

**ONTARIO ROWING ASSOCIATION  
LOCATED IN ONTARIO, CANADA**

**BY-LAWS**

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**SECTION 1 – GENERAL**

**1.01 Purpose**

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

**1.02 Objectives of the Ontario Rowing Association are**

- a) To promote the sport of rowing at all levels in the Province of Ontario.
- 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.
- 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.
  3. The expansion of the scope of rowing activities.
- 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.
- 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.
- f) To interact with other provincial water sports, and other sports, for the betterment of the sport of rowing.

### 1.03 Definitions

In this By-law #1, unless the context otherwise requires:

- a) Act – the Ontario Corporations Act or any successor legislation, including the Not-for-Profit Corporations Act, 2010 and the Electronic Commerce Act, and, where the context requires, includes the regulations made under it, as the Act or the regulations are passed, made, amended, replaced or re-enacted from time to time;
- b) Association – Ontario Rowing Association;
- c) Board – the Board of Directors of the Association;
- d) By-laws – this By-law #1 (including the schedules to this By-law #1) and all other by-laws of the Association as amended and which are, from time to time, in force;
- e) Day – calendar days;
- f) Director – an individual occupying the position of director on the Board;
- g) Director Members – Directors;
- h) Majority vote – 50% +1 votes of all of the votes cast on that resolution;
- i) Members – Directors Members and Member Clubs (including Associations);
- j) Member Clubs – any organization located in the Province of Ontario which includes as a purpose promoting the sport of rowing, and which has been admitted as such in accordance with subsection 8.03;
- k) Officer – an officer of the Association;
- l) President - the President of the Board;
- m) Registered Participants – those individuals registered with a Member Club as defined in 8.03 and with Rowing Canada Aviron
- n) Two-thirds (“2/3s”) – two-thirds of all the votes cast on that resolution

### 1.03 Interpretation

Other than as specified in Section 1.02, all terms contained in the By-Laws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### 1.04 Severability and Precedence

The invalidity or unenforceability of any provision of the By-Laws shall not affect the validity or enforceability of the remaining provisions of the By-Laws. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

### 1.05 Seal

The seal of the Association shall be in the form determined by the Board.

### 1.06 Head Office

The location of the Head Office will be determined by the Board of Directors.

## SECTION 2 - DIRECTORS

### 2.01 Election and Term

The Association shall be managed by a Board of seven (7) Directors elected by the Member Clubs. Each Director shall be elected for a term of two (2) years. Four (4) Directors shall be elected in even-numbered calendar years and three (3) Directors shall be elected in odd-numbered calendar years. Directors may be re-elected. The term of office for each Director shall commence on the date of the meeting at which they are elected or appointed until the annual meeting two (2) years hence or until his or her successor is elected or appointed.

Terms – Directors' terms shall be two (2) years and they will be able to be elected only a maximum of three (3) consecutive terms. A Director may be eligible for appointment to the Board again after a break.

In the event that a director, who has already served two or more terms (that is, more than six years), is elected at the 2017 AGM, s/he is eligible to serve only for the two-year term to which s/he has been elected in the 2017 AGM.

## **2.02 Eligibility**

To be eligible for election as a Director, an individual shall:

- a) Be eighteen (18) years of age or older;
- b) Be a resident of Canada as defined in the Income Tax Act;
- c) Be willing to comply with the ROWONTARIO Director's Code of Conduct and Confidentiality Policy;
- d) Have the power under law to contract;
- e) Not have been declared incapable of managing property under the Ontario Substitute Decisions Act, 1992 or under the Mental Health Act, 1990;
- f) Not have the status of bankruptcy;
- g) Consent to submitting a Vulnerable Sector Screening check;
- h) Consent to abide by ROWONTARIO policies and procedures; and
- i) Consent to provide, receive and retain information and records in electronic form.

## **2.03 Governance Committee**

The Board of Directors shall form a Governance Committee of which there shall be a Nominating Sub-Committee that shall be struck not less than 90 days before the Annual General Meeting, comprised of a chair and not fewer than two (2) representatives of the Member Clubs. Forty-five (45) days before the Annual General Meeting, the Nominating Sub-Committee shall present a Slate of Directors for election at that Annual General Meeting.

## **2.04 OTHER CANDIDATES:**

- a) Other Candidates for any of the Elected Offices of the Association shall announce their intent, in writing, to the Secretary or delegate, no less than thirty (30) days prior to the Annual General Meeting.
- b) Such Candidates require the sponsorship of two (2) Member Clubs in good standing. Candidates for office must be an ORA Registered Participant in good standing.
- c) The Secretary or delegate shall inform all Members of the names of those seeking office, fifteen (15) days prior to the Annual General Meeting.

## **2.05 Vacancies**

The office of a Director shall be vacated immediately:

- (a) If the Director resigns office by written notice to the President or the Secretary;
- (b) If the Director dies or becomes bankrupt;
- (c) On death
- (d) If the Director is found to be incapable of managing property by a court or under Ontario law; or
- (e) If, at a meeting of the Member Clubs of which notice specifying the intention to pass such resolution has been given, a resolution is passed by at least two-thirds (2/3) of the votes cast removing the Director before the expiration of the Director's term of office.

## **2.06 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- (a) As long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office;
- (b) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Letters Patent, the Directors in office shall, without delay, call a special meeting of Member Clubs to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member Club;
- (c) If the vacancy occurs as a result of the Member Clubs removing a Director, the Member Clubs may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

## **2.07 Powers of the Board**

Powers of the Association – Except as otherwise provided in the Act or these By-laws, 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, the Board is empowered to:

- a) Make policies and procedures and manage the affairs of the Association in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to discipline of Members and Registered Participants, and will have the authority to discipline Members and Registered Participants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Association, and all disputes will be dealt with in accordance with such policies and procedures;
- d) Employ, supervise, evaluate and if necessary terminate, the Executive Director; the Executive Director, on behalf of the Association, may appoint or employ such persons as he/she deems necessary to carry out the work of the Association;
- e) Determine registration policies and procedures; set membership fees, set registered participant fees and determine other registration requirements;
- f) Approve the annual operating budget for the Association;
- g) Enable the Association to receive donations and benefits for the purposes of furthering the objects of the Association;
- h) Make expenditures for the purposes of furthering the objects of the Association;
- i) Borrow money upon the credit of the Association as it deems necessary;
- j) Execute 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; any person authorized to sign any document may affix the corporate seal, to the document; any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof;
- k) Execute instruments with any Government; deeds, transfers, assignments, contracts, obligations, certificates, and other instruments between Association and any Government or any of its agents may be signed on behalf of Association by any two (2) members of the Board or one (1) member of the Board and the Executive Director;
- l) Transact business with 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 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;
- m) Purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal or any right of interest therein owned by the Association for such consideration and upon such terms and conditions and it may deem advisable;
- n) Enter into a trust agreement or agreements with a trust company or other trustees as it may deem fit for the purpose of creating a trust fund or funds of which the capital and income may be

made available for the furtherance of all or any of the purposes and objects of the Association in accordance with such terms and conditions as it may prescribe; and

- o) Perform any other duties from time to time as may be in the best interest of the Association.

### **2.08 Committees**

The Board shall appoint the following Committees of the Board

- a) Governance Committee and a Nomination Sub-Committee
- b) Finance and Audit Committee
- c) Human Resources Committee
- d) Membership Fee Advisory Committee

The Board may establish other committees of the Board and appoint members to those committees and delegate any of its powers, duties and functions to those committees.

The Executive Director may establish operational/program committees, appoint members to those committees, and delegate any of his/her powers, duties and functions to those committees.

### **2.09 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

## **SECTION 3 - BOARD MEETINGS**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the President, or any two Directors at any time and any place on notice as required by the By-Laws.

### **3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. The Board of Directors shall meet at least two (2) times a year, in addition to the Annual General Meeting.

### **3.03 Notice**

Notice of the time and place for holding a meeting of the Board shall be given in the manner provided in Section 10 to every Director not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to holding the meeting, or if those absent have waived notice or have otherwise signified their consent to holding such a meeting. If a quorum of Directors is present, each newly elected or appointed Board member, without notice, hold its first meeting immediately following the annual meeting of Member Clubs.

### **3.04 Chair**

The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the chair.

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall not have a second or casting vote; if there is a tie vote, the motion is lost.

### **3.06 Participation by Telephone or Other Communications Facilities**

If all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

### **3.07 Written Resolutions**

Any by-law or resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.

### **3.08 Minutes**

The minutes of the Board of Directors shall be made available to the Member Club.

## **SECTION 4 - FINANCIAL**

### **4.01 Financial Year**

The financial year of the Association ends on March 31<sup>st</sup> in each year or on such other date as the Board may from time to time by resolution determine.

### **4.02 Auditor**

The Members shall at an annual meeting appoint an auditor to audit the accounts of the Association 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 Association 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 Association.

### **4.03 Special Assessments**

The Board shall have the right to levy special assessments against Member Clubs 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.

## **SECTION 5 - OFFICERS**

### **5.01 Officers**

The Board shall elect from among the Directors a President and may appoint any other Director to be Treasurer and Secretary at its first meeting following the annual meeting of the Member Clubs. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

### **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties in accordance with the description of their duties and with the resolution by which they are appointed (as applicable).

### **5.04 Duties of the President**

The President shall preside at Board and Member Club meetings. The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

### **5.05 Duties of the Treasurer**

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

### **5.06 Duties of the Secretary**

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

### **5.07 Transition**

Notwithstanding section 5.01, an Officer elected to an office for a specific term prior to the adoption and confirmation of this By-Law shall continue in that office until that term expires or the office otherwise becomes vacant; thereafter, section 5.01 shall operate with respect to the relevant office.

## **SECTION 6 - PROTECTION OF DIRECTORS AND OTHERS**

### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Association is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Association's letters patent and the By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

### **6.02 Indemnification of Directors and Officers**

Every Director and Officer, and his or her heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against,

- (a) All costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it, for or

in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and

- (b) All other costs, charges and expenses that he, she or it 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 or its own willful neglect or default.

### **6.03 Directors' and Officers' Liability Insurance**

The Association may purchase and maintain insurance for the Directors and Officers against any liability incurred by the Directors and Officers in their respective capacities as Directors or Officers of the Association, except where the liability relates to the individual's failure to act honestly and in good faith with a view to the best interests of the Association.

## **SECTION 7 - CONFLICT OF INTEREST**

### **7.01 Conflict of Interest**

A Director who is in any way directly or indirectly interested, or could be perceived as interested, in a contract or transaction, or proposed contract or transaction, with the Association shall declare his or her interest at a meeting of the Directors. Except as provided by the Act, no Director shall attend any part of a meeting of Directors or vote on any resolution in relation to a matter with respect to which that Director has declared an interest.

## **SECTION 8 – MEMBERS**

### **8.01 Members**

Membership in the Association shall consist of:

- (a) Director Members (as that term is defined in subsection 8.02 below); and
- (b) Member Clubs

### **8.02 Director Members**

Each individual who is elected as a Director, by virtue of holding the office of Director, is admitted as a Director Member upon his or her election and ceases to be a Director Member at the time at which he or she ceases for any reason to be a Director. Director Members shall be entitled to vote at any Meeting of Member Clubs.

### **8.03 Member Clubs**

Upon:

- (a) Application in the form required by the Board from time to time;
- (b) Payment of fees as established by the Board from time to time;
- (c) Appointment of a Representative (as that term is defined in subsection 8.04);
- (d) Compliance with any other requirements established by the Board from time to time;
- (e) Acceptance as Member Club by a resolution of the Directors; and
- (f) Confirmation of club membership in Rowing Canada Aviron,

an organization becomes a Member Club.

### **8.04 Representatives**

- (a) Each Member Club in good standing (as that term is defined in subsection 8.06) shall be entitled to designate from time to time an individual as its representative (a "**Representative**") who shall be the only person entitled to vote on behalf of the Member Club at a meeting of Member Clubs



(provided that the Representative (on behalf of the relevant Member Club) may appoint a proxy in accordance with subsection 9.07).

- (b) A Representative shall be entitled to one (1) vote on all questions coming before any annual or special meeting of Member Clubs.
- (c) Only Representatives may address an annual or special Meeting of Member Clubs; others must seek prior consent from the President to address an annual or special Meeting of Member Clubs.
- (d) Each Member Club shall, prior to the annual meeting, appoint its Representative and provide written notice to the Secretary of such appointment, including the name, address (for notices) and other contact information for such Representative.
- (e) Each Member Club shall, in the event that its Representative changes, provide written notice to the Secretary of such change, including the name, address (for notices) and other contact information for its new Representative.

### **8.05 Membership Not Transferable**

Membership in the Association is not transferable and automatically terminates annually on March 31<sup>st</sup> or if the Member resigns or such Membership is terminated in accordance with section 8.08.

### **8.06 In Good Standing**

A Member Club will be in “good standing” provided that it has completed and submitted all required documentation as required by the Board from time to time, has complied with the By-Laws, is not subject to disciplinary action or the outcome of any such disciplinary action (up to and including termination as a Member), has not been issued a notice under subsection 8.08, and has paid all required Membership fees as established by the Board from time to time. If a Member Club ceases to be in good standing, it (through its Representative) will not be entitled to vote at Meetings of Member Clubs, nor will its Registered Participant athletes and coaches be able to participate in RCA sanctioned events.

### **8.07 Obligation**

All Member Clubs shall, by applying for Membership, agree and are deemed to agree to the By-Laws and the Letters Patent and all the provisions thereof and to the rules, regulations and policies made by the Board and shall be bound thereby.

### **8.08 Disciplinary Action or Termination of Membership**

1. Upon fifteen (15) days’ written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violation of any provision of the Letters Patent or the By-Laws or any rule, regulation or policy made by the Board.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day notice period. The Board shall provide the opportunity for a hearing and consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## **SECTION 9 - MEETINGS OF MEMBER CLUBS**

### **9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Each Member Club shall be provided with a copy of or access to a copy of, not less than 21 days before the annual meeting, the approved financial statements, auditor’s report and other financial information required by the Act, the By-Laws or the letters patent.

The business transacted at the annual meeting shall be limited to:

- (a) Approval of the agenda;
- (b) Minutes of the previous annual and subsequent special meetings;
- (c) Receipt of the financial statements;
- (d) Report of the auditor or person who has been appointed to conduct a review engagement;
- (e) Appointment of the auditor or person to conduct a review engagement for the coming year;
- (f) Election of Directors; and
- (g) Such other special business proper for consideration at a Meeting of Member Clubs and as set out in the notice of meeting.

### **9.02 Special Meetings**

The Directors may call a special meeting of the Member Clubs on a day and at a place within Ontario fixed by the Board. Special Meetings may also be called by a written notice to the Directors, signed by one third of the voting Member Clubs in good standing.

### **9.03 Notice**

Subject to the Act, 50 days written notice of any annual or special Meeting of Member Clubs shall be given to each Member Club and to the auditor (or the person who has been appointed to conduct a review engagement) in the manner provided in Section 10. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Member Clubs to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member Club of the right to vote by proxy.

### **9.04 Quorum**

A quorum for the transaction of business at a Meeting of Member Clubs is 30 Members (both Member Clubs and Director Members) who are entitled to vote at the meeting, whether present in person (through their Representatives) or by proxy. If a quorum is present at the opening of a meeting of the Member Clubs, the Member Clubs present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **9.05 Chair of the Meeting**

The President shall be the chair of the Meeting of Member Clubs; in the President's absence, the Member Clubs present at any Meeting of Member Clubs shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Member Clubs present shall choose one of their number to chair the meeting.

### **9.06 Voting of Member Clubs**

Business arising at any Meeting of Member Clubs shall be decided by a majority of votes unless otherwise required by the Act or the By-Laws provided that:

- (a) Each Representative of a Member Club in good standing and each Director shall be entitled to one (1) vote at any meeting;
- (b) Votes shall be taken by a show of hands among all Representatives present;
- (c) An abstention shall not be considered a vote cast;
- (d) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Representative may demand, a secret ballot or a recorded vote. A secret ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) If there is a tie vote, the chair of the meeting shall require a secret ballot, and shall not have a second or casting vote; if there is a tie vote, the motion is lost; and

- (f) Whenever a vote by show of hands is taken on a question, unless a secret ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### **9.07 Proxies**

Every Member Club entitled to vote through its Representative at a Meeting of Member Clubs may through its Representative by means of a proxy appoint a person, who need not be a Member, as the Member Club's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. The Directors may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays, Sundays and holidays, preceding any meeting or adjourned Meeting of Member Clubs before which time proxies to be used at that meeting must be deposited with the Association or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.

#### **9.08 Adjournments**

The chair of the meeting may, with the majority consent of the Member Clubs (through their Representatives) present at any Meeting of Member Clubs, adjourn the same from time to time and no notice of such adjournment need be given to the Member Clubs, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **9.09 Minutes of Meetings of Member Clubs**

The minutes of meetings of Member clubs shall be made available to the Member Clubs.

### **SECTION 10 - Notices**

#### **10.01 Service**

Any notice required to be sent to any Member Club or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at their latest address as shown in the records of the Association (and in the case of Member Clubs' Representatives, at their latest address as shown in the records of the Association), and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such person known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

#### **10.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

#### **10.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Meeting of Member Clubs shall invalidate the meeting or make void any proceedings taken at the meeting.

## **SECTION 11 – Dissolution**

### **11.01 Dissolution**

The Association may be dissolved on the following terms:

- (a) By a special resolution passed by the voting members of the Association at a Special Members' Meeting or an ORA Annual General Meeting
- (b) ORA's assets shall be liquidated and transferred to one or more organizations or associations that promote the sport of rowing in the Province of Ontario, selected by the voting membership by a special resolution passed by the members at the membership meeting.
- (c) A special resolution passed by the ORA Board is required to make any change concerning the distribution of property remaining on the liquidation after the discharge of any liability of ORA.

## **SECTION 12 - Amendment of By-laws**

### **12.01 Amendments to By-laws**

- a) The Board may from time to time in accordance with the Act pass, repeal, amend or re-enact by-Laws.
- b) A by-law passed, repealed, amended or re-enacted, is effective only if it is confirmed at the next annual meeting of Member Clubs or a special meeting of Member Clubs duly called for that purpose by a two-thirds (2/3) vote.
- c) Thirty (30) days' notice of proposed amendments to the bylaws must be given to the Board of Directors. Fourteen (14) days' notice of proposed amendments must be given to all Voting Member Clubs.

***Enacted November 25<sup>th</sup>, 2017 in Mississauga Ontario***

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President  
Christopher Waddell

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Secretary  
Judy Sutcliffe

## **SCHEDULE A**

### **Position Description of the President**

#### **Role Statement**

The President provides strategic leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management of the Association. The President ensures the Board discusses all matters relating to the Board's mandate (which is described in the Governance Manual).

#### **Responsibilities**

The President shall:

**Agendas** - Cause to be established, agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

**Chairing Meetings** - If present, chair meetings of Member Clubs. The President, if present, shall be the chair of Board meetings.

**Direction** - Serve as the Board's central point of communication with the Executive Director of the Association; provide guidance to the Executive Director regarding the Board's expectations and concerns. In collaboration with the Executive Director, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

**Performance Appraisal** - Lead the Board in monitoring and evaluating the performance of the Executive Director through an annual process.

**Work Plan** - Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

**Representation** - Serve as the Board's primary contact with the public.

**Reporting** - Cause for a regular report to be made to the Board on issues relevant to its governance responsibilities.

**Board Conduct** - Set a high standard for Board conduct and enforce policies and the By-laws concerning Directors' conduct.

**Mentorship** - Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

**Succession Planning** - Ensure succession planning occurs for the Executive Director and Board.

**Committee Membership** - Serve as member on all Board committees.

**Statutory Functions** - Perform all of the duties of the president of the Association as set out in the Act, and shall, for the purposes of the Act, be the president of the Association.

**Delegation** - The President may delegate responsibilities identified by the President (other than those related to the President's role as a Director) to staff of the Association.

## **SCHEDULE B**

### **Position Description of the Treasurer**

#### **Role Statement**

The Treasurer works collaboratively with the President and senior management to support the Board in achieving its fiduciary responsibilities.

#### **Responsibilities**

The Treasurer shall:

##### **Custody of Funds**

Direct the custody of the funds and securities of the Association and shall cause to be kept, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall cause to be disbursed the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall cause to be rendered to the President and Directors at the regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. Ensure that all financial reports and remittances are prepared and filed as required by law or requested by the Board. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

##### **Board Conduct**

Maintain a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### **Mentorship**

Serve as a mentor to other Directors.

##### **Financial Statement**

Present to the Member Clubs at the annual meeting as part of the annual report, the financial statement of the Association approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

#### **Delegation**

The Treasurer may delegate responsibilities identified by the Treasurer (other than those related to the Treasurer's role as a Director) to staff of the Association.

## **SCHEDULE C**

### **Position Description of the Secretary**

#### **Role Statement**

The Secretary works collaboratively with the President to support the Directors in fulfilling their fiduciary responsibilities.

#### **Responsibilities**

The Secretary shall:

##### **Board Conduct**

Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### **Document Management**

Cause to be kept a roll of the names, addresses and other pertinent contact details of the Member Clubs (and whether or not each is in good standing), and of the Directors. Ensure the proper recording and maintenance of minutes of all meetings of the Association, the Board and Board committees. Attend to correspondence on behalf of the Board. Cause the Association to have custody of all minute books, documents, registers and the seal of the Association and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

##### **Meetings**

Cause for such notice to be given as required by the By-Laws of all meetings of the Association, the Board and Board committees. Attend all meetings of the Association, and the Board and where applicable, Board committees.

##### **Mentorship**

Serve as a mentor to other Directors.

#### **Delegation**

The Secretary may delegate responsibilities identified by the Secretary (other than those related to the Secretary's role as a Director) to staff of the Association.