

ST. CATHARINES ROWING CLUB

BY-LAW NO. 1

ST. CATHARINES ROWING CLUB

A By-law relating generally to the conduct of the affairs of the St. Catharines Rowing Club.

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SECTION 1 – INTERPRETATION

- 1.1 Definitions - In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Not-for-Profit Corporations Act, 2010* (Ontario), and where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

“age of majority” means has attained the age of eighteen years as defined in the Ontario Age of Majority and Accountability Act.

“Board” means the board of directors of the Corporation;

“By-laws” means this by-law (including any schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“Chair” means the chair of the Board;

“Club” means the Corporation;

“coach” means an individual engaged and authorized by the Club to organize, direct, train and supervise Club athletes or other individuals engaged in the sport of rowing and related activities;

“Corporation” means a not-for-profit corporation without share capital incorporated under the Corporations Act by letters patent dated November 28, 1977 and legally named the “St. Catharines Rowing Club”;

“letters patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“meeting of Members” may include both an annual meeting of Members or a special meeting of Members;

“Member” means any person admitted to membership in the Corporation in accordance with Section Three of this By-law;

“proxy” means an authorization by means of which a Member has appointed a proxyholder to attend and act on the Member’s behalf at a meeting of the Members;

“St. Catharines Rowing League” means the not-for-profit Corporation established to provide adult recreational rowing activities on Henley Island in the City of St. Catharines, Ontario;

“special resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members of the Corporation duly called for that purpose, or by the consent in writing of all the Members entitled to vote at such meeting.

- 1.2 Interpretation - Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.
- 1.3 Headings - The headings in this By-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this By-law.

SECTION 2 – AFFAIRS OF THE CORPORATION

- 2.1 Name - The name of the Corporation shall be the St. Catharines Rowing Club, which hereinafter may also be referred to as “SCRC”.
- 2.2 Head Office - Until changed in accordance with the Act, the head office of the Corporation shall be in the City of St. Catharines in the Province of Ontario, Canada, and at such location therein as the Board may from time to time determine.
- 2.3 Colours - The colours of the Club shall be Cerise and Royal Blue.
- 2.4 Corporate Seal - The Corporation may, but need not, have a corporate seal and if one is adopted it shall be in a form approved from time to time by the Board.
- 2.5 Objects - The objects of the Club shall be as listed in the letters patent dated November 28, 1977.
- 2.6 Financial Year - The financial year of the Corporation shall end on the 31st day of December each year.
- 2.7 Execution of Instruments - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two (2) persons, one of whom holds the office of Chair of the Board, president, vice president finance or Director, and the other of whom holds one of the said offices or the office of treasurer or secretary or any other office created by By-law or 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. Any signing Officer may affix the corporate seal to any instrument requiring the same.
- 2.8 Banking Arrangements - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of

the Board. All cheques, bills of exchange or other notes shall be signed by two (2) persons, one of whom shall be the treasurer.

- 2.9 Voting Rights in Other Bodies Corporate - The signing Officers of the Corporation under section 2.7 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the said signing Officers executing or arranging for the same. In addition, the Board may from time to time direct the manner in which, and the persons by whom, any particular voting rights or class of voting rights may or shall be exercised.
- 2.10 Auditors - The Members shall at each annual meeting of Members appoint an auditor to audit the accounts of the Corporation if required, and to hold office until the next annual meeting of Members, provided that the Directors may fill any interim vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board, if it is authorized to do so by the Members.
- 2.11 Amendment of By-laws - Unless otherwise provided by the Act, any existing By-law of the Corporation not embodied in the letters patent may be repealed or amended by By-law passed by the Board and confirmed by the Members by at least two-thirds of the votes cast at the annual meeting of Members, or at a general meeting of the Members duly called for considering the By-law, or by resolution in writing signed by all the Members. Notice of such changes must be given to all Members at least 30 days prior to such meeting.
- 2.12 Policies, Rules and Regulations - The Board may establish policies, rules and regulations consistent with the By-laws relating to the management and operation of the Corporation. Such policies, rules and regulations will be made available on the Club's official website, and when the Board deems necessary, will be posted on the Club's bulletin Board.
- 2.13 Dissolution of the Corporation - Upon dissolution of the Corporation and after payment of all debts and liabilities and subject to the Act, any remaining assets shall be distributed or disposed of to the St. Catharines Rowing Alumni Association, or failing such distribution or disposition, to be distributed to an organization in Canada whose objects are beneficial to the community.

Section 3 – MEMBERS

- 3.1 Members - Subject to the Act and the letters patent, Members in the Club shall consist of such persons as are admitted as Members by or under the authority of the Board.
- 3.2 Classes of Members - There shall be three classes of Members:
- 3.2.1 Members: Individuals whose SCRC application has been accepted to participate in one of the SCRC Members' programs as athlete, coxswain, coach, official or Director. Members shall be able to

participate in all activities of the Club and shall be entitled to vote in any meeting of the Members.

3.2.2 Associate Members: Individuals who apply for and participate exclusively in the St. Catharines Rowing League, a learn-to-row session, youth rowing school, corporate or other special events at SCRC, or are secondary school students participating in an associated school rowing program. Club Associate Members do not have a vote at any meeting of the Members nor can they serve as a Director or Officer of the Club.

3.2.3 Friends of SCRC: Individuals who are desirous to uphold the objectives of the Club and whose application has been accepted to be affiliated with SCRC. Friends of SCRC shall, upon payment of an annual fee, be entitled to non-rowing privileges of the Club as determined from time to time by the Board. Friends of SCRC do not have a vote at any meeting of the Members.

3.3 Qualifications and Rights - A Member in good standing is entitled to applicable facility and other privileges, notices of meetings and events, and only as provided in this bylaw, one vote on matters coming before a meeting of Members. A Member is in good standing when the Member has completed all required documentation and registrations, complied with the bylaws, policies and rules of SCRC, has not been suspended or expelled, and has paid all required membership, program and entry dues, fees and assessments.

A Member may exercise the Member's vote at a meeting of Members by proxy given to another Member in good standing. The proxy shall be deposited with the Chair or secretary of the meeting prior to the commencement of the meeting. No Member may hold or exercise more than two (2) proxies for voting at any meeting. A proxy shall be signed by the Member and shall contain the date signed, the appointment and name of the Member nominated to exercise the proxy, the names of the persons for whom votes for Director may be cast and any other limitations or instructions as to the manner in which the proxy is to be voted.

3.4 Admission to Membership - Any person may be admitted to membership if such person complies with the requirements of Section 3.1 hereof. Each Member shall be entitled to receive notice of and to attend all meetings of Members and shall be entitled as provided in this bylaw to one vote on any vote taken at any meeting of Members.

3.5 Term of Membership - Membership shall be annual, commencing on April 1st of each year and expiring on March 31st of the following year. The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon death or when the Member ceases to be a Member by resignation or otherwise in accordance with the By-laws of the Corporation.

3.6 Membership Fees - The fees payable by Members shall be fixed annually by resolution of the Board and approved by the Members at the annual meeting. A notice of the fees payable shall be posted on the Club's website. All fees shall be due on a date(s) to be determined by the Board. A Member who is in arrears of

any account shall not be allowed to use the Club facilities or equipment after April 1 or be eligible for any office, nor may any Member continue to hold office until they pay such an account.

- 3.7 Application for Membership - All candidates for admission to membership shall apply by completing the appropriate form(s) as determined by the membership committee and shall be accompanied by the appropriate membership fee and any other applicable fees.
- 3.8 Resignation - Members may resign at any time by resignation in writing or by electronic means, which shall be effective upon any date or time on or after the execution of the instrument of resignation. A Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Club prior to acceptance of such resignation. Membership fees may be refundable upon resignation. Should a Member not resign in writing, the Club will acknowledge the resignation in writing.
- 3.9 Termination for Non-Payment - The membership of any Member who is in arrears in payment of membership fee or boat storage fee may be terminated by or under the authority of the Board if such arrears of fees are not paid within a designated time as determined by the Board. If such arrears are not paid by such designated time the Board may pass a resolution authorizing the removal of such Member from the register of Members of the Corporation and thereupon such person shall cease to be a Member of the Corporation. Any such Member may re-apply for membership in the Corporation. Reinstatement of Members removed from the Club for failure to pay their membership fees shall be at the discretion of the Board. Any reinstatement shall include payment of such fees and any other penalty, as judged appropriate by the Board.
- 3.10 Breach of By-law, Policy, Rule or Regulation - Any Member who violates the By-laws, policies, rules or regulations or who is found guilty of any misconduct against the Club or any of its Members may be disciplined or suspended. If the infraction amounts to conduct unbecoming a member, the individual, other than a Director, may be expelled by a two-thirds majority of the Board of Directors at a disciplinary meeting of the Board. The secretary shall notify that Member of whom there is a complaint, in writing (and verbally if possible) of the complaint. The Member shall be given a reasonable opportunity to answer to the complaint in writing or verbally before the Board. The Board shall make reasonable rules as to their procedures in judging such a matter against a Member, giving due and fair hearing to the Member's reply to such charges.

SECTION 4 – MEETINGS OF MEMBERS

- 4.1 Annual Meetings - The Corporation shall hold an annual meeting of Members on a date to be fixed by the Board.

The annual meeting of Members shall be held, subject to Section 4.3, at such place as the Board or the president may from time to time determine, for the purpose of considering the financial statements of the Corporation placed before

the meeting including the reports of the Corporation's auditor and the Board thereon, electing Directors, appointment of auditors, and for the transaction of such other business as may properly be brought before the annual meeting of Members.

- 4.2 Special Meetings - The Board shall call a special meeting of Members on written requisition signed by no less than ten (10) of the Members entitled to vote at the meeting proposed to be held. The Board or the president shall also have power to call a special meeting of Members at any time.
- 4.3 Place of Meetings - Meetings of Members shall be held at the head office of the Corporation or elsewhere in the municipality in which the registered office is situate or, if the Board so determines, at some other place in Ontario.
- 4.4 Notice of Meetings - Notice in writing of the time and place of each meeting of Members shall be given in the manner provided in Section 10, not less than thirty (30) days and not more than fifty (50) days before the date of the meeting, to each Director, to the auditor and to each Member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of Members of the Corporation. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report and Board reports, election of Directors and reappointment of the incumbent auditor shall state the general nature of the business to be transacted at it in sufficient detail to permit the Members to form a reasoned judgment thereon. Any notice to Members may either enclose a proxy or contain a reminder of the right to appoint a proxy. Notice of an adjourned meeting of Members is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 4.5 Meeting of the Members by Telephone, Electronic or Other Communication Facilities - If all the Members of the Corporation consent thereto generally or in respect of a particular meeting, a Member may participate in a meeting of the Members by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member participating in such a meeting by such means is deemed to be present at the meeting.
- 4.6 Chair, Secretary and Scrutineers - The Chair of any meeting of Members shall be the president, or in their absence or disability, any vice president of the Club. If no such person(s) is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chair. If the secretary of the Corporation is absent, the president shall appoint some person, who need not be a Member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the Chair with the consent of the meeting.
- 4.7 Persons Entitled to be Present - The only persons entitled to be present at a meeting of Members shall be those entitled to vote thereat, the Directors and

auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

- 4.8 Quorum - The quorum for the transaction of business at any meeting of Members shall be twenty-five (25) Members present in person or by proxy and each entitled to vote thereat.
- 4.9 Right to Vote - Subject to the Act and the letters patent, at any meeting of Members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a Member.
- 4.10 Proxies - At meetings of Members, a proxy holder duly and sufficiently appointed by a Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the Member appointing the proxy holder would be entitled to exercise if present at the meeting. An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or as may be directed in the notice calling the meeting. No person shall be entitled to hold and vote more than two (2) proxies at the meetings.
- 4.11 Votes to Govern - Unless the Act, the letters patent or any By-law of the Corporation otherwise provide, at any meeting of Members every question shall be determined by the majority of the votes duly cast on the question. Notwithstanding the preceding, amendments to the By-law shall be determined by a two-thirds majority of the votes cast.
- 4.12 Show of Hands - Any question at a meeting of Members shall be decided by a show of hands unless, a ballot thereon is required or demanded as hereinafter provided. Every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands is taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried, or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.
- 4.13 Ballots - On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the Chair may require, or any Member may demand, a ballot thereon. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the Members upon the said question.

- 4.14 Casting Vote - In case of an equality of votes at any meeting of Members either upon a show of hands or upon a ballot, the Chair of the meeting shall be entitled to an additional or casting vote.
- 4.15 Adjournment - The Chair at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.
- 4.16 Action in Writing by Members - A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Members and transmitted to the secretary of the Corporation shall be deemed to be duly signed by such Members.
- 4.17 Order of Business at Annual Meeting of Members - At every annual meeting of Members the following agenda will be observed:
1. Call to Order
 2. Recognition of Traditional Indigenous Territories
 3. Registration of Proxies
 4. Filing of Notice of Annual Meeting
 5. Quorum Confirmation
 6. Approval of Agenda
 7. Approval of Minutes of Previous Annual Meeting
 8. Business Arising out of Minutes of Previous Annual Meeting
 9. Reports
 - 9.1 President
 - 9.2 Vice President Finance
 - 9.3 Treasurer
 - 9.4 Vice President Rowing
 - 9.5 Vice President Membership
 - 9.6 Vice President Fundraising
 - 9.7 Vice President Special Projects
 - 9.8 Club Captain
 10. Constitutional Items
 11. Motion to approve actions of the Board
 12. Motion to approve the membership fees for the year
 13. Nominating Committee Report
 14. Election of Directors
 15. Appointment of Auditor
 16. New Business & Announcements
 17. Motion to Adjourn

SECTION 5 – DIRECTORS

- 5.1 Number of Directors - The affairs of the Corporation shall be managed by a Board of fifteen (15) Directors. Any increase or decrease in the number of Directors shall be approved by special resolution. The immediate past president shall be a

Director as per Section 6.10.

- 5.2 Qualification - Each Director shall be, or shall become within 10 days after election to the Board, and thereafter remain throughout such Director's term, a Member of the Club. No person shall be qualified for election as a Director if such person is less than 18 years of age, is of unsound mind and has been so found by a court in Canada or elsewhere, or has the status of a bankrupt.
- 5.3 Election of Directors in Rotation and Term of Office - The election of Directors shall take place on or before the annual meeting of Members, the result of which will be announced at the annual meeting of Members. If qualified, Directors shall be eligible for re-election. The election shall be by resolution. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected. The Directors of the Corporation shall be elected for a three-year term and shall retire in rotation.

At the first meeting of Members in the year 2022, for the election of Directors in rotation, four (4) Directors shall be elected to hold office until the third annual meeting of Members after such date; five (5) Directors shall be elected to hold office until the second annual meeting of Members after such date; and five (5) Directors shall be elected to hold office until the next annual meeting of Members after such date; and thereafter at each annual meeting of Members, Directors shall be elected to fill the positions of those Directors whose three year term of office has expired and each Director so elected shall hold office until the third annual meeting of Members after such election.

- 5.4 Removal of Directors - Subject to the Act, the Members may, by resolution passed by at least two-thirds of the votes cast at a meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of such Director's term; and may, by a majority of votes cast at that meeting, elect a person in place and stead of such Director for the remainder of the term.
- 5.5 Vacation of Office - A Director ceases to hold office upon death, upon removal from office by the Members, upon ceasing to be qualified for election as a Director, or upon receipt by the Corporation of a written resignation, or if a time is specified in such resignation, at the time so specified, whichever is later.
- 5.6 Vacancies - Vacancies on the Board may be filled for the remainder of the year by resolution of the Board if the remaining Directors constitute a quorum.
- 5.7 Action by the Board - The Board shall manage the business and affairs of the Corporation utilizing the powers afforded to the Corporation by the letters patent or otherwise. The powers of the Board may be exercised at a meeting (subject to section 5.8) at which a quorum is present or by resolution in writing or electronic form, signed by all the Directors entitled to vote on that resolution at a meeting of

the Board. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office. Resolutions in writing or electronic form may be signed in counterparts and resolutions in writing or electronic form signed by one or more Directors and transmitted electronically to the secretary of the Corporation shall be deemed to be duly signed by such Directors.

- 5.8 Meetings of the Board by Telephone, Electronic, or Other Communication Facilities - If the Board of Directors of the Corporation consents thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.
- 5.9 Calling of Meetings - Meetings of the Board shall be held from time to time at such time and at such place as the Board, the president or any two Directors may determine.
- 5.10 Notice of Meeting - Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 10 to each Director not less than two (2) days before the date of the meeting. A notice of a meeting of Directors shall specify the purpose of or the business to be transacted at the meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 5.11 First Meeting of New Board - Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected. This meeting shall be chaired by the immediate past president.
- 5.12 Regular Meetings - The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Directors and transmitted to the secretary of the Corporation shall be deemed to be duly signed by such Directors.

- 5.13 Board Meeting Chair - Subject to the provisions of any special By-law of the Corporation providing for the election or appointment by the Directors from among themselves of a president of the Board, or, in the absence of the president, a vice president who is present at the meeting, shall preside as Chair

at a meeting of the Board. In the absence of the president or a vice president, the Directors present shall choose one of their number to be Chair of the meeting.

- 5.14 Quorum - The quorum for the transaction of business at any meeting of the Board shall be eight (8) Directors or such greater number of Directors as the Board may from time to time determine.
- 5.15 Votes to Govern - At all meetings of the Board every question, except where otherwise prescribed in this By-law, shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
- 5.16 Remuneration and Expenses - The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from such position. However, the Directors shall be entitled to be reimbursed for traveling and other expenses as pre-approved by the Board. Nothing herein contained shall preclude any Director who is engaged in or is a Member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation. Also, nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving a reasonable compensation therefore.
- 5.17 Agenda for Meetings of the Board - At each meeting of the Board the following agenda will be observed:
1. Call to Order
 2. Filing of Notice of Meeting
 3. Quorum
 4. Approval of the Agenda
 5. Disclosure of Pecuniary Interest
 6. Approval of Minutes of Previous Meeting
 7. Business Arising from Minutes of Previous Meeting
 8. Correspondence
 9. Reports
 - 9.1 President
 - 9.2 Treasurer
 - 9.3 Vice President Finance
 - 9.4 Vice President Rowing
 - 9.5 Vice President Membership
 - 9.6 Vice President Fundraising
 - 9.7 Vice President Special Projects
 - 9.8 Club Captain
 - 9.9 Other
 10. New Business
 11. Next Meeting
 12. Motion to Adjourn

5.18 Agenda for First Meeting of the New Board - The first meeting of the new Board shall be chaired by the immediate past president and the following agenda will be observed:

1. Call to Order
2. Filing of Notice of Meeting
3. Quorum
4. Appointment of Officers and Term of Office
5. Appointment of Committee Chairs
6. Date(s) of Next Meeting(s)
7. Motion to Adjourn

5.19 Advisory Bodies, Consultants, Engagement of Employees – The Board may from time to time appoint such advisory bodies or consultants as it may deem advisable, and may engage such employees as it may from time to time deem necessary and fix their remuneration; and such persons appointed and engaged shall have such authority and shall perform such duties as may be prescribed by the Board at the time of such appointment or as may be prescribed from time to time by the Board.

5.20 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 Corporation shall make the disclosure contemplated by the Act. 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 6 – OFFICERS

6.1 Appointment - The Board shall from time to time appoint, from among the elected Directors: a president who will also serve as the Chair; a secretary; a treasurer; a vice president finance; a vice president rowing; a vice president membership; a vice president fundraising; a vice president special projects; and such other Officers as the Board may determine. The Board may specify the duties of and, in accordance with this By-law and subject to the Act, delegate to such Officers powers to manage the business and affairs of the Corporation.

6.2 President - The president shall be the chief executive officer and, subject to the authority of the Board, shall have general supervision of the affairs of the Corporation. The president shall have such other powers and duties as the Board may specify. The president shall chair the meetings of the Board and the meetings of the Members. The president shall be the official representative of the Corporation whenever such a representation is necessary unless such duty has been delegated to another Director or Officer of the Corporation. The president shall be a Director of the Corporation.

6.3 Secretary - The secretary shall be empowered by the Board to carry on the affairs of the Corporation generally under the supervision of the president. The

secretary shall attend and is the secretary of all meetings of the Board and meetings of the Members, and shall enter or cause to be entered in records kept for that purpose, minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, auditors and members of committees of the Board, and shall be the custodian of the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other Officer or agent has been appointed for that purpose. The secretary shall have such other powers and duties as the Board may specify including keeping complete and timely records of the membership of the Corporation, and the retention and maintenance all the Corporation's important documents including, but not limited to, the Corporation's founding letters of incorporation, legal and other arrangements with the Canadian Henley Rowing Corporation and the St. Catharines Rowing League. The secretary shall be a Director of the Corporation.

- 6.4 Treasurer - The treasurer shall keep proper accounting records of the financial activities of the Corporation, and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the Board whenever required, an account of all transactions of the treasurer and of the financial position of the Corporation. The treasurer shall have such other powers and duties as the Board may specify, shall be a Member of the finance committee, and shall present a detailed report of the finances of the Corporation to the annual meeting of Members. When an audit is required, the treasurer shall assist the auditor of the Corporation to finalize the audited financial statements of the Corporation. The treasurer shall be a Member of the Corporation but is not required to be a Director of the Corporation.
- 6.5 Vice President Rowing - The vice president rowing shall, in the absence or disability of the president shall perform all the duties and obligations of the president. The vice president rowing shall have such other powers and duties as the Board may specify including the chair of the rowing committee. The vice president rowing shall be a Director of the Corporation.
- 6.6 Vice President Finance - The vice president finance shall, in the absence or disability of the president and vice president rowing, perform all duties and obligations of the president. The vice president finance shall have such other powers and duties as the Board may specify including the chair of the finance committee and shall, in the absence or disability of the treasurer, perform all duties and obligations of the treasurer. The vice president finance shall be a Director of the Corporation.
- 6.7 Vice President Membership - The vice president membership shall, in the absence or disability of the president, the vice president rowing and the vice president finance, perform all the duties and obligations of the president. The vice president membership shall be responsible for Member recruitment and registration and other duties as the Board may determine. The vice president membership shall be a Director of the Corporation.

- 6.8 Vice President Fundraising - The vice president fundraising shall, in the absence or disability of the president, the vice president rowing, the vice president finance, and vice president membership, perform all duties and obligations of the president. The vice president fundraising shall be responsible for sponsorship, grant applications and fundraising activities. The vice president fundraising shall be a Director of the Corporation.
- 6.9 Vice President Special Projects - The vice president special projects shall have such powers and duties as the Board may specify including all special projects and land events the Board and the Club endeavor to undertake. The vice president special projects shall be a Director of the Corporation.
- 6.10 Immediate Past President - The immediate past president shall be the most recently retired president of the Corporation, and shall hold that office until such time as the next president retires from office. The immediate past president shall be the chair of the Nominating Committee, shall be a Member of the Corporation, and shall be a voting member of the Board.
- 6.11 Powers and Duties of Officers - The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board may specify. The Board may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.
- 6.12 Term of Office and Remuneration - Officers shall be appointed for a three-year period. Otherwise, each Officer appointed by the Board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation. The Board, at its discretion, may remove any Officer of the Corporation. The Officers may be paid such remuneration for their services as the Board may from time to time determine.
- 6.13 Agents and Attorneys - The Corporation, by or under the authority of the Board, shall have power from time to time to engage agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be deemed appropriate.

SECTION 7 – NOMINATING COMMITTEE

- 7.1 Nominating Committee - The chair of this committee shall be the immediate past president of the Board, or in their absence, a person appointed by the president. Two (2) additional committee members, who are Members of the Corporation in good standing, and are not holding nor seeking office in the Corporation, shall be appointed by the Board to assist the chair. This committee shall be responsible for soliciting nominations, obtaining written consent of nominees, and preparing a slate of candidates for the election of Directors of the Corporation for each annual meeting of Members. The chair of this committee shall conduct the

election of Directors. The Board shall establish from time to time a terms of reference for the committee.

SECTION 8 – COMMITTEES OF THE BOARD

- 8.1 General - The Board may establish committees to advise on and undertake rowing club related activities as required, and on the terms defined by the Board. The chair of a committee shall be a Director on the Board. The Board shall determine from time to time the size of each committee.
- 8.2 Committees - The following committees of the Board may be constituted by the Board annually at the first meeting of the new Board. Each committee shall have a chair appointed by resolution of the Board. The president will be an *ex-officio* non-voting Member of each committee of the Board.
- (1) Rowing Committee
 - (2) Membership Committee
 - (3) Fundraising Committee
 - (4) House and Grounds Committee
 - (5) Communications Committee
 - (6) Special Projects Committee
 - (7) Competitions Committee
 - (8) Policy Committee
 - (9) External Relations Committee
 - (10) Safe Sport Committee
 - (11) Marketing Committee
- 8.3 Other Committees and Working Groups of the Board - The Board may establish other committees and/or working groups of the Board, however designated, and delegate to any such committee/working group any of the powers of the Board, subject to any rules and regulations imposed from time to time by the Board.
- 8.4 Action by Committees - The powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committees may be held at any place in Ontario and by any means as agreed upon by the committee members.
- 8.5 Advisory Bodies/Consultants - All committees may from time to time appoint such advisory bodies or consultants as it may deem advisable subject to the prior approval of the Board by resolution.
- 8.6 Procedure - Unless otherwise determined by the Board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members and to regulate its procedure. Each committee shall have a Board approved Terms of Reference.

SECTION 9 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 9.1 Limitation of Liability - Every Director and Officer of the Corporation in exercising the powers and discharging the duties of a Director or Officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the Director or Officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

- 9.2 Indemnity - Subject to the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate, if such person acted honestly and in good faith with a view to the best interests of the Corporation; and in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.
- 9.3 Insurance - Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in Section 6 hereof as the Board may from time to time determine.

SECTION 10 – NOTICES

- 10.1 Method of Giving Notices - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the By-laws or otherwise to a Member, Director,

committee member, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to the last address of such person as recorded in the books of the Corporation, or if mailed by prepaid mail addressed to said address, or if sent to said address by any means of wire or wireless or any other form of transmitted or recorded communication including e-mail.

A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid. A notice so mailed shall be deemed to have been given two days after it was deposited in a post office or public mail box. A notice sent by any means of wire or wireless or any other form of electronically transmitted or recorded communication shall be deemed to have been given when transmitted, or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change the address on the Corporation's books of any Member, Director, Officer, auditor or member of a committee of the Board in accordance with information believed to be reliable.

- 10.2 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 10.3 Omissions and Errors - The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 10.4 Waiver of Notice - Any Member (or a duly appointed proxyholder), Director, Officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION 11 – AMENDMENT OF THE BY-LAWS

- 11.1 Amendments to the By-laws - The Board may from time to time in accordance with the Act, pass, repeal, amend or re-enact the By-laws.
- 11.2 New By-law in Effect - A By-law passed, repealed, amended or re-enacted, is effective only if it is confirmed by a majority vote at the next Members' meeting duly called for that purpose.
- 11.3 Notice - Thirty (30) days notice of proposed amendments to the By-laws must be given to the Board. Once approved by the Board, twenty-one (21) days notice of proposed amendments must be given to all Members.

SECTION 12 – EFFECTIVE DATE

- 12.1 Effective Date - This By-law shall come into force when confirmed by the Members in accordance with the Act.
- 12.2 Repeal - The previous Constitution (1994) of the Corporation is repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of any By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent or predecessor charter documents of the Corporation obtained pursuant to, any such By-law prior to its repeal. All Officers and persons acting under the previous Constitution of the Corporation or any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid to the extent inconsistent with this By-law and until amended or repealed.

PASSED by the Board on the 7th day of December, 2021.

President

Secretary

CONFIRMED by the Members on the 20th day of January, 2022.

Secretary