

ONTARIO ADVENTURE ROWING ASSOCIATION

BY-LAW

President: _____
Cynthia Warn

Secretary: _____
Nancy Kielar

ONTARIO ADVENTURE ROWING ASSOCIATION

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BE ENACTED AND IT IS HEREBY ENACTED as a by-law of Ontario Adventure Rowing Association as follows:

Section 1 – General

1.01 Definitions

- a. “Act” means the Corporations Act (Ontario) and any Act that may be substituted therefore (including the *Not-for-Profit Corporations Act Ontario (ONCA)*, and, where context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the Board of Directors of the Corporation;
- c. “By-laws” means this by-law, including the schedules to this by-law, and all other By-laws of the Corporation from time to time in force;
- d. “Chair” means the Chairperson of the Board of Directors
- e. “Corporation” means the non-profit organization that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act; Ontario Adventure Rowing Association, references as OAR.
- f. “Director” means an individual occupying the position of Director of the Corporation by whatever name they are called.
- g. “Member” means a Member of the Corporation.
- h. “Members” means the collective Membership of the Corporation
- i. “Officer” means an Officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Name

The name of the Corporation shall be the Ontario Adventure Rowing Association, herein referred to as OAR.

1.04 Purpose of the Corporation

The objects of the Corporation as found in the articles shall be:

- To promote distance rowing, including touring and adventure rowing;
- To organize rowing tours and distance events in Ontario and nearby jurisdictions;
- To provide opportunities for people of all ages to participate in distance rowing;
- To support the sport of rowing at the local, provincial and Canadian levels; and
- To provide fitness opportunities and amenities to benefit the community.

1.05 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles of Incorporation or the Act, the provisions contained in the Articles or the Act, as the case maybe, shall prevail.

Section 2 – Directors

2.01 Election and Term

The affairs of the Corporation shall be managed by a Board of 9 Directors.

The Directors shall be elected by the Members. Each Director will apply to become a member of OAR within 10 days of election if not already an individual member of OAR.

Directors will serve terms of 3 years and then are subject to re-election. Terms commence from the date of the meeting at which they are elected or appointed until the annual meeting three years hence or until their successors are elected or appointed.

Each Director may serve 3 consecutive terms and may stand for re-election one year after the completion of their third term.

2.02 Vacancies

The office of a Director shall be vacated immediately:

- a. if The Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies
- c. if the Director is discovered to be or becomes bankrupt;
- d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e. if, at a meeting of the Members, a resolution is passed by at majority of the votes cast by the Members at a Members' meeting removing the Director before the expiration of the Director's term of office

2.03 Filling Vacancies

A vacancy on the Board may be filled as follows:

- a. If a quorum is in place the Directors may fill a vacancy among the Directors by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacated position. After that, the appointee shall be eligible to be elected as a Director;
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. if the vacancy occurs as a result of the Members removing a Director by a vote of at least two-thirds at a meeting called for that purpose, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

2.04 Remuneration of Directors

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

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

2.05 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee.

2.06 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by one Director and one Officer. In addition, the Board may from time to time direct the manner in which, and the person by whom, a particular document or type of document shall be executed. Any Director may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 3 – Board Meetings

3.01 Calling of Meetings

Meetings of the Board shall be called by the Board, the Chair or any two Directors at any time and any place on notice as required by this by-law.

3.02 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting

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.

3.03 Regular Meetings

The Board may fix the place, within Ontario, and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.04 Chair

The President shall preside at meetings of the Board as the Chair. In the absence of the president, the vice-president shall preside as Chair at a meeting of the Board. In the absence of the president or the vice-president, the Directors present shall choose one of their number to be Chair of the meeting.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.

3.06 Quorum

The quorum for the transaction of business at any meeting of the Board shall be the majority of Directors or any greater number of Directors as the Board may from time to time determine.

3.07 Participation by Telephone or Other Communication Facilities

If all of the Directors of the Corporation consent, any and all Directors may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. Any Director may request to see a resolution at in written form before they are voted.

3.08 Voting by email outside of meetings

Between meetings, votes may be held through e-mail. In the case of e-mail voting, the time and date by which votes must be cast shall be stated, and the voting period shall not be less than 72 hours. All e-mail votes shall be open votes (e.g. each voter shall send his or her vote to the whole committee). An e-mail vote is only valid if the number of votes cast (Yes, No or Abstain) is at least equal to the quorum in a board meeting.

Section 4 – Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank or trust company in which the money, bonds or other securities of the Corporation shall be placed for safekeeping, and from which the borrowing of money shall be transacted.

All cheques, bills of exchange or other notes shall be signed by the Treasurer, or electronic funds transfers shall be initiated by the Treasurer with written agreement to the transaction from another director.

4.02 Financial Year

The financial year of the Corporation shall end on the 31st day of December each year. The Board may from time to time by resolution change the financial year end of the Corporation.

Section 5 – Officers

5.01 Appointment and Removal of Officers

The Board shall appoint a President from among the Directors and may appoint any other Directors to be Vice-president, Treasurer, and Secretary at the Board's first meeting following the annual meeting of the Corporation. The same person may hold no more than two offices of the Corporation. The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

Any Officer shall cease to hold office upon resolution of the majority of the Board; they will remain a Director.

5.02 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.03 President

The President shall be a Director of the Corporation, and subject to the authority of the board, shall have general supervision of the affairs of the Corporation. The President shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time. 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.

5.04 Treasurer

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

5.05 Secretary

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

5.06 Vice-President

In the absence of the President, the Vice-President shall assume the duties of the President. The Vice-President shall have other powers and duties as the Board may specify.

5.07 Past President

The immediate Past President will serve as an Ex-officio non voting member of the board for a minimum period of one year following their term to act as a resource and ensure a smooth transition on governance matters with the organization.

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

Section 6 – Protection of Directors, Officers, and Others

6.01 Limitation of Directors and Officers Liability

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

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

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. (6.01)

Section 7 – Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 8 – Members

8.01 Membership

Membership shall consist of individuals who have applied for and been accepted by the Board, and incorporated rowing organizations that have applied for and been accepted by the Board. Members may be admitted in any manner as may be prescribed by the Board by resolution. The following conditions of Membership shall apply:

- a. The term of Membership shall be one year, subject to renewal in accordance with the policies of the Corporation;
- b. Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act;
- c. As set out in the Act, each Member shall be entitled to receive notice of, attend, and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings.

8.02 Representatives

Each Member rowing club in good standing (as that term is defined in 8.03) shall be entitled to designate from time to time an individual as its representative ("Representative") who shall be the only person entitled to vote on behalf of the club at a Members' Meeting.

Only appointed Representatives may address a Members' Meeting. Any other individual must seek prior consent from the OAR President to address a Members' Meeting.

Each Member Club shall appoint its Representative and an authorized Officer of the Member Club shall notify the Association in writing of the identity of the Representative, at least ten (10) days before the Members' Meeting.

8.03 Good Standing

A Member shall be in "good standing" provided that they have completed and submitted all required documentation as required by the Board from time to time, have complied with the By-laws, are not subject to disciplinary action or the outcome of any such disciplinary action (up to and including termination as a Member), have not been issued a notice under subsection 8.05, and has paid all required Membership fees as established by the Board from time to time. If a Member ceases to be in good standing, they shall not be entitled to vote at Members' Meetings.

8.04 Disciplinary Act or Termination of Membership for Cause

- a. Upon fifteen days' written notice to a Member, the Board may pass a resolution by a two-third majority authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination.

8.05 Resignation

A Member may resign their Membership by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later.

A Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Corporation prior to acceptance of such resignation. Membership fees are not refundable upon resignation.

Section 9 – Members' Meetings

9.01 Annual General Meeting

Annual General Meetings shall be held at a place within Ontario, or alternately through electronic media that provides an adequate audio and visual platform for each attendee to establish their identity and participate fully, on a day fixed by the Board, within 6 months of the end of each financial year. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Acts.

The agenda shall be set by the Board and no other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of the annual meeting.

9.02 Special Meetings

The President or any two Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the 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 21 days from the date of the deposit of the requisition.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

The notice must contain the time and place of the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 50% of Members entitled to vote at the meeting including proxies. Proxies may be held by other Members. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

9.05 The Chair

The Chair shall be the Chair of the Members' meeting; in the Chair's absence, Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to Act as Chair, the Members present shall choose one of their number to Chair the meeting.

The Chair may appoint any person present to be a scrutineer to count ballots, with the resolution of the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. Votes shall be taken by a show of hands among all Members present and a tabulation of all proxies as presented;
- b. an abstention shall not be considered a vote cast;
- c. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting 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 shall have one vote and the result of the ballot shall be the decision of the Members upon the said question;
- d. if there is a tie vote, the vote will be lost;
 - e. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the Act without proof of the number or proportion of votes recorded in favour of or against.

9.07 Adjournment

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. 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.

Section 10 – Notices

10.01 Services

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

Electronic means of notification are deemed delivered when transmitted. Hand delivered notifications are deemed delivered when given to the intended recipient or at the address, noted above, of the recipient.

10.02 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.

10.03 Error of Omission in Giving Notice

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

Section 11 – Amendment

11.01 Amendment of By-laws

Unless otherwise provided by the Act, any existing by-law of the Corporation not embodied in the Articles of Incorporation may be repealed or amended by the Board and confirmed by the Members by a majority of the votes cast at a meeting of Members where notice is given in accordance with Item 9.03, or by resolution in writing signed by all the Members.

11.02 Effective Date

This by-law shall come into force when confirmed by the Members in accordance with the Act.

Section 12 – Dissolution

12.01 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 Ontario Rowing Association (Row Ontario).

Ratified the 14th day of April, 2008 in Peterborough, Ontario

Amended the 14th day of April, 2018 in Barrie, Ontario

Amended the 20 day of June, 2021 in Toronto, Ontario

ONTARIO ADVENTURE ROWING ASSOCIATION

Schedule A 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 be the Chair of 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.

The president shall have such other powers and duties as the Board may specify.

Schedule B Vice-President

In the absence of the President, the Vice-President shall assume the duties of the President.

The Vice-President shall have other powers and duties as the Board may specify.

Schedule C Treasurer

The Treasurer shall be a Director of the Corporation.

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 be Chair of the Finance Committee. In addition to presenting a current annual Financial Report at the Annual General Member Meeting, the Treasurer shall, if requested by the Board, present a complete account of all financial transactions and the financial position of the Corporation to the Board within 7 days.

The Treasurer shall assist in finalizing the financial statements of the Corporation in concert with the person or persons conducting the audit or review engagement.

The Treasurer shall have such other powers and duties as the Board may specify.

Schedule D

Secretary

The Secretary shall be a Director of the Corporation.

The Secretary shall be empowered by the Board to carry on the affairs of the Corporation generally under the supervision of the Chair.

The Secretary shall attend and is the Secretary of all meetings of the Board and the Members and shall enter or cause to be entered in records minutes of meeting proceedings. The Secretary shall give all notices to Members, Directors, Officers, auditors and Members of committees when required by the Board.

The Secretary shall be the custodian of all books, records and instruments belonging to the Corporation, including the Corporation's articles of incorporation, legal and other arrangements with organizations which we are a member, 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

Schedule E

Past President

The most-recently retired President shall Chair the nominating committee, which is responsible for preparing a slate of candidates for the election of Directors of the Corporation at each annual meeting of Members and to obtain written consent of all nominees to stand for office.