Organization shall pay in full all outstanding fees, or other amounts payable, immediately.</p>

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B. A Member may be suspended for failure to pay membership dues within 30 days of the beginning of a membership year.	NO CHANGE
C. A Member may be expelled if dues remain unpaid for a further 30 days.	NO CHANGE
D. Notwithstanding expulsion from membership, a former Member remains liable for any membership dues owing prior to expulsion.	NO CHANGE
E. In addition to suspension or expulsion for failure to pay membership dues, a Member Club/Association or a Registered Individual may be suspended, expelled or otherwise disciplined in accordance with ORA's policies and procedures relating to discipline.	E. In addition to suspension or expulsion for failure to pay membership dues, a Member Club/Association/Organization or a Registered Participant may be suspended, expelled or otherwise disciplined in accordance with ORA's policies and procedures relating to discipline.
F. A Member's ORA membership may be terminated if Rowing Canada Aviron membership is withdrawn or revoked.	NO CHANGE
G. Suspension and termination notices must be sent by registered mail.	NO CHANGE
XXII. AMENDMENT:	23. AMENDMENTS:
This constitution may be amended only by a two-thirds (2/3) vote at the Annual General Meeting. Thirty (30) days notice of proposed amendments must be given to the Board of Directors. Two (2) weeks notice of proposed amendments must be given to all Voting Member Clubs/Associations.	This constitution may be amended only by a two-thirds (2/3) vote at the Annual General Meeting. Thirty (30) days notice of proposed amendments must be given to the Board of Directors. Two (2) weeks notice of proposed amendments must be given to all Voting Member Clubs/Associations/Organizations.
XXIII. VACANCIES:	24. VACANCIES:
The Board of Directors shall elect, as soon as possible, an eligible person, to complete the remaining term of a vacant office.	NO CHANGE
XXIV. INDEMNIFICATION:	25. INDEMNIFICATION:
Every ORA Director, or employee or other appointed, designated, confirmed or authorized person who has undertaken or is about to undertake any liability on behalf of ORA shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:	A. Every ORA Director, or employee or other appointed, designated, confirmed or authorized person who has undertaken or is about to undertake any liability on behalf of ORA shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:

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<p>A. All costs, charges, and expenses which such director, or other person sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him/her, or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by his/her office, or in respect of any such liability; and</p> <p>B. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.</p>	<p>i. All costs, charges, and expenses which such director, or other person sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him/her, or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by his/her office, or in respect of any such liability; and</p> <p>ii. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.</p>