



**CANADIAN AMATEUR ROWING ASSOCIATION
ASSOCIATION CANADIENNE D'AVIRON AMATEUR
(HEREAFTER REFERRED TO AS CARA)**

BY-LAWS

Ratified: January 29, 2017

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PREAMBLE

CARA was originally formed in 1880 by the rowing clubs then in existence as The Canadian Association of Amateur Oarsmen to coordinate and regulate the sport of amateur rowing. In 1971 it was incorporated under Part II of the Canada Corporations Act. In 1977 it changed its name to The Canadian Amateur Rowing Association/Association canadienne d'aviron amateur. In 2014 it was continued under the Canada Not-for-profit Corporations Act. CARA operates under the name Rowing Canada Aviron (RCA).

The Corporation's name, registered office, number of directors, purpose, class of members, distribution of any property on liquidation and certain additional provisions are set out in its Articles of Continuance under the Canada Not-for-profit Corporations Act and Regulations (the Act).

The management of CARA's internal affairs is governed by the Act, supplemented as required or allowed by CARA's by-laws. If a matter is not directly addressed in the by-laws reference must be made to the Act. Any changes proposed to the Articles or by-laws must be in compliance with the Act.

SECTION 1 – GENERAL

1.1 Definitions

“Act” – shall mean the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

“Articles” – shall mean the Articles of Continuance of the Corporation, as may be amended from time to time.

“Auditor” – shall mean a public accountant, as defined in the Act, appointed by the members to examine the Corporation's accounts and report to the members on the Corporation's annual financial statements.

“Chief Executive Officer” - shall mean an individual employed by CARA to serve in that position who shall have such duties or responsibilities as may be set from time to time by the Board of Directors.

“FISA” - shall mean "Fédération Internationale des Sociétés d'Aviron".

“Good Standing” – shall mean a member of CARA:

- a. whose membership dues and any debts to CARA are not overdue;
- b. who is not subject to a disciplinary investigation or action by the Corporation;
- c. who has fulfilled all terms and conditions of any disciplinary action to the satisfaction of the Board of Directors; and
- d. who has signed an annual declaration that it has collected and remitted the required Participation Fees for all its participants in accordance with paragraph 7.5.

“Honourary Officer” - shall mean an individual appointed to this position by the Board of Directors.

“Membership Dues” - shall mean such annual dues as are determined for membership in CARA in accordance with Section 8.

“Officers” - shall mean the President, the Treasurer, the Secretary, the Chief Executive Officer, the Honourary Officers of CARA and any other person appointed to serve as an Officer of the Corporation pursuant to these by-laws.

“Ordinary Resolution” - shall mean a resolution passed by a majority of the votes cast on that resolution.

“Participation Fees” – shall mean such annual fees as are determined for Registered Participants in accordance with Section 8.

“Provincial Rowing Association” - shall mean an association or federation recognized as the governing body for the sport of rowing in its province or territory by its provincial or territorial government.

“Registered Participant” - shall mean a person who is required to be registered with CARA in accordance with Section 7.

“Rowing Club” - shall mean any club which is carrying on an athletic programme whose purpose is to promote one or more sports, one of which is rowing.

“Rowing Organization” – shall mean an organization that provides programmes, facilities or events to individuals participating in the sport of rowing on a local, regional or national level in Canada such as a Rowing Club, Provincial Rowing Association or Special Association.

“Special Association” - shall mean any association, federation or organization, other than a Provincial Rowing Association or Rowing Club, established to promote one or more sports, one of which is rowing.

“Special Resolution” - shall mean a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.2 Ruling on By-laws

Except as provided in the Act the Board of Directors shall have the authority to interpret any provision of the Corporation’s by-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes, mission, vision and values of the Corporation.

1.3 Rules of Order

Unless otherwise specified in the Act or the by-laws, meetings of members, committees and the Board of Directors shall be conducted according to Robert’s Rules of Order (current edition).

1.4 Interpretation

Words importing the singular shall include the plural and vice versa, words importing the masculine shall include the feminine and vice versa, and words importing persons shall include bodies corporate. Words importing an organization name, title or program shall include any

successor organizational name, title or program. Other than as specified in paragraph 1.1 above, words and expressions defined in the Act have the same meaning when used in the by-laws.

1.5 Language

The by-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations the English version shall prevail.

1.6 Invalidity of any Provisions

The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

SECTION 2 – MEMBERSHIP

2.1 Class of Membership

Subject to the Articles there shall be one class of membership in CARA which shall be Rowing Organizations.

2.2 Membership Rights

Members in good standing shall have the right to receive notice of, to attend and to vote at all meetings of the members in accordance with Section 6. Each member shall notify CARA of the name of the individual authorized to represent it and to vote on its behalf.

2.3 Membership Dues

Members shall be responsible for the payment of their Membership Dues as established under Section 8.

2.4 Transferability of Membership

Membership in CARA shall be non-transferable.

SECTION 3 – ADMISSION AS A MEMBER

3.1 Application for Membership

A Rowing Organization seeking admission as a member of CARA shall submit to the registered office of CARA:

- a. a written application for membership, in the form prescribed by CARA, with an undertaking to abide by CARA's by-laws and policies as amended from time to time;
- b. if incorporated, a copy of the incorporation documents;
- c. payment of the appropriate Membership Dues for the current year; and
- d. any additional evidence of eligibility for membership that the Board of Directors of CARA considers reasonably necessary.

3.2 Acceptance of Membership Application

Members shall be accepted into membership in CARA on approval of their application by Ordinary Resolution of the Board of Directors at any Board of Directors meeting if the Board is satisfied that the applicant's membership will contribute to CARA's purpose and objectives and subject to the additional requirements of paragraph 3.3. The Board retains the sole discretion to accept or reject an applicant for membership.

3.3 Additional Requirements

- a. An applicant that is a Provincial Rowing Association must be recognized by the government of its province or territory as being the governing body for the sport of rowing in its province or territory.
- b. An applicant that is a Rowing Club, or a Special Association operating wholly within the borders of a particular province or territory, must have the endorsement of the applicable Provincial Rowing Association.
- c. In the case of an applicant that is a Special Association the Board of Directors may stipulate the terms and conditions of membership in CARA.

3.4 Probationary Period

An applicant approved pursuant to paragraph 3.2 of this Section shall become a member forthwith but, except in the case of a Provincial Rowing Association, shall be subject to a probationary period of one year dating from the date of receipt of the written application for membership, during which probationary period the applicant shall:

- a. pay Membership Dues and remit Participation Fees to CARA;
- b. have the right to be notified of, be present and be heard at any meeting of the membership; however a probationary member may not vote at any meeting of the membership;
- c. if the probationary member is a Rowing Club, participate in at least two regattas, sanctioned in accordance with Section 21 or otherwise satisfy the Board of Directors that it is conducting an appropriate rowing programme; and
- d. satisfy any other condition required of the applicant by CARA.

3.5 Final Approval

Application for membership shall be presented to the Board of Directors for final approval not more than 18 months from the date of receipt by CARA of the written application. Final approval shall be by Ordinary Resolution of the Board of Directors. Notwithstanding the foregoing, a probationary member shall not be admitted as a member of CARA at the end of its probationary period if it has failed to meet the requirements of paragraph 3.4.

SECTION 4 – TERMINATION OF MEMBERSHIP

4.1 Termination by a Member

A member may terminate its membership in CARA by submitting written notice of termination to the registered office of CARA. Payment of any outstanding Membership Dues or Participation Fees or other amounts payable shall be made in full forthwith by the terminating member.

However, a member may not resign if the member is subject to disciplinary investigation or action.

4.2 Termination by CARA

Membership may be terminated by CARA:

- a. in accordance with the provisions of Section 23 if a member commits an offense against CARA as defined in Section 23, or
- b. by Special Resolution at a meeting of the members, provided that the member has been given written notice of, and the opportunity to be heard at, such meeting.

4.3 Automatic Termination

Membership is automatically terminated if the member declares bankruptcy or is liquidated or dissolved.

SECTION 5 - MEETINGS OF MEMBERS

5.1 Annual Meeting

An Annual Meeting of the members shall be held each year at a date, time and place decided by Ordinary Resolution at a Board of Directors meeting. The date shall be within 15 months of the previous Annual Meeting and no later than six months after the end of the Corporation's preceding financial year.

5.2 Agenda for Annual Meeting

The agenda for the Annual Meeting shall consist of the following:

- a. Call to order
- b. Establishment of a quorum
- c. Report of scrutineer
- d. Report of the President and of the Chief Executive Officer
- e. Consideration of the annual financial statements and report of the Auditor
- f. Appointment of Auditor
- g. Announcement of results of the election of directors
- h. Adjournment

5.3 Semi-Annual Meeting

The Board of Directors shall call a Semi-Annual Meeting of members to be held not more than six months after the Annual Meeting. The agenda for the Semi-Annual Meeting shall consist of the following:

- a. Call to order
- b. Establishment of a quorum
- c. Identification of the scrutineer
- d. Adoption of minutes of previous Annual Meeting
- e. Adoption of minutes of previous Semi-Annual meeting
- f. Presentation of reports
- g. Report from the Committee on Dues and Fees
- h. Any proposed amendments to the by-laws

- i. Proposed amendments to the Rules of Racing (see paragraph 20.2)
- j. Proposals from members
- k. Any other business specified in the notice of meeting

5.4 Special Meeting of Members

The Board of Directors shall, within 21 days, call a Special Meeting of members on a written requisition signed by members carrying not less than 5% of the voting rights for the purpose set out in the requisition. Such requisition must state the business to be transacted at the meeting and be sent to the registered office of CARA and to each director.

5.5 Notice of Meetings of Members

Notice of meetings shall be sent to all members, the directors and the Auditor within the time limits and in the manner provided in Section 18. The notice of the meeting shall include an agenda for the meeting, any proposal that a member has submitted to the Corporation in accordance with paragraph 5.10, the wording of any resolution (other than those related to the audited annual financial statements, election of directors and reappointment of the Auditor) and such reasonable information on matters to be put to the members at the meeting as enables members to make informed decisions. In the case of the Annual Meeting the annual financial statements, together with the Auditor's report, shall be included in the notice of meeting.

5.6 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, Registered Participants, the Auditor of the Corporation, Corporation staff and staff of member Rowing Organizations and such other persons who are entitled or required under any provision of the Act, Articles or by-laws of the Corporation to be present. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the members.

5.7 Meeting by Electronic Means

A meeting of members may be held entirely by means of a telephone, an electronic or other communication facility that enables all participants to communicate adequately with each other during the meeting if the Corporation makes such a communication facility available.

5.8 Participation in Meetings by Electronic Means

Members may participate in the meeting by means of a telephone, an electronic or other communication facility that enables all participants to communicate adequately with each other during the meeting if the Corporation makes such a communication facility available.

5.9 Chair of the Meeting

The President shall chair a meeting of members. In the event that the President is absent the directors shall elect one from their number to chair the meeting.

5.10 Proposal by a Member

Any member who wishes to raise any matter at a meeting of members (a "proposal"), including a nomination for the election of directors in accordance with Section 11, or a proposal to amend a by-law, shall give written notice to CARA at least 90 days prior to the meeting of members and may submit a statement in support of the proposal, the two together not to exceed 500 words.

5.11 No Proposals after a Certain Date

Although a member cannot submit a proposal after the date set out in paragraph 5.10, a member can submit a nomination for a director after that date as set out in paragraph 11.6.

5.12 Quorum

Members in Good Standing representing a majority of the voting rights, present in person or voting by electronic ballot or by proxy, shall constitute a quorum. If a quorum is present at the opening of the meeting the members may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.13 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the Articles or by-laws or by the Act, be decided by Ordinary Resolution.

SECTION 6 - VOTING AT MEETINGS OF MEMBERS

6.1 Members' Votes

Members recorded in the books of CARA at the close of business on the day immediately preceding the day on which the notice of the meeting is given shall have one vote plus additional votes in relation to the number of their rowers and coaches registered as Registered Participants with CARA in accordance with Section 7 as at the end of the preceding financial year, based on the following formula:

1-25	– no additional vote
26-75	– 1 additional vote
76-150	– 2 additional votes
151-300	– 3 additional votes
301-500	– 4 additional votes
501+	– 5 additional votes

Provided that they have submitted their annual declaration required under paragraph 7.5 and are in Good Standing:

- a. In the case of the Annual Meeting, by no later than 21 days prior to the date of the Annual Meeting; and
- b. In the case of the Semi-Annual Meeting, by no later than 12 noon local time at the location of the meeting, on the day before the Semi-Annual Meeting.

6.2 Votes Cast as a Block

Where a member has more than one vote, these votes shall be cast as a block; no split votes from one member shall be allowed.

6.3 Scrutineer

Prior to each meeting the Board of Directors shall appoint one or more scrutineers who shall be responsible for ensuring that votes are properly exercised. The scrutineer shall present the results to the Secretary who shall announce them to the meeting.

6.4 Manner of Voting

- a. Voting for the election of directors, acceptance of the annual financial statements and Auditor's report and the reappointment of the Auditor shall be conducted by electronic ballot to be cast no later than 12 noon Pacific time on the day preceding the day of the meeting.
- b. In all other cases voting shall be by a show of hands, or voting cards indicating the number of votes each member may exercise, or by electronic means.
- c. A member may demand a ballot, either before or after a vote by show of hands or voting cards.

6.5 Destruction of Ballots

All ballots and any records of votes shall be destroyed 30 days after the meeting.

6.6 Recording a Dissenting Vote

A member may request that the member's dissenting vote on any motion not requiring a ballot shall be recorded in the minutes of the meeting.

6.7 Tie Vote

In the event of a tie vote, the chair of the meeting shall cast a deciding vote.

6.8 Proxy Vote

Members in Good Standing not in attendance at a meeting of members may appoint a proxy holder, who is not required to be a member, to exercise their vote, provided that:

- a. written notice naming the member giving the proxy and the name of the proxy holder is received by the Secretary of CARA prior to the start of the meeting; and
- b. the proxy does not extend to matters for which the voting is by ballot under subparagraphs 6.4a.

SECTION 7 – REGISTERED PARTICIPANTS

7.1 Registration of Participants

Members shall register with CARA, as Registered Participants, all members of their Rowing Organization who participate in rowing activities, including national team, competitive, recreational, learn-to-row, corporate challenge rowers, coaches, umpires and administrators. In the case of Provincial Rowing Associations and Special Associations those of their members who are already registered with CARA by a Rowing Club are excluded from this requirement.

7.2 Registration by CARA

CARA shall also record as Registered Participants all those who, not otherwise being Registered Participants under paragraph 7.1, serve CARA as a director, officer or committee member or in any other authorized capacity.

7.3 Registered Participant Information

Information to be provided for those individuals registered in accordance with paragraphs 7.1 and 7.2 includes name, sex, birthdate, contact information and such other relevant information as may be requested by CARA.

7.4 Rights of Registered Participants

A person must be a Registered Participant of CARA, or a member of a FISA-affiliated Federation, to compete, coach or officiate at Rowing Regattas sanctioned in accordance with Section 21. Each Registered Participant shall have the right to attend and be heard at all meetings of members recognizing, however, that Registered Participants are not CARA members and do not have the right to vote at any such meetings.

7.5 Submission of Participation Fees and Annual Declaration

Members are responsible for the collection and submission of Fees payable by their Registered Participants as established under Section 8. Members shall be required to sign an annual declaration that they have collected and remitted the required Participation Fees for all their participants.

SECTION 8 – ANNUAL DUES AND FEES

8.1 Setting Annual Dues and Fees

The annual Membership Dues and Participation Fees shall be recommended each year to the Semi-Annual Meeting of members, called by the Board of Directors in accordance with paragraph 5.3, by the Committee on Dues and Fees established under this section. In the event that the recommendation is not approved at the meeting, Membership Dues and Participation Fees shall remain unchanged for that year.

8.2 Committee on Dues and Fees

There shall be a Committee on Dues and Fees consisting of seven Registered Participants as follows:

- a. two from Rowing Clubs (one large and one small) in British Columbia and Yukon Territory;
- b. two from Rowing Clubs (one large and one small) in Ontario;
- c. one from a Rowing Club in the Prairie Region (Alberta, Saskatchewan, Manitoba, Northwest Territories and Nunavut);
- d. one from a Rowing Club in Quebec;
- e. one from a Rowing Club in the Atlantic Region, (New Brunswick, Nova Scotia, Newfoundland and Prince Edward Island).

8.3 Selection of Members of the Committee on Dues and Fees

The Registered Participants shall be selected by the respective Provincial Rowing Association or, in the case of regional members, by the Provincial Rowing Associations in that region acting in concert, according to their own process and criteria. The members of the committee shall select the chair of the committee.

8.4 Proposed Dues and Fees

The committee shall meet annually with the Treasurer who shall be an ex-officio member of the committee with no vote, to discuss the budget requirements for the coming year and to propose a Dues and Fees structure. This proposal shall be presented for discussion to the Board of Directors at least two months before the Semi-Annual Meeting of members. Following the Board of Directors meeting, the final recommendation of the Committee on Dues and Fees shall be sent to all members together with the supporting rationale at least 21 days before the meeting of members. At the site of the meeting, but prior to the start of that meeting, the recommendation shall be presented and discussed at a plenary session.

SECTION 9- BOARD OF DIRECTORS

9.1 Composition of the Board of Directors

CARA shall be governed by a board of a minimum of seven and a maximum of eight directors consisting of the following:

- President
- Provincial Director
- Athlete Director
- Four Directors at Large
- An optional Appointed Director

9.2 Responsibilities of the Board of Directors

The Board of Directors shall be responsible for setting strategic direction for CARA, developing policies and overseeing the management of CARA's affairs.

9.3 Eligibility for Nomination as a Director

To be eligible to stand for election as a director an individual need not be a Registered Participant but must:

- a. fulfill the requirements of the Act and of the Income Tax Act that apply to serving as a director of a registered charity; and
- b. not be President of a Provincial Rowing Association; an individual holding such a position may stand for election as a director of CARA but, if elected, must immediately resign from that other position.

9.4 Manner of Election of Directors

The directors shall be elected by the members at each Annual Meeting at which an election of directors is required, in the manner and for the term of office set out in Section 10.

9.5 Appointed Director

The Board of Directors may appoint one additional director to hold office for a term expiring not later than the close of the next Annual Meeting of members, provided that at least three directors were elected at the previous Annual Meeting of members and that the appointed director meets the eligibility requirements set out in paragraph 9.3.

9.6 Vacated Office of Director

The office of director shall be automatically vacated:

- a. if a director shall resign his or her office by delivering a written resignation to CARA, or
- b. if the director ceases to meet any of the eligibility requirements set out in paragraph 9.3; or
- c. by death of the director, or
- d. in the case of the Athlete Director, if the serving Athlete Director comes out of retirement and is invited to join the National Team training centre to try out for the National Team.

9.7 Removal of a Director from Office

The members may remove any director from office by Ordinary Resolution at any meeting of members, provided that the director has been given notice of and the opportunity to be heard at such a meeting. If a director is removed who also holds a position as an officer the director shall automatically and simultaneously be removed from that officer position.

9.8 Vacancy

The Board of Directors shall appoint as director, as soon as possible, any appropriately qualified person who meets the eligibility requirements set out in paragraph 9.3, for the unexpired term of any director who, for any reason, has left office prior to the expiration of the term of that director. In the case of a vacancy in the position of Athlete Director or Provincial Director, the Board of Directors shall consult with current National Team athletes or the Provincial Advisory Council as appropriate before appointing a person to fill the vacancy.

9.9 Appointment of Agents and Engagement of Employees

The Board of Directors may appoint such agents 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 of Directors at the time of such appointment or as may be prescribed from time to time by the Board of Directors.

9.10 Directors' Remuneration and Expenses

The directors shall receive no remuneration for their service as directors but are entitled to reimbursement of expenses on the same basis as all employees under the expense policy in force at the time.

SECTION 10 - ELECTION OF DIRECTORS

10.1 Election by Electronic Ballot

The election of directors at the Annual Meeting shall be conducted by electronic ballot. At an appropriate time during the meeting the Secretary present the report of the scrutineer on the results of the election.

10.2 Election of Directors at Large

In the case of the election of Directors at Large the individuals who obtain the most votes for the number of positions open for election shall be elected.

10.3 Election of All Other Directors

In the case of the election of all other directors the individual who obtains the most votes for the particular position open for election shall be elected.

10.4 Tie Vote

In the event of a tie vote between two candidates, the chair of the meeting shall cast a deciding vote.

10.5 The President's Term of Office

The President shall be elected at the Annual Meeting of CARA held in the year following the Olympic Summer Games for a term of four years commencing on the day immediately following the Annual Meeting. At the end of his or her term the President may stand for re-election as President for one more term of four years, after which he or she may stand for election as a director and may stand again for election as President on the expiry of his or her successor's term.

10.6 Other Directors' Term of Office

All the other directors shall be elected for a term of two years commencing on the day immediately following the Annual Meeting. They may stand again for election at the end of their term.

10.7 Staggering of Elections

Elections for the positions of Athlete Director and two Directors at Large shall be held every two years in the same year as, and two years after, the election of the President. Elections for the positions of Provincial Director and two Directors at Large shall be held every two years in the year before and the year after the election of the President.

SECTION 11 – NOMINATING PROCESS

11.1 Nominating Committee

The Nominating Committee is appointed by the Board of Directors and shall consist of at least one member of the Board of Directors, one member put forward by the Provincial Advisory Council and two other persons. None of the members of the Nominating Committee shall be seeking office in the election. Members of the Nominating Committee shall be appointed for a two year term which may be renewed.

11.2 Mandate of the Nominating Committee

The mandate of the Nominating Committee is, on a continuing basis, to seek, identify and recruit qualified individuals to stand for election as directors and, if required by the Board of Directors under paragraph 14.3b, candidates for appointment as an Officer. It is responsible for

ensuring that the Board of Directors is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to the Corporation. The Board of Directors shall establish the terms of reference setting out the full duties of the Nominating Committee.

11.3 Call for Nominations for Positions on the Board of Directors

No later than 120 days prior to the Annual Meeting the Nominating Committee shall issue an open call for nominations for positions on the Board of Directors. Members in Good Standing shall have the right to nominate candidates who meet the eligibility requirements set out in paragraph 9.3 by tendering them to the registered office of CARA in the form set out in paragraphs 11.7 and 11.8 no later than 60 days before the Annual Meeting, this being the first closing date for nominations.

11.4 List of Candidates for the Board of Directors

The Nominating Committee shall prepare a list of the candidates it endorses as complying with the requirements set out in paragraph 11.8 and as meeting the needs of the Board of Directors and shall submit the list to the members not less than 45 days before the Annual Meeting. For the position of Provincial Director the Nominating Committee shall solicit and endorse a nomination put forward by the Provincial Advisory Council, and for the position of Athlete Director it shall solicit and endorse a nomination of a former National Team athlete who has been retired throughout the period of at least one quadrennial put forward by the current National Team athletes, provided that these candidates meet the eligibility requirements set out in paragraph 9.3.

11.5 Number of Nominations for Positions as of Director

In the case of nominations for the position of Director at Large the Nominating Committee shall use its best efforts to provide at least one more candidate than the number of positions open for election.

11.6 Nominations after the First Closing Date

Subsequent to the closing date of nominations, members in Good Standing can resubmit nominations or submit further nominations for election to the Board of Directors of candidates who meet the eligibility requirements set out in paragraph 9.3 by tendering them to the registered office of CARA in the form set out in paragraphs 11.7 and 11.8. Provided that they are received by CARA in the proper form, and no later than 30 days prior to the Annual Meeting, CARA shall include such nominations in the notice of meeting and on the ballot forms for the election. This is the final closing date for nominations and no nominations shall be accepted after this date.

11.7 Form of Nominations

A nomination by members shall be submitted in writing in the form prescribed by CARA and shall include the following:

- a. the signatures of authorized representatives of two members of CARA in Good Standing;
- b. the office for which the nomination is made;
- c. the name of the person nominated;
- d. the date upon which the nomination is submitted.

11.8 Undertaking by Nominee

The nomination form shall also include:

- a. the written consent of the person nominated;
- b. consent to any checks required to ensure eligibility under the Act and the Income Tax Act for serving as a director of a registered charity;
- c. an undertaking to abide by CARA's Policies on Code of Conduct and Conflict of Interest and the requirements of Section 141 of the Act if elected; and
- d. a declaration by the person nominated that the person either:
 - i) does not hold a position as President of a Provincial Rowing Association, or
 - ii) if the person does hold such a position, that he or she will resign from such position if elected a director of CARA.

SECTION 12 – MEETINGS OF DIRECTORS

12.1 Calling Meetings

- a. A Board of Directors' meeting shall be called by the President or, if absent, by the Secretary upon the request of two directors, a minimum of three times per fiscal year.
- b. Meetings of the Board of Directors shall be called by the President or, if absent, by a Director or by the Secretary on written request of two-thirds (2/3) of the membership of the Board of Directors. The Secretary shall call the Meeting of the Board of Directors for a date not more than 14 days from the date of receiving such a request. The request for the meeting, and the notice of the meeting shall state the purpose of the meeting and the first item on the agenda shall be the item for which the meeting was called.

12.2. Notice of Meetings of the Board of Directors

All directors shall be given notice of any meeting within the time limits and in the manner set out in Section 18, together with a copy of the agenda for the meeting. Notice of a meeting shall not be necessary if all of the directors are present and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such a meeting.

12.3 Attendance of the Chief Executive Officer

The Chief Executive Officer shall attend all Board of Directors' meetings unless otherwise decided by the Board of Directors for a particular meeting or part of a meeting.

12.4 Conference Call Participation

If all the directors consent, any or all directors or officers may participate in a meeting of the Board of Directors or of a Committee of Directors by means of a telephone conference or by such other communication facility as permits all persons participating in the meeting to hear each other and every director or officer participating in such meeting shall be deemed to be present at such meeting.

12.5 Absent Director

No person can act for an absent director at a meeting of directors.

12.6 Voting

Each director in Good Standing shall have one vote. Voting shall be by a show of hands, unless any director requests that a roll call be conducted. Only in the event of a roll call vote occurring shall the Secretary record the vote, noting only the names of dissenting directors. In the event of a tie vote, the chair of the meeting shall cast a second deciding vote.

12.7 Resolution in Writing

A resolution in writing signed by every director entitled to vote on such resolution at a meeting of the Board of Directors or of a Committee of Directors is deemed to be as valid as if it had been passed at a meeting of the Board of Directors or of a Committee of Directors.

12.8 Quorum

A majority of directors shall constitute a quorum.

SECTION 13 – PROVINCIAL ADVISORY COUNCIL

13.1 Composition

There shall be a Provincial Advisory Council composed of one representative appointed by each Provincial Rowing Association.

13.2 Responsibility of the Provincial Advisory Council

The Provincial Advisory Council is responsible for maintaining effective communication between Provincial Rowing Associations and CARA and for advising the Board of Directors and committees of CARA on matters of importance to the development of the sport of rowing at the local and provincial level. The Provincial Advisory Council is an advisory body and its decisions and recommendations are not binding upon any Provincial Rowing Association or upon CARA.

13.3 Terms of Reference

Terms of reference governing the full authority of the Provincial Advisory Council, selection of its members, meetings, resources and reporting shall be as agreed with the Provincial Rowing Associations and approved by the CARA Board of Directors from time to time.

SECTION 14 – OFFICERS

14.1 Officer Positions

The Officers of CARA shall be as follows:

- President
- Secretary
- Treasurer
- Chief Executive Officer
- Honourary Officers

14.2 Eligibility of Officers

Officers are subject to the same eligibility requirements as directors set out in paragraph 9.3

14.3 Appointment of Officers

- a. The Board of Directors may, by Ordinary Resolution, with the exception of the position of the President, appoint the Officers of CARA, combine any two offices of CARA, designate other offices of CARA, appoint persons to hold those offices and specify their duties and powers. A director may be appointed to any office of CARA.
- b. The Board of Directors may require the Nominating Committee to identify candidates for the positions of Secretary, Treasurer or any other office it designates.

- c. The Chief Executive Officer shall be appointed by Ordinary Resolution of the Board of Directors of CARA under a contract of employment upon such terms and conditions, including salary level, as the Board of Directors may approve.
- d. The Board of Directors shall have the right, by Ordinary Resolution at a meeting of the Board of Directors, to appoint any individual as an Honourary Officer.

14.4 Removal of an Officer

The Board of Directors may, by Ordinary Resolution, remove any Officer of the Corporation from the office to which the Board has appointed that Officer, whether for cause or without cause.

14.5 Duties of Officers

- a. The President: shall preside at meetings of CARA and at meetings of the Board of Directors and represent the Corporation at national or international meetings. The President shall appoint another director to preside at such meetings in the President's absence, and shall order that meetings of the directors be held when required hereunder and whenever the President may deem necessary. The President shall be responsible for the guidance and monitoring of operational activities between Board meetings.
- b. The Treasurer: shall be responsible for supervising relevant financial matters of the Corporation, the maintenance of proper accounting records as required by the Act, the deposit of all monies received in CARA's bank account, the appropriate disbursement of funds and provision to the Board of Directors of an account of financial transactions and financial position of CARA.
- c. The Secretary: shall be responsible for documenting all amendments to the Corporation's by-laws, supervising the issuance of notice of meetings of the Board of Directors and of the members in accordance with the by-laws and the recording and maintenance of proper minutes of proceedings at all such meetings. The Secretary shall also ensure at meetings of members that the voting credentials of members are in order and shall report the voting results.
- d. The Chief Executive Officer: is the most senior employee of the Corporation and is responsible to the Board of Directors for the management of the operations of CARA. The Chief Executive Officer is responsible for implementing the strategic plan and other policies developed by the Board of Directors and for managing the operations of the Corporation.

14.6 Absence of Chief Executive Officer

In the absence or incapacity of the Chief Executive Officer, the President may designate any person to exercise the powers and perform the duties and functions of the Chief Executive Officer but for no longer than ninety days without the approval of the Board.

14.7 Duties set by the Board of Directors

The Board may, from time to time and subject to the Act, vary, limit or add to the powers and duties of any Officer.

SECTION 15 – COMMITTEES

15.1 Appointment of Committees

The Board of Directors shall be the sole authority for appointing committees for any purpose and may establish their composition and the means of the selection of committee members and of chairpersons, as it deems to be appropriate. To the extent not otherwise directed any such committees may formulate their own rules of procedure.

15.2 Quorum

A quorum for any committee shall be a majority of its voting members.

15.3 President as Ex-officio Member

The President shall be an ex-officio non-voting member of all committees.

15.4 Dissolution of Committees and Removal of Committee Members

The Board of Directors may, by Ordinary Resolution, dissolve a committee it has appointed or remove one or more of its members.

SECTION 16 - AUDIT COMMITTEE

16.1 Appointment of Audit Committee

The Board of Directors shall appoint at least one from their number and other qualified candidates to form an Audit Committee of three persons to assist the Board in discharging its duties regarding financial reporting and compliance with legal obligations. The members of the Audit Committee shall select the chair of the committee. The Treasurer shall be an ex-officio, non-voting member of the Audit Committee.

16.2 Term of Members

The members of the Audit Committee shall serve for a term of two years.

16.3 Voting

Each member of the Audit Committee shall have one vote and, in the case of a tie vote the chair shall exercise a second, tie-breaking vote.

16.4 Duties

The duties of the Audit Committee are to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing and making recommendations with respect to:

- a. the Auditor's annual audit plan;
- b. CARA's accounting policies;
- c. the audit findings and the audited annual financial statements, advising the Board of Directors on their acceptance;
- d. the system of internal controls and management of financial risks;
- e. the appointment of the Auditor and the Auditor's fees;
- f. the ethical standards that management and the Board of Directors have established;
- g. the procedures in place to ensure compliance with legal and regulatory requirements; and

- h. such other matters as may be referred to the Audit Committee by the Board of Directors.

16.5 Access

The Audit Committee shall have unrestricted access to members of management, employees and all relevant information and may engage independent counsel and other advisors as necessary to carry out its responsibilities.

16.6 Terms of Reference

The Board of Directors shall establish the Audit Committee's detailed terms of reference and manner of operating and reporting.

SECTION 17 – FINANCE

17.1 Financial Year-end

Unless otherwise ordered by the Board of Directors, the financial year- end of CARA shall be the 31st day of March of each year.

17.2 Appointment of Auditor

An Auditor who shall be an independent public accountant shall be appointed each year by Ordinary Resolution of the members at the Annual Meeting to audit the books, accounts and records of the Corporation in accordance with the Act. No Officer or director, nor any auditor employing any Officer or director, may be appointed to act as Auditor. The Auditor's remuneration shall be set by the directors.

17.3 Annual Financial Statements

The Auditor's report on the annual financial statements, together with the annual financial statements signed by a director as evidence of the approval of the Board of Directors, shall be presented to the members at the Annual Meeting.

17.4 Banking and Signing Authority

One or more bank accounts shall be kept for CARA at such chartered Canadian banks as the Board of Directors may authorize from time to time by resolution. All cheques, bills of exchange, or other notes shall be signed by two persons named by the Board of Directors, one of whom shall be an Officer.

17.5 Restriction on Borrowing

Subject to the exception set out in paragraph 6 of this Section the Corporation may not:

- a. borrow money on the credit of CARA;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of CARA;
- c. give a guarantee on behalf of CARA to secure performance of an obligation of any person; or
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of CARA, owned or subsequently acquired, to secure any obligation of CARA,

unless the Board of Directors is authorized to do so by a by-law approved by Special Resolution of the Board of Directors and by Special Resolution of the members at a meeting of members and only to the limit set or amended by the by-law.

17.6 Exception to the Restriction on Borrowing

The Board of Directors may, by Special Resolution, borrow money on the credit of the Corporation in an amount sufficient to address a cash flow shortfall caused solely by a delay in the receipt of certain funds committed in writing from its funding agencies and whose repayment is secured with the lender by a pledge of the subsequent receipt of those funds.

17.7 Delegation of Borrowing Powers

The Board of Directors cannot delegate borrowing powers.

17.8 Execution of Documents

All deeds, transfers, assignments, contracts, obligations and other instruments in writing required to be executed by CARA shall be signed by any two of persons named by the Board of Directors, at least one of whom shall be an Officer, except where the Board of Directors has delegated this authority to the Chief Executive Officer.

17.9 Right to Charge Interest

CARA shall have the right to charge interest on any amounts owing and payable by a member to CARA which have been outstanding for 60 days or more.

SECTION 18 – NOTICE OF MEETINGS

18.1 Notice of Meetings of Members

Notice of the time and place of a meeting of members shall be sent to each member, the directors and Auditor by telephone, electronic or other communication facility or by mail, courier or personal delivery, at least 21 days prior to the meeting.

18.2 Notice to Members of Record

Notice shall be sent to members in Good Standing recorded in the books of CARA at the close of business on the day immediately preceding the day on which the notice is given.

18.3 Notice of Meetings of Directors

All directors shall be given notice of a meeting of the Board of Directors at least 7 days in advance of said meeting.

18.4 Address for Notice

For the purpose of sending notice to any member, director or Officer for any meeting or otherwise, the address of the member, director or Officer shall be the last address recorded on the books of CARA.

18.5 Errors and Omissions in Giving Notice

The accidental omission to give notice of any meeting to a particular member, director, Officer, member of a committee of the board or Auditor, the failure by any such person to receive notice, or any error in any notice not affecting its substance, shall not invalidate any action taken at the meeting.

SECTION 19 – INDEMNITIES

19.1 Nature of Indemnity

Every director or Officer of CARA or other person who has undertaken or is about to undertake any liability on behalf of CARA shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges and expense which such director, Officer, or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by his or her office or in respect of any such liability; and
- b. all other costs, charges and expenses which he or she sustains or incurs in, or about, or in relation to the affairs thereof.

19.2 Exclusion from Indemnity

The Corporation shall not indemnify any person against costs, charges or expenses occasioned by an act of fraud, dishonesty, unlawful conduct, willful neglect or default.

19.3 Insurance

The Corporation shall, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Board of Directors.

SECTION 20 - RULES AND REGULATIONS

20.1 Prescribed by the Board of Directors

The Board of Directors may, from time to time, prescribe such rules and regulations consistent with the by-laws relating to the management and operation of CARA and to the sanctioning of regattas and participation in events sanctioned in accordance with Section 21, including all rules relating to the registration of Registered Participants.

20.2 Rules of Racing

The above paragraph shall not apply to the RCA Rules of Racing which shall only be amended by Ordinary Resolution of the members at a Semi-Annual meeting of the members following a comprehensive review. The Board of Directors shall appoint a working group to conduct such a review every four years to take account of any changes made by FISA to its Rules of Racing in the year following the Olympic Summer Games. In cases of force majeure the Board of

Directors may make an alteration to the Rules of Racing to take effect until the next Semi-Annual Meeting of members at which the alteration will be confirmed or changed.

SECTION 21 – SANCTION

21.1 Definitions

For the purpose of this section:

“Sanction” – shall mean an approval for the hosting of “Rowing Events” as defined in the RCA Sanction Policy (Event Sanction). Sanction also means an approval for crews or individuals from within the sport wishing to compete in the sport outside the country (Participation Sanction).

21.2 Objectives of Sanction

The objectives of Event and Participation Sanction are:

- Safety of Participants;
- Fairness of Competition; and
- A good presentation of Canadian rowing

21.3 Event Sanction

All “Rowing Events” hosted in Canada, as defined in the RCA Sanction Policy, must be sanctioned by CARA.

21.4 Participation Sanction

Participation Sanction in accordance with the RCA Sanction Policy is required from CARA for any Registered Participant to compete in the sport outside of Canada.

SECTION 22 - ROYAL CANADIAN HENLEY REGATTA

The Royal Canadian Henley Regatta shall be held annually at a time, on a course and under terms and conditions as may be determined from time to time by the Board of Directors.

SECTION 23 - DISCIPLINE

23.1 Offenses against CARA

Offenses against CARA shall include:

- a. any breach of the by-laws and policies of CARA;
- b. a serious breach of the RCA Rules of Racing as defined in those rules;
- c. any conduct of an athlete, coach, official, member, Registered Participant or other person connected with the sport of rowing in any capacity which is deemed by CARA to be unsporting or which brings, or may bring, the sport of rowing into disrepute;

- d. late payment of monies owing to CARA or failure to sign an annual declaration as required by paragraph 7.5 ;
- e. entering, holding or conducting Rowing Regattas without receiving prior sanction from CARA or the applicable Provincial Rowing Association when such sanction is required pursuant to Section 21.

23.2 Penalties for Offense

In the event that any offense is committed by a member or Registered Participant against CARA under paragraph 1 of this Section, such a member or Registered Participant shall be liable to:

- a. in the case of a member, removal as a member of CARA;
- b. suspension from participation in or attendance at any CARA activity, any sanctioned rowing event or national rowing team; or
- c. such further and other disciplinary action as to the Board of Directors shall seem meet and just having regard to all of the circumstances of the case.

23.3 Hearing of a Disciplinary Matter

In hearing any disciplinary matter the Board of Directors has the authority to establish its own process, including appointing a disciplinary committee for the purpose.

23.4 Principles of Fairness Governing Hearing

Any hearing shall be governed by the basic principles of fairness – the right to know the case to be met and the right to make a case in response. All parties are entitled to any relevant information including all material put before the Board of Directors.

23.5 Notice of Hearing

The Board of Directors shall give the concerned parties notice no later than 21 days before the disciplinary matter is to be heard of the time and date at which the disciplinary matter is to be heard and whether the hearing will be on the basis of documentary submissions or whether it shall be expanded to allow verbal submissions. In the latter case all parties have the right to be present at the same time and to rebut information.

23.6 Appeals

Any decision of the Board of Directors in a disciplinary matter may be referred to arbitration in accordance with Section 24.

SECTION 24 - ARBITRATION

24.1 Arbitration on Failure of Appeal

Should CARA's appeal process under its Appeal Policy and Procedures fail to resolve a disagreement the matter must be referred to arbitration in accordance with that Appeal Policy and Procedures.

24.2 Rules of Racing

Arbitration shall not be available in the case of failure of appeals against decisions of the Board of the Jury under the RCA Rules of Racing where the Appeal Panel's decision is final and

binding, but shall apply to disciplinary action taken against a member or Registered Participant with respect to a serious breach of those rules.

24.3 Arbitration Decision Final

The award of the arbitrator shall be final and binding and not subject to any further appeal.

SECTION 25 - AMENDMENT OF THE ARTICLES AND BY-LAWS

25.1 Changes by the Board of Directors

Except for fundamental changes set out in paragraph 25.6, and except for anything in the by-laws that is included in the Articles, these by-laws may be amended or repealed, in whole or in part, by a Special Resolution at any meeting of the Board of Directors held after the Annual Meeting and prior to, and in accordance with the notice requirements for, the following Semi-Annual Meeting.

25.2 Notice of Proposed Change

Notice of any proposed change must be given to all directors at least 21 days in advance of the Board of Directors meeting where such amendments are to be considered.

25.3 Effective Date of Change

All changes concerning the by-laws which are passed by the Board of Directors shall be effective until the next Semi-Annual Meeting of the members, at which time all such changes must be ratified by a Special Resolution at the meeting.

25.4 Changes to Comply with the Act

No changes to the Articles or by-laws can be proposed or made which would be in contravention of the requirements of the Act and its regulations then in force.

25.5 Notice of Changes Made by the Board or Proposed by a Member

All members shall be given notice of any change to the by-laws to be ratified at the Semi-Annual Meeting and of any changes to the Articles or by-laws to be proposed at a Semi-Annual Meeting at least 21 days prior to the meeting where such changes are to be considered.

25.6 Fundamental Changes

Subsection 197 (1) of the Act requires a Special Resolution of the members in order to make the following fundamental changes to the by-laws or Articles of the Corporation:

- a. changing the Corporation's name;
- b. changing the province in which the Corporation's registered office is situated;
- c. adding, changing or removing any restriction on the activities that the CARA may carry on;
- d. creating a new class or group of members;
- e. changing a condition required for being a member;
- f. changing the designation of any class or group of members or adding, changing or removing any rights and conditions of any such class or group;
- g. dividing any class or group of members into two or more classes or groups and fixing

- the rights and conditions of each class or group;
- h. adding, changing or removing a provision respecting the transfer of a membership;
 - i. subject to section 133 of the Act, increasing or decreasing the minimum or maximum number of directors;
 - j. changing the statement of the purpose of CARA;
 - k. changing the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of CARA;
 - l. changing the manner of giving notice to members entitled to vote at a meeting of members;
 - m. changing the method of voting by members not in attendance at a meeting of members; *or*
 - n. adding, changing or removing any other provision that is permitted by the Act to be set out in the Articles.