



**ROWING NEW BRUNSWICK AVIRON INC.
BY-LAWS**

**RNBA Board Approved August 14th, 2024
Ratified February 27 2025
To be reviewed March 2029**

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of Rowing New Brunswick Aviron Inc.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the *New Brunswick Companies Act*.
- b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Corporation.
- d) *Corporation* – Rowing New Brunswick Aviron Inc.
- e) *Days* – days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- g) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- h) *Key Volunteer* – a position appointed by the Board to sit on committees and/or perform certain duties on behalf of the Board.
- i) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- j) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- k) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.

1.3 Registered Office – The registered office of the Corporation will be located within the Province of New Brunswick.

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

2.1 Categories – The Corporation has the following categories of Member:

a) Voting Member – Include:

- i. Rowing Clubs – any organized rowing club that provides an athletic rowing program
- ii. Director – any individual who is elected or appointed to the Board

b) Non-Voting Member – Include:

- i. Club Member – mean any person whose activities support the organizational aims of the Corporation, who is a member of a Rowing Club and who has a general membership with Rowing Canada Aviron. A Club Member includes all directors, officers, administrators, rowers, umpires, coaches, volunteers of a Rowing Club
- ii. Honorary Officer – any individual appointed by the Board

2.2 Registration – Each Member must register with the Corporation and all Members must agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

Authority of Members

2.3 Membership Authority – The Members of the Corporation will have the following powers:

- a) To appoint the Auditor
- b) To amend the By-laws
- c) To elect Directors; and
- d) As provided in the Act and in these By-laws

Admission and Renewal of Members

2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
- c) The candidate member has paid fees as prescribed by the Board;
- d) The candidate member agrees to uphold and comply with the Corporation's governing documents;
- e) The candidate member meets any other condition of membership determined by the Board;

- f) The candidate member has met the applicable definition listed in Section 2.1; and
- g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

2.5 Duration – Unless otherwise determined by the Board (or designate), membership with the Corporation begins on April 1st and ends on March 31st, when the Member resigns or is terminated from membership; or in the case of Directors, when they cease to be a Director.

2.6 Fees – Membership fees will be determined by the Board.

2.7 Arrears – A Member will be expelled from the Corporation for failing to pay membership fees or monies owed to the Corporation by the deadline dates prescribed by the Board (or designate). Any fees, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

2.8 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

Compliance, Transfer, Suspension, and Termination of Membership

2.9 Policy Compliance – As a condition for membership, a Member must comply with the Corporation's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Corporation's policies and procedures may result in discipline, or suspension or termination of membership.

2.10 Transfer – Membership in the Corporation is non-transferable.

2.11 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by Ordinary Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.12 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Corporation, and may be subject to a probationary period before being reinstated to good standing.

2.13 Termination – Membership in the Corporation will terminate immediately upon:

- a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) The Member's dissolution; or
- f) By Ordinary Resolution of the Board, a committee of Directors, or a committee of Members (as applicable) at a duly called meeting, upon fifteen (15) days' written notice to the Member. The notice shall set out the reasons for the termination of membership. The

Member receiving the notice shall be entitled to give a written submission opposing the termination not less than five (5) days before the end of the 15-day period. The Board, committee of Directors, or committee of Members (as applicable) shall consider the written submission of the Member before making a final decision regarding the termination of membership.

2.14 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

Good Standing

2.15 Definition – A Member will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) Has completed and remitted all documents as required by the Corporation;
- c) Has complied with the By-laws, policies, and rules of the Corporation;
- d) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership fees.

2.16 Privileges of Good Standing – Subject to these By-laws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members;
- b) To participate in the Corporation's activities; and
- c) To participate in other events associated with the Corporation.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting – The Corporation will hold an Annual Meeting of Members at such date, time and place as determined by the Board within the Province of New Brunswick. The Annual Meeting will be held once every calendar year. Any Member, upon request, will be provided, not less than ten (10) days before the Annual Meeting, with a copy of the approved financial statements and auditor's report (if any).

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Business – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the auditor's report (if any); the election of Directors; and re-appointment of the incumbent auditor (if any) is special business. The business transacted at the Annual Meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
- c) Consideration of the financial statements;
- d) Report of the auditor (if any);
- e) Reappointment or appointment of the auditor (if any);

- f) Election of Directors; and
- g) Such other business or special business as may be set out in the notice of meeting.

3.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.5 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda, and reasonable information to permit Members to make informed decisions.

3.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.7 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.8 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.9 Quorum – One-third (1/3rd) of the voting Members in good standing constitutes a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.10 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.11 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. 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.

3.12 Attendance – The only persons entitled to attend a meeting of the Members are the delegates representing Voting Members, the Directors and Officers, Key Volunteers and staff of the Corporation, the auditors of the Corporation (if any), and others who are entitled or required under any provision of

the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.13 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance.

Voting at Meetings of Members

3.14 Voting Rights – Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:

- a) Voting Member –
 - i. Rowing Club – one (1) voting for every fifty (50) Club Members
 - ii. Director Member – one (1) vote each
- b) Non-Voting Member
 - i. Club Member – no votes
 - ii. Honorary Officer – no votes

3.15 Voting Powers – Each voting Member votes on every issue. For clarity, Director Members vote during elections (which includes a sitting Director voting on the issue of their re-election, if applicable).

3.16 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.17 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate(s) (and up to two (2) alternate Delegates) to represent the Member. Delegates must be at least 18 years of age, of sound mind, and be acting as the Member's representative. Delegates have only one vote and may not vote by proxy. The Corporation may reject a Delegate if the Delegate is subject to investigation, disciplinary process, or criminal matter. Delegates may be required to show proof of identification. If a Delegates carries more than one (1) vote, the votes must be cast as a block.

3.18 Proxy Voting – Proxy voting is not permitted.

3.19 Voting by Electronic Means – A Member may vote by electronic means if:

- a) The Corporation has made available a procedure that permits voting by electronic means;
- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The Corporation is not able to identify how each Member voted.

3.20 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.21 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of a maximum of nine (9) Director-at-Large positions and a minimum of five (5) -at-Large positions.

4.1 Number of Directors - The Voting Members will fix the number of Director positions by Special Resolution provided that there be a minimum of five (5) and maximum of nine (9) Directors.

4.2 Directors-at-Large – Directors-at-Large may be appointed, by the Board, to serve in Officer positions (see: **Article V**) and/or as Directors of various portfolios related to the operations of the Corporation (e.g., Competition Director, Communications Director, Sponsorship Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

4.3 Board Observer – An individual (such as the Past President or a Key Volunteer) may be invited to serve as a Board Observer and attend meetings of the Board in a non-voting capacity provided the individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. Board Observers are not Directors and may be asked to leave a meeting (or part of a meeting) of the Board at the discretion of the Board at any time.

4.4 Past President – The immediate Past President of the Corporation (or another Past President, at the Board's discretion) may be appointed into the position of Past President provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. The Past President is a Board Observer and not a Director.

Eligibility of Directors

4.5 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be nineteen (19) years of age or older;
- b) Not be a paid employee of the Corporation;
- c) Not be related to another Director or any staff of the Corporation
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankrupt.
- f) Not be convicted of an offence under the *Criminal Code (Canada)* or the criminal law of any jurisdiction outside of Canada relating to:
 - i. Promotion, formation or management of a corporation; or
 - ii. Involving fraud; unless three years have elapsed since the expiration of the period fixed for suspension of the passing of the sentence without sentencing or since a fine was imposed, or unless the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases upon a pardon being granted.

Election of Directors

4.6 Nominations – The Board (or designate) will be responsible to solicit and receive nominations for the election of Directors. Candidates for Director positions shall be comprised of those individuals who are eligible and duly nominated per any requirements determined by the Board (or designate) and these By-laws. The Board (or designate) may endorse candidates for election but may not restrict eligible candidates from being nominated.

4.7 Nominations from the Floor – An individual will be permitted to be nominated from the floor at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the acceptance of the nomination by the individual.

4.8 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.9 Election – Directors will be elected at each Annual Meeting in accordance with the following rotation:

- a) Three (3) Directors-at-Large
- b) Three (3) Directors-at-Large
- c) Three (3) Directors-at-Large

4.10 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.

4.11 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as a Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Corporation.

4.12 Terms – Directors will serve terms of three (3) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.13 Director Consent and Registration – An individual who is elected or appointed to be a Director must register with the Corporation as a Director, must sign all required documents presented by the Corporation, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

4.14 Key Volunteer Positions – The Board may create Key Volunteer Positions at their discretion as deemed necessary. Key Volunteers may be invited to attend meetings of the Board, but they are not Directors and do not have a vote at meetings of the Board.

Resignation and Removal of Directors

4.15 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject

to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.16 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
- c) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
- d) The Director is found to be incapable of managing property by a court or under New Brunswick law;
- e) The Director is found by a court to be incapable;
- f) The Director becomes bankrupt; or
- g) The Director dies.

4.17 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.18 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting.

Meetings of the Board

4.19 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.20 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

4.21 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.22 Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.23 Number of Meetings – The Board will hold at least two (2) meetings per year.

4.24 Quorum – At any meeting of the Board, quorum will be forty percent (40%) of the Directors holding office.

4.25 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.26 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.27 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.28 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.29 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Corporation consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Duties of Directors

4.30 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.31 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.32 Empowered – The Board is empowered, where permitted by the policies and membership requirements of CPC, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Appoint Key Volunteers with duties and responsibilities as described by the Board;
- f) Determine registration procedures, determine membership fees, and determine other registration requirements;

- g) Enable the Corporation to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Corporation;
- h) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- i) Invest funds for the purpose of furthering the objects and purposes of the Corporation;
- j) Manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation;
- k) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- l) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V OFFICERS

5.1 Composition – The Officer positions are the President, Vice President – Athlete Development, Vice President – Events and Equipment, Secretary, and Treasurer.

5.2 Term – The term of the Officers will be at the discretion of the Board. Officers may be elected for a one-year term, a two-year term, or a term that expires when the individual's term as a Director expires (or when the Director is removed from or vacates their position).

5.3 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. They shall take office immediately.

5.4 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.5 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, will oversee and supervise office staff (when applicable), and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President – Athlete Development shall be responsible for the administration of rowing activities related to the provincial team, coaching and information liaison. The VP Athlete Development shall be responsible for the selection of the provincial rowing teams

and Canada Summer Games Team for the Corporation. The VP Athlete Development may also undertake other responsibilities as directed from time to time by the Board of Directors.

- c) The Vice President – Events and Equipment will contribute to completion of grant submissions for events and equipment. The VP Events and Equipment shall maintain a list and manage all of the Corporation's equipment. The VP Events and Equipment shall aid with establishment of new clubs in new areas of the province. The VP Events and Equipment shall aid with the promotion of events, shall communicate with all member clubs regarding their on-water training and competition plans, as well as coaching and umpire clinic plans
- d) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- e) The Treasurer will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Officer or Director.

5.7 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).

5.8 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.9 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

ARTICLE VII COMMITTEES

Committees

7.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint and remove members of these committees or provide for the election of members of these

committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

7.2 Committee Limitations – No Committee has authority to:

- a) Submit to the Members any question or matter requiring approval of the Members;
- b) Fill a vacancy among the Directors or appoint additional Directors;
- c) Issue debt obligations except as authorized by the Board;
- d) Approve any financial statements;
- e) Adopt, amend or repeal the By-laws; or
- f) Establish contributions to be made, or fees to be paid, by Members without the approval of the Board.

7.3 Composition – The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.

7.4 President Ex-officio – The President (or their appointed designate) will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Corporation.

ARTICLE VIII FINANCE AND MANAGEMENT

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be January 1st to December 31st.

8.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

8.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor (if appointed) will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation.

8.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report (if any) or review engagement (if any); and
- c) Any further information respecting the financial position of the Corporation.

8.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;

- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

8.6 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

8.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

8.8 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by an Ordinary Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars (\$100,000).

8.9 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

8.10 Gaming Funds – When and if applicable, funds generated from gaming grants or other purposes related to gaming shall be used for expenditures in accordance with all government regulations applicable to the usage of gaming funds.

Remuneration

8.11 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

8.12 Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE IX AMENDMENT OF BY-LAWS

9.1 Voting – These By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members

- ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- a) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

ARTICLE X NOTICE

10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

10.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XI DISSOLUTION

11.1 Dissolution – Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed to charitable or not-for-profit organizations as determined by the Board of Directors.

ARTICLE XII INDEMNIFICATION

12.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and/or any individual who acts at the Corporation's request in a similar capacity.

12.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

12.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on [insert date].

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.