

ONTARIO ROWING ASSOCIATION

MINUTES OF THE ANNUAL GENERAL MEETING – December 4, 2011

Mississauga

1.0 CALL TO ORDER

The meeting was called to order at 9:07 AM by Lynda Dundas. A moment of silence was held in respect of Ontario rowing supporters who passed away this year.

2.0 QUORUM, MAJORITY, APPOINTMENT OF SCRUTINEERS

The Executive Director reported that a quorum existed.

Mike Walker and Martha Coffey were appointed as Scrutineers.

3.0 APPROVAL OF THE AGENDA

MOTION: (London Rowing Club/ St. Catharine's Rowing Club) "That the Agenda be accepted as presented."
CARRIED

4.0 APPROVAL OF MINUTES – 2010 ANNUAL GENERAL MEETING

The minutes of the 2010 Annual General Meeting of the Association were reviewed.

MOTION: (Guelph Rowing Club/ London Rowing Club) "That the minutes of the ORA AGM 2010 be accepted as presented."
CARRIED

5.0 BUSINESS ARISING FROM 2010 AGM MINUTES

There was no business arising.

6.0 CORRESPONDENCE

There was no correspondence.

MOTION: (Vice President, Events and Umpires / Hanlan Boat Club) "To move into a Committee of the Whole"
CARRIED

7.0 EXECUTIVE COMMITTEE REPORTS

7.1 President

Lynda Dundas reviewed the President's Report and thanked everyone who helped make the year successful. She described the focus this year on the governance review and strategic plan implementation. Row to Podium (R2P) continues to grow. An Organizing Committee for the Ontario Summer Games has been formed and she asked member Clubs to support this event that will be held on Toronto Island. Dundas advised that the Ontario NFP Corporations Act will come into effect shortly, and some of the changes will affect Clubs. She extended her thanks to Catherine Barney Chapman and Mike Thompson for their contributions over the years. In response to a question about the Ontario Summer Games, it was noted that there is some restriction on the design of the regatta, based on the Technical Package submitted to Sportalliance Ontario. A commitment was made to

provide an opportunity for feedback to the office on the Technical Package, although clubs were advised that the turn-around time would be very short.

7.2 Vice President Finance and Administration

7.2.1 Vice President's Report

On behalf of George Barkwell who had recently had surgery, Derek Ventnor reviewed the VP Finance and Administration Report to the Membership. He noted that overall the Association is in good financial shape. A break-even budget is forecasted each year. As there are now six full-time employees of the Association, as well as direct oversight of the National Development Centre-Ontario staff, a human resources consultant has been engaged (at the direction of the Board) to develop the appropriate HR policies in an effort to ensure protection of the rights of both staff and the Association.

7.2.2 Audited Statements, Fiscal Year Ended March 31, 2011

Ventnor reviewed the Audited Financial Statements for the Year Ended March 31, 2011. The report is a "clean report" with no qualifications. R2P has been incorporated in the audit for the first time, as a restricted fund, as ROWONTARIO manages all the funds for that project. Two clubs have taken out loans under the Club Assistance program and all payments are up to date. Ventnor encouraged clubs to take advantage of this program.

The Association commissioned a review of HST and its implications for the Association, and estimated a rebate of \$43,000, which is anticipated by early January. As a result of this review, ROWONTARIO is in the process of becoming an HST registrant, which will be effective October 1, 2011. Ventnor went on to report that there is no direct advice that the Association can give its members on this, besides that each Club/Association should investigate on their own whether they too should become HST registrants. The determination will depend on their sources of revenue. The impact of HST from the Association's standpoint is that ROWONTARIO will be charging HST on course registration (Umpires, Coaches), regatta entry fees, and assessment fees that apply to athletes. To minimize the negative impact on Clubs from the increase in regatta entry fees, this increase by the HST percentage (13%) will be phased in over 2 years.

Ventnor drew attention to the restricted funds and noted that the Board had established the Fee Stabilization Fund established to minimize the impact on clubs of fee increases (e.g., like with HST).

The Notes to the Financial Statements were explained and Ventnor described the Association's goal to be in a position to operate for one year, based on reserves, if for some reason, government funding was to end.

7.2.3 Current Financial Update – as of November 30, 2011

Ventnor reported that at the eight month mark of the current fiscal year the Association is projecting a small surplus of \$12,000 for the 2011-2012 year. This was due to a higher than projected HST rebate, among other reasons. At October 31, 2011 there was \$463,000 in cash and investments on hand.

Registration is up year over year. In response to a question Ventnor noted that the Association could consider year over year reporting for next year and will discuss this with the VP Finance and Administration.

7.2.4 Membership/Registration Report

Ventnor reported that the registration is up very slightly over the previous year, but noted the importance for Ministry funding of increased numbers. Every single registration counts—including

Board members and volunteers. The membership breakdown between competitive and sport rowers is about 25% /75%. (a slight increase in competitive was noted)

7.3 Vice President, Coach and Athlete Development

Dave Pelette reviewed the Coach and Athlete Development Report and noted that 40% of Canada's Olympic team is now from Ontario and he anticipates this increasing through R2P. The Board approved a Canada Games preparation plan for 2013.. He is looking forward to the challenge/opportunity of implementation of LTAD and he feels that the new governance model will assist with this. The report of the task force on CS4L/LTAD implementation should be finalized in December 2011. While NCCP courses are being offered at present there is only one Weekend 2 of the RCA Coach scheduled for this winter and he encouraged more Clubs to host courses. Pelette noted that the majority of members are recreational and underlined the need to focus on the development of athletes and coaches at all levels.

7.4 Vice President, Events and Umpires

Tom Blacquiere reviewed the Vice President, Events and Umpires Report. The Umpires' Committee worked on mentoring Associate umpires and evaluating umpires, as described in the Umpires' Committee report. The Committee will be examining how to go about conducting evaluations of the 127 Umpires. There are also 75 Associates.

Blacquiere noted that the Ontario Erg Championships remains a vital component of the competitive opportunities in Ontario and will be held on March 3, 2012. For the 2011 Ontario Masters Championships there were 3 fewer clubs and 15 fewer participants –(there was a slight decline in attendance by clubs, participants, and entries_) delete this. ROWONTARIO championships on the other hand posted a significant increase in number of participants and entries.

7.5 District Reports

7.5.1 Central

Kelly Brigley reported that she has represented Central District for four years and has decided to step down from the Board to pursue other initiatives including the Ontario Summer Games Organizing Committee. In her Central District Representative capacity, she attended a number of AGMs in the district. There are major changes with regard to CORA championships for 2012 year, such that there will be no Seniors' or Masters' events. A sub-committee has been formed to assess further years. Brigley ended by thanking the Clubs for their support.

7.5.2 Eastern

Chantal Saunders was not in attendance but had submitted a report that was reviewed by Mike Walker. He noted that the Eastern District is "alive, well and thriving" with a wide range of Clubs from Ottawa to St. Lawrence in Iroquois. Eastern District has a strong relationship with Quebec and through the Eastern Rowing Association a high school championships is held in May, and a Club championships in early July, both in the Olympic Basin in Montreal. This year, they ran a time trial format at the ERA Championships to seed crews and ensure competitive races. They are having success at Umpire recruitment, thanks to the efforts of Wes Kuran and Brian Storosko.

7.5.3 Niagara

Mike Ionson reported that Niagara District clubs submitted their own reports and thanked the Clubs for the opportunity to work on the Board. He supports the new governance structure.

7.5.4 North Central

Jurgen Schubert reported that he had set out to visit all clubs in the district and managed all but one. There was membership growth in all the clubs visited. There are many smaller clubs in the NC district—their concerns are different from those of larger clubs and the expectations from ROWONTARIO are focused on Club development. Concerns centre around there being not enough equipment or that it is aging due to lack of safe storage. The boats are exposed to the winds, with no protection from the weather. Overall the goals of the NC Clubs are common: to grow their membership through extending programming to include Masters and adaptive athletes.

7.5.5 Northwest

Glenn Bailey reported that there was a busy year in northwest and commented on the weather at their bigger regattas.

7.5.6 Southwest

Mindy Bullen noted that communication in the southwest district remained a challenge. She highlighted some of the developments at each of the clubs. Of 11, three are on flood control dams and the remainder are on old weirs that environmentalists are pushing to remove, that would threaten the life of the clubs. There is hope that Silver Lake Rowing Club will be revived. She expressed concern about the difficulty in recruiting athletes for the OSG and that the District may need once again to appeal to Central or Niagara region for athletes to make up the Southwest team.

7.6 Executive Director's Report

Derek Ventnor reviewed the Executive Director's Report and highlighted the staffing changes—four TDC coaches, and two NDC-O coaches—the Association now has 6 direct staff and 2 “associated “ staff (NDC-O Coaches). Ashley Lewis joined the staff in March, and her role has evolved into one of program development. He emphasized the High school bursary program. One full year of R2P has been completed, and although there have been some challenges, the partnership with RCA and CSCO has worked well. A review of this program is underway and they are preparing for a report at the beginning of March 2012 to funders. He highlighted that the two property regattas went well, and that the Association has a good working relationship with the Welland International Flatwater Centre, the host. NCCP remains a challenge and after a late summer meeting with RCA, it will continue to evolve, The Clubs will see Ashley Lewis taking more of a lead in its implementation.

7.7 Nominating Committee Report

Mike Walker, Chair of the Nominating Committee reviewed his report and noted that it had been challenging to recruit for all Board positions. However, with active recruitment by all involved, they were able to attract some excellent candidates. The slate offers a good mixture of new and existing Board members.

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

CARRIED

MOTION: (Burnstown Rowing Club/Guelph Rowing Club) “To approve the Reports as presented.”

CARRIED

8.0 APPROVAL OF AUDITED STATEMENTS FOR THE 2010 - 201 FISCAL YEAR

MOTION: (Brockville Rowing Club/Ridley Grad Boat Club)
 “That the Audited Financial Statements Year ended March 31, 2011 be approved as presented.”

CARRIED

9.0 APPOINTMENT OF AUDITORS FOR THE 2011 – 2012 FISCAL YEAR

MOTION: (Severn Rowing Club/St. Catharine’s Rowing Club)
 “To direct the VP Finance and Administration to draft and post an RFP, to solicit bids, and to authorize the Board to determine the appointment of an Auditor for ROWONTARIO for the 2011-2012 fiscal year.”

CARRIED

10.0 NEW BUSINESS

10.1 Club Memberships

10.1.1 Approval of Full Status Club Memberships

The Executive Director introduced the Clubs that have completed the requirements for registration as full members.

MOTION: (Argonaut Rowing Club/Kingston Rowing Club)
 “That Branksome Hall Rowing Club be admitted as a Full Member.”

CARRIED

MOTION: (Guelph Rowing Club/Ridley Grad Boat Club)
 “That Bruce Peninsula Rowing Club be admitted as a Full Member.”

CARRIED

MOTION: (Severn River Rowing Club /Ottawa New Edinburgh Club)
 “That Hatchets Training Centre be admitted as a Full Member.”

CARRIED

MOTION: (Hanlan Boat Club /Kingston Rowing Club)
 “That Havergal Rowing Club be admitted as a Full Member.”

CARRIED

MOTION: (Guelph Rowing Club /Leander Boat Club)
 “That Notre Dame Rowing Club be admitted as a Full Member.”

CARRIED

10.1.2 Approval of Probationary Club Applications

The Executive Director introduced the Club that has applied to become a member of the Association – the University of Western Ontario Boat Club (UWOBC).

Once the motion was introduced concern was expressed by one of the London clubs that the UWOBC is drawing away membership from the other London clubs, and that they may falter as a result. There was discussion and it was agreed that the Executive Director would meet with the involved clubs, if requested by those clubs, and attempt to resolve the concern expressed. He will report back to the membership on these efforts.

MOTION: (London Rowing Club/Notre Dame Rowing Club)
 “That University of Western Ontario Boat Club be approved for probationary membership.”

CARRIED

A question was raised about Clubs that haven't paid their Club fee or registered members. The Executive Director noted that the Constitution does not direct affirmative action on delinquent Clubs, beyond preventing voting at the Annual General Meeting. This year, five clubs have not submitted club registration fees. In the past, the Board has been hesitant to remove a club from the roster without the Club being given an opportunity to answer for itself. At a minimum, all Club Board directors need to be registered, which is a fee of one dollar per head.

The ORA Constitution specifies that after 30 days of not paying membership fee, the Association has the authority to suspend membership. In the past, the Board has taken the approach not to expel members on a proactive basis.

After further discussion the Board was charged by the membership with developing a more structured process for following up with Clubs that are not in full compliance with the Club Membership and Registration Policy.

10.2 Constitutional Amendments

10.2.1 Amendment to Article IV

IV. OBJECTIVES:

C. To be the provincial representative 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.

D. To be guided by the Canadian Sport Policy in order to achieve growth and enhance the experience of all involved at all levels of the sport of rowing.

Changed to:

IV. OBJECTIVES:

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.*

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.*

MOTION: (Wellington Rowing Club/Guelph Rowing Club) "That the proposed change to Article IV C and D of the Constitution be approved as presented."
CARRIED

10.2.2 Amendment to Article V

V. DEFINITIONS:

G. **ACT:** Any reference to Act in this Constitution is to be taken to mean the Ontario Corporations Act, unless otherwise stated.

Changed to:

V. DEFINITIONS:

G. *Any reference to Act in this Constitution is to be taken to mean the Ontario Not-For-Profit Corporations Act, 2010 unless otherwise stated.*

MOTION: (Leander Boat Club/Ridley Grad Boat Club) "That the proposed change to Article V of the Constitution be approved as presented."
CARRIED

10.2.3 Amendment to Article VI

VI. MEMBERSHIP:

A. MEMBER CLUBS ASSOCIATIONS:

Any rowing club or association...This submission must be approved by a majority vote of the Board of Directors of ORA, or its Executive, and is subject to ratification at the Annual General Meeting... following conditions:

B. SPECIAL MEMBERSHIPS

Upon written application to the ORA office, Special Members may be approved by the Board of Directors, or its Executive. The fees ... by the Board of Directors of ORA, or its Executive.

Special Members may attend, but shall not have voting privileges at the Annual General Meeting unless they are elected a District Representative, or as one of the Officers of the Association.

Changed to:

VI. MEMBERSHIP:

A. MEMBER CLUBS ASSOCIATIONS:

Any rowing club or association...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...following conditions:

B. SPECIAL MEMBERSHIPS

Upon written application to the ORA office, Special Members may be approved by the Board of Directors. The fees ... by the Board of Directors of ORA.

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.

MOTION:	(Ottawa New Edinburgh Club/London Rowing Club)	“That the proposed change to Article VI A and B of the Constitution be approved as presented.” CARRIED
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10.2.4 Amendment to Article IX

IX. BOARD OF DIRECTORS:

The affairs of the ORA shall be governed by a Board of Directors, elected for a two-year term at the Annual General Meeting. The Board of Directors shall comprise of up to thirteen (13) members:

A. One elected Representative from each of the six Districts of Ontario. This Representative shall have one vote on all matters at Meetings of the Board of Directors. If a District Representative also represents a Member Club/Association at the Annual General Meeting, he/she shall have only one vote which may be cast on behalf of the club or District, but not both.

B. Six elected Officers of the Association, including the President, four Vice-Presidents, and a Secretary. The immediate Past President will also be a member of the ORA Board of Directors and its Executive. Each of these Officers shall have only one vote at the Annual General Meeting and at Meetings of the Board of Directors.

Changed to:

IX. BOARD OF DIRECTORS:

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.

A. 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.

B. Removed

MOTION: (Severn River Rowing Club/St. Catharine's Rowing Club) "That the proposed change to Article IX A and B of the Constitution be approved as presented."
CARRIED

10.2.5 Amendment to Article X

X. EXECUTIVE COMMITTEE:

The Executive Committee of the Association shall be the elected Officers of the Association and the immediate Past President. This Executive shall be responsible for the day-to-day business of ORA.

Changed to:

Deleted in its entirety.

MOTION: (Argonaut Rowing Club/Burnstown Rowing Club) "That the proposed change to Article X of the Constitution be approved as presented."
CARRIED

10.2.6 Amendment to Article XV

XV. MEETINGS:

- A. Member Clubs/Associations of ORA shall meet once a year at an Annual General Meeting to be held in November prior to the Annual General Meeting of Rowing Canada Aviron. A Quorum shall be constituted by the presence of one-half (1/2) the maximum number of voting Member Clubs/Associations in good standing, plus one (1).
- D. The Executive Committee shall meet at the call of the President or his/her designate. A Quorum shall be constituted of one-half (1/2) the members, plus one (1).

Changed to:

XV. MEETINGS:

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).

D. Deleted in its entirety.

MOTION: (Guelph Rowing Club/Ottawa Rowing Club) "That the proposed change to Article XV A and D of the Constitution be approved as presented."
CARRIED

10.2.7 Amendment to Article XVI

XVI. ELECTIONS:

A. MEMBER CLUBS AND MEMBER ASSOCIATIONS:

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.

B. DISTRICT REPRESENTATIVE:

At or before the ORA Annual General Meeting, designates of the Member Clubs/Associations in each District shall meet to elect one District Representative, who will be a Member of the Board of Directors. They will serve a two-year term, and shall have one vote at meetings of the Board of Directors. At the Annual General meeting they shall have one vote, either for the District or for a club

they may represent. The District Representatives from Niagara, Central and South West shall be selected by their respective clubs in odd numbered years, and those of North West, North Central and Eastern in even numbered years.

C. OFFICERS OF THE ASSOCIATION:

Officers of ORA shall be elected for two-year terms at an Annual General Meeting, by the voting Membership. Officers to be elected are the President, Vice-President Coach & Athlete Development, Vice-President Membership & Club Development, Vice-President Events & Umpires, Vice-President Finance & Administration, and the Secretary.

The Vice-President Coach & Athlete Development, Vice-President Finance & Administration and the Secretary shall be elected in odd-numbered years. The President, Vice-President Membership & Club Development and Vice-President Events & Umpires shall be elected in even-numbered years.

At the discretion of the Membership, the position of Vice-President Finance & Administration may be appointed by the Board of Directors. The Vice-President Finance & Administration will be expected to possess the special skills necessary to carry out the duties of this office.

Elected Officers shall have one vote each at the Annual General Meeting. If they are representing a Member Club/Association, or are a District Representative, they shall have only one vote which they may exercise in only one of their capacities.

D. NOMINATING COMMITTEE:

The Past President shall form a Nominating Committee and forty-five (45) days before the Annual General Meeting, present a Slate of Officers for election at that Annual General Meeting.

Changed to:

XVI. ELECTIONS:

A. MEMBER CLUBS AND MEMBER ASSOCIATIONS:

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.

B. Deleted in its entirety.

B. DIRECTORS OF THE ASSOCIATION:

Directors of ORA shall be elected for a term of three (3) years at an Annual General Meeting, by the voting Membership.

Director Portfolios will be divided into three (3) blocks in order to facilitate staggered elections of Directors over a three-year cycle.

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.

At the discretion of the Membership, the position of Vice-President Finance & Administration may be appointed by the Board of Directors. The Vice-President Finance & Administration will be expected to possess the special skills necessary to carry out the duties of this office.

C. NOMINATING COMMITTEE:

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.

MOTION: (Kitchener-Waterloo Rowing Club/Guelph "That the proposed change to Article XVI A, B, C and D of the Constitution be approved as presented.")

Rowing Club)

CARRIED**10.2.8 Amendment to Article XVII****XVII. DUTIES OF THE OFFICERS:****A. PRESIDENT:**

The President shall preside over the Annual General Meeting, all Meetings of the Board of Directors, and of the Executive Committee. The President may, at his/her discretion, call meetings of the Board of Directors and of the Executive Committee. The President, or a designate of the Board who is a current Board member, may represent ORA at meetings of Rowing Canada Aviron.

B. VICE-PRESIDENTS:

The Vice-Presidents shall, in the absence of the President, determine who will be responsible to perform the latter's duties, and shall, in addition, be responsible for tasks as assigned by the Board of Directors, or the Executive Committee.

C. VICE-PRESIDENT FINANCE & ADMINISTRATION:

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 and of the Executive Committee. The Vice-President Finance & Administration authorizes payment of outstanding accounts, as approved by the Board of Directors or by the Executive Committee. The Vice-President Finance & Administration shall deliver a Financial Statement at the Annual General Meeting.

D. VICE-PRESIDENT COACH & ATHLETE DEVELOPMENT:

The Vice-President Coach & Athlete Development shall oversee:

1. the selection process for coaches and athletes to represent ORA at National Championship Regattas and at the Canada Summer Games
2. the selection process and delivery of coach and athlete development opportunities associated with participation at the Ontario Summer Games
3. programs aimed at providing financial and other assistance to ORA coaches and athletes
4. the delivery of the NCCP and other coach education initiatives

E. VICE-PRESIDENT EVENTS & UMPIRES:

The Vice-President Events & Umpires shall oversee:

1. The organization of Ontario Championship Regattas including:
 - a. The selection and development of the competition venue
 - b. The categories of competition and the event sequence
 - c. The activities of the local organizing committees and the Regatta Chair
2. The activities of the Umpires Committee including the training, development and supervision of umpires

E. VICE-PRESIDENT MEMBERSHIP & CLUB DEVELOPMENT:

The Vice-President Membership & Club Development will oversee ORA activities directed to:

1. strengthening the ability of Member Clubs to recruit and retain registered individuals
2. increase the number of Member Clubs
3. act in an ex-officio capacity on all committees with advancement of the recreational aspects of the sport of rowing

F. SECRETARY:

The Secretary shall record the minutes of the Annual General Meeting and the minutes of the meetings of the Board of Directors and the Executive Committee. The Secretary shall oversee the policy and procedures of the Association, except those of the Vice-President Finance & Administration.

G. PAST PRESIDENT:

The Past President shall be a member of the Board of Directors, its Executive, 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 or its Executive.

Changed to:

XVII. DUTIES OF THE DIRECTORS:**A. PRESIDENT:**

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.

B. SECRETARY: *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.*

C. PAST PRESIDENT:

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.

D. VICE-PRESIDENT FINANCE & ADMINISTRATION:

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 Financial Statement at the Annual General Meeting. The Vice President Finance and Administration shall have charge over the daily business operations of ORA.

E. VICE-PRESIDENT ATHLETE DEVELOPMENT

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.

F. VICE-PRESIDENT EDUCATION AND CAPACITY

*The 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.*

G. VICE-PRESIDENT EVENTS

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.

H. VICE-PRESIDENT MEMBER SERVICES

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.

I. VICE-PRESIDENT PARTICIPATION

The Vice-President Participation shall be responsible for recreational and other forms of non-competitive rowing programs which include but are not limited to touring, introductory programs for corporate leagues, masters, high schools, and universities and other programs to foster membership growth.

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.

K. OTHER DUTIES:

The Directors shall perform such further and other duties as may be assigned to them by the Board of Directors.

MOTION:	(Hanlan Boat Club/Ottawa New Edinburgh Club)	“That the proposed change to Article XVII A, B, C, D, E, E, F and G of the Constitution be approved as presented.”
		CARRIED

10.2.9 Amendment to Article XVIII

XVIII. FINANCE & ADMINISTRATION:

- B. Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of ORA by any two (2) members of the Executive Committee. 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 Ministry of Health Promotion of any of its agents may be signed on behalf of ORA by any two (2) members of the Executive Committee or one member of the Executive Committee and the Executive Director.

Changed to:

- 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.*

MOTION:	(Leander Boat Club/Argonaut Rowing Club)	“That the proposed change to Article XVIII B and C of the Constitution be approved as presented.”
		CARRIED

10.2.10 Amendment to Article XIX

XIX. COMMITTEES:

- A. The following standing committees shall be established:
 - 1. Constitutional Review Committee

2. Awards Committee
3. Touring Committee
4. Umpires Committee
5. Nominating Committee
6. Adaptive Committee

A. The terms of Reference and memberships of the committees shall be approved by the Board of Directors save that:

1. The Vice President Events & Umpires shall be an *ex officio* member of the Umpires Committee.
2. The Vice President Membership & Club Development shall be an *ex officio* member of the Touring and Adaptive Committees.

All Committees shall report to the Board of Directors as they deem fit or as required by the Board.

Changed to:

A. The following standing committees shall be established:

1. Constitutional Review Committee
2. Nominating Committee

B. The terms of Reference and memberships of the committees shall be approved by the Board of Directors.

All Committees shall report to the Board of Directors as they deem fit or as required by the Board.

MOTION: (Quinte Rowing Club/Guelph Rowing Club) "That the proposed change to Article XIX A and B of the Constitution be approved as presented."
CARRIED

10.2.11 Amendment to Article XXV

XXV. INDEMNIFICATION:

Every ORA director, officer 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. All costs, charges and expenses which such director, officer, 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

Changed to:

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. 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*

MOTION: (St. Catharine's Rowing Club/Hanlan Boat Club) "That the proposed change to Article XXV and A of the Constitution be approved as presented."
CARRIED

10.3 Membership/Registration Fees for 2012 - 2013

10.3.1 Club Membership Fees

Ventnor introduced the following motion.

MOTION: (Severn River Rowing Club/Brock University Rowing Club) “That there be no change to the club membership fees of the Association from the 2011/12 levels for 2012/2013.”

CARRIED

10.3.2 Individual Membership Fees

Ventnor introduced the following motion.

MOTION: (St. Catharine’s Rowing Club/Brockville Rowing Club) “That there be no change to the individual registration fees of the Association from the 2011/12 levels for 2012/2013.”

CARRIED

Members identified the need for a long -term plan for membership and Club fees. Ventnor committed that such a plan will be developed over the next year under the guidance of the Vice President Finance and Administration.

As to whether Clubs should be charging HST on their services, Ventnor advised of the need for Clubs to do their own assessment and engage their own tax expert as the outcome depends on each club’s revenue streams, etc. Members noted that the Canada Revenue Agency has been known to provide advice on this. Additionally, it was noted that a presentation at the 2010 Training Conference by George Barkwell was helpful and Ventnor agreed that this would be posted on the website.

10.4 Other New Business

10.4.1 Ratification of Board of Directors’ Actions 2010 – 2011

MOTION: (Silver Lake Rowing Club/Sudbury Rowing Club) “To ratify the Board of Directors’ actions for the fiscal year 2010 – 2011.”

CARRIED

Ventnor noted that the minutes of the Board meetings are posted on the ROWONTARIO website, and in response to a request, agreed that a notice could be included in the Association newsletter that the minutes had been posted.

10.4.2 2012 ROWONTARIO Training Conference AGM Date

Ventnor advised of an intention to seek proposals from hotels for another two year contract to host the Training Conference, AGM and ROWONTARIO Board meetings. Consequently, he proposed that the dates for the Training Conference and AGM be set for the next two years.

MOTION: (Brock University Rowing Club/London Rowing Club) “That the dates for the Training Conference and AGM in 2012 be December 1 and 2; and for 2013 be November 30 and December 1.”

CARRIED

10.4.3 RCA Annual General Meeting

Dundas reported that the next RCA AGM is being held in Toronto on January 26 – 29, 2012 Radisson Admiral.

10.4.3.1 Proxies

Clubs not attending the RCA AGM were encouraged to submit their proxy form to another member club that is attending or to be carried by the President of ROWONTARIO. Proxies will be emailed to all Clubs.

10.4.3.2 Other

Dundas reported that RCA is undergoing a governance review as well, and noted, in particular, that the Canada Not for Profit Corporations Act required changes to the RCA Board make-up.

Dundas reported that RCA will propose to increase membership fees by \$1, so that the Sport Membership will be \$10 and the Competitive Membership will be \$45. The ROWONTARIO membership expressed concerns about RCA’s ability to control expenses, and to collect outstanding revenue. Michael Murphy, President of RCA, advised the ROWONTARIO membership that with a new financial officer in place, RCA has made progress in bringing its finances up to date.

Motion: Severn River RC/Brock University RC – “That the ROWONTARIO President be directed to vote against the proposal to increase the RCA registration fee for the 2012/2013 year.” Defeated.

Members requested that the ROWONTARIO Board members post their reports at least 10 days in advance of the AGM, and also that the President direct RCA to do the same with RCA Reports.

Ontario Erg Championships

The Ontario Ergometer Championships will be held at Ridley College School on Saturday, March 3, 2012.

Club Not in Good Standing

Ventnor advised the membership that RYTAC Sault Ste. Marie is not in good standing, as they have not paid fees in the last four years, and that several attempts have been made to contact them through phone, email and registered email.

MOTION: (Brock University Rowing Club/London Rowing Club) “That RYTAC in Sault Ste. Marie be deemed a member not in good standing, that the Club be removed from the roster of ORA, and that their membership be terminated.”
CARRIED

CSSRA

Mike Purcer advised the membership that there was a report from CSSRA made available to the membership that includes a new schedule. It will also be posted in the CSSRA website.

11.0 ROWONTARIO ELECTIONS/ACCLAMATIONS

MOTION: (St. Catharine’s Rowing Club/Guelph Rowing Club) “It was moved and seconded that Thomas Blacquiere be acclaimed as President to serve a term of one year.”
CARRIED

- MOTION:** (Notre Dame Rowing Club/Guelph Rowing Club) “It was moved and seconded that George Barkwell be acclaimed as Vice President Finance and Administration to serve a term of three years.”
CARRIED
- MOTION:** (Ridley Grad Boat Club Rowing Club/Brockville Rowing Club) “It was moved and seconded that Carol Purcer be acclaimed as Vice President Events to serve a term of one year.”
CARRIED
- MOTION:** (St. Catharine’s Rowing Club/Severn River Rowing Club) “It was moved and seconded that Dave Pelette be acclaimed as Vice President Athlete Development to serve a term of two years.”
CARRIED
- MOTION:** (Ottawa Rowing Club/Leander Rowing Club) “It was moved and seconded that Jeremy Courtney be acclaimed as Vice President Education and Capacity to serve a term of two years.”
CARRIED
- MOTION:** (London Rowing Club/Hanlan Boat Club) “It was moved and seconded that Linda Wooding be acclaimed as Vice President Member Services to serve a term of one year.”
CARRIED
- MOTION:** (Ottawa New Edinburgh Club /Hanlan Boat Club) “It was moved and seconded that Jean-Christophe Marly was acclaimed as Vice President Participation be acclaimed as to serve a term of three years.”
CARRIED
- MOTION:** (Silver Lake Rowing Club/Brockville Rowing Club) “It was moved and seconded that Judy Sutcliffe be acclaimed as Secretary to serve a term of two years.”
CARRIED
- MOTION:** (Brockville Rowing Club/Branksome Hall Rowing Club) “It was moved and seconded that Glenn Bailey be acclaimed as Director at Large to serve a term of three years.”
CARRIED
- MOTION:** (St. Catharine’s Rowing Club/London Rowing Club) “It was moved and seconded that Louise Hastings be acclaimed as Director at Large to serve a term of two years.”
CARRIED

MOTION: (Severn River Rowing Club/Brockville Rowing Club) "It was moved and seconded that Jurgen Schubert be acclaimed as Director at Large to serve a term of one year."

CARRIED

The Membership was advised that Lynda Dundas will move to the position of Past President for a one year term.

Blacquiere made a presentation to thank the membership for supporting the new governance model and indicated how pleased he was to assume the role of President. He reflected on what brought him to this level, and underscored how he believes that ROWONTARIO belong to the membership, not to the Board. He assured the membership of continued input into decision-making. Blacquiere extended his thanks to Lynda Dundas for her contribution; and also thanked his family, and the families of all those who support club volunteers.

Dundas thanked the Board members who are stepping down as the District Representatives, thanked the membership for their support over the past five year and offered her best wishes to the new Board.

12.0 MOTION TO ADJOURN

MOTION: (Guelph/Severn) "To adjourn the meeting at 12:30 PM."

CARRIED

Judy Sutcliffe
Secretary