



ROWING CANADA AVIRON  
Semi-Annual Meeting  
January 28, 2024 at 8:00 a.m. EST

at the

Hilton Québec,  
1100, boul René-Lévesque Est, Québec, QC, G1R 5V2

DATE: January 5, 2024

TO: RCA MEMBERS

SUBJECT: CARA BYLAW AMENDMENT - MOTION FOR RATIFICATION

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#### **CARA BY-LAWS: SECTION 24 - AMENDMENT OF THE ARTICLES AND BY-LAWS**

Over the past 10 months the RCA Board have taken immediate and positive action to undertake a full review of our governance framework, policies and practices, not only to ensure that RCA measures up to the standards of the Canadian Sports Governance Code, but to ensure that it reassesses itself to become a more responsive, resilient and accountable National Sport Organization focussed on serving its community.

On December 13, 2023 the RCA Board of Directors agreed in principle to bring to the members the changes that need to be made to RCA's by-laws and supporting governance structures.

The first step under this review is to amend Section 24 of the By-Laws at the 2024 RCA Semi-Annual Meeting.

#### **Rationale:**

Section 24 sets out very rigid and limiting rules respecting the timing and process for the Board to be able to approve changes to the By-laws. With the deletion of the limiting language from Section 24(1) CARA will be able to consider and deal with by-law amendments at any time during the year, as needed, and do so in accordance with the rules and protections for members set out in the Canada Not-for-profit Corporations Act (the Act).

Section 24(2), which adds the requirement that the Board receive 21 days notice of any by-law amendment proposal, and Section 24(3), which adds that all amendments require a special resolution of members for ratification, will be preserved. The rest of Section 24 is deleted since it simply repeats provisions which are in the Act.

As a result, in accordance with Section 24 of the CARA Bylaws, the RCA Board of Directors has by Special Resolution passed the following motion to amend Section 24, and this motion is provided for ratification by the RCA membership at the 2024 Semi-Annual Meeting:

## MOTION: SECTION 24 - AMENDMENT OF THE ARTICLES AND BY-LAWS

Moved: Fred Enns                      Seconded: Lindsay Bergen

That the Board of Directors of Rowing Canada Aviron approve the following motion: to amend the CARA By-Laws, *Section 24 - Amendment of the Articles and By-Laws*:

**(Red Underline Indicates New Wording - ~~Strikeout~~ Indicates Deleted Wording)**

## SECTION 24 - AMENDMENT OF THE ARTICLES AND BY-LAWS:

### 24.1 Changes to the Articles and By-laws

~~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.~~

Changes to the Articles and By-laws of CARA may be made from time to time in accordance with the provisions of the Act, as modified by the following two sections.

### 24.2 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.

### 24.3 ~~Effective Date of Change~~ Resolution of Members

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.”

### ~~24.4 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.~~

### ~~24.5 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.~~

### ~~24.6 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.~~
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