

**Ontario Adventure Rowing – Annual General Meeting
April 6th, 2024**



Welcome and President Update

1. Call to Order 1:55pm

Attendees:

In person: Cynthia Warn, Diana Watson (Cambridge Rowing Club), Nancy Kielar (Guelph RC), Homam Michael (Durham RC), Arnold Vandermeer (Independent), Heather Palmer, Brian Howe (Don RC), Ernst Peters, Carina Peters.

Zoom: Richard Vincent (ONEC) Shelagh Baker, Shawna King-Pereira (Hanlan Boat Club), Matt Glebon (Barrie RC), Sandra Frayer (South Niagara RC)

Proxy: Emily DiSante (Independent), Jane MacDonald (Independent), Lucie Renaud (Independent), Jane Wilson (Independent), Kevin Donnelly (Cornwall RC), Thomas Murphy (Niagara Rowing School), Nancy Fiscner (Peterborough RC), Arthur Pearce (St Lawrence RC), Susan Bruce (Sudbury RC)

2. Filing of Notice of Annual Meeting

Notice was given on the OAR website more than 10 days and less than 50 days prior to this meeting. The financial statements were distributed more than 21 days before the meeting. Both these timelines conform to OAR bylaw 1.

3. Quorum

Required quorum is 50% of voting members. There are 17 member clubs and 11 independent members, both with one vote each. Nineteen votes were present, therefore quorum was reached.

4. Approval of Minutes of Previous Meeting

Motion to approve the minutes of the AGM held March 30, 2023 (second): Arnold Vandermeer (Cynthia Warn).

5. Business Arising Out of Previous Minutes

No business was arising from the previous minutes.

6. Treasurer's Report and Financial Statements

Diana Watson prepared the financial statements in accordance with generally accepted accounting practices and presented them to the board for approval at the March 12, 2024 Board of Directors meeting. All directors present approved the statements. Financial Statements were presented for member approval.

Motion to approve the financial statements for fiscal 2023 (second): Diana Watson (Brian Howe). All in favour.

7. Nominating Committee Report

This year the nominating committee was Richard Vincent. Three director positions become vacant through the regular scheduled turnover in directors. Shelagh Baker,

our communications director, and Diana Watson, our treasurer, are seeking re-election and have been endorsed by the board at the March 13 meeting.

8. Election of Directors

Ildiko Jurina Cleary stepped forward to present herself as a potential director. Ildiko has many years of experience starting as a coxie for Western University and latterly as a member, director and treasurer of Hanlan Boat Club, and as a committed tour rower.

Motion to nominate Ildiko Jurina Cleary from the floor (second): Arnold Vandermeer (Cynthia Warn). All in favour.

Motion to approve Diana Watson, Shelagh Baker and Ildiko Juina Cleary as directors of OAR (second): Cynthia Warn (Brian Howe). All in favour.

9. Bylaw change for Ontario Nonprofit Corporations Act (ONCA)

Under ONCA and the Ontario Business Registry, the number of Directors and the number of Member classes are in our Article of Incorporation (Letters Patent). In our Letters Patent we are not required to give a range of directors, rather than a set number, however given the \$130 cost to file the Articles it is strongly recommended by Row Ontario that we insert a range to save both the cost and the time to amend the Articles. Governance is changing and Boards are changing and it is in the long-term best interests of the Corporation to give flexibility to the number of Directors in the future.

Special Resolution #1 – Articles of Amendment (Letters Patent)

Motion to approve the Letters Patent as follows:

The Articles of the Association provide for a minimum of seven (7) and a maximum of eleven (11) directors. The number of directors of the Association and the number of directors to be elected at the Annual Meeting shall be determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, by Board resolution. No decrease in the number of directors shall shorten the term of an incumbent director (second): Cynthia Warn (Homam Michael). All in favour.

Special resolution #2 - Number of Directors

Motion to approve as follows:

Whereas the Articles of Amendment of Ontario Adventure Rowing Association provide for a minimum of seven (7) and a maximum of eleven (11) directors, be it resolved that the number of directors for 2024 be set at nine (9); and that moving forward, the directors may by resolution, determine the number of directors within the range set out in the Articles, for election at each Annual Meeting (second): Cynthia Warn (Diana Watson). All in favour.

Special resolution #3

Motion to approve the Amended and Restated By-law No. 1 of Ontario Adventure Rowing, in the form The Articles of the Association provide for a minimum of seven

(7) and a maximum of eleven (11) directors. The number of directors of the Association and the number of directors to be elected at the Annual Meeting shall be determined from time to time by Board resolution. No decrease in the number of directors shall shorten the term of an incumbent director (second): Cynthia Warn (Heather Palmer). All in favour.

10. Business of 2023

Motion to accept the decisions and actions of the OAR Board of Directors for the year 2023 (second): Arnold Vandermeer (Diana Watson). All in favour.

11. Termination of Meeting – 2:14 pm