

SUMMARY OF PROPOSED AMENDMENTS TO THE RCA BY-LAWS FOR MEMBER RATIFICATION

Administrative Amendments	
Definitions	<p>Add definition of “Athlete Director”</p> <p>Add definition of “Board of Directors”</p> <p>Remove definition of “Honourary Officer” (14.1, 14.3)</p> <p>RATIONALE: Officer positions should have key responsibilities and functions. Good governance does not contemplate an Officer position without responsibility.</p> <p>Add definition of “Members”</p> <p>Amend definition of “Officers” to remove Honourary Officers</p> <p>Add definition of “Provincial Director”</p> <p>Add definition of “Rowing Event”</p> <p>RATIONALE: Reference is made to Rowing Events rather than Rowing Regattas in order to use the defined term.</p> <p>Amend definition of “World Rowing”</p> <p>RATIONALE: History removed as available elsewhere.</p>
Replacements	<p>Replace ‘the Corporation’ with ‘CARA’</p> <p>Replace ‘member’ with ‘Member’</p> <p>Replace Rowing ‘Regatta’ with Rowing ‘Event’ (7.4)</p> <p>RATIONALE: Reference is made to Rowing Events rather than Rowing Regattas in order to use the defined term.</p> <p>Replace ‘sex’ with ‘gender’</p> <p>Replace ‘Olympic Summer Games’ with ‘Olympic and Paralympic Summer Games’</p>
5.2	<p>Agenda for Annual Meeting:</p> <ul style="list-style-type: none"> Introduce (h) Any other business and amend (i) to read Adjournment of Meeting <p>RATIONALE: Roberts Rules uses the term “adjournment” to end a meeting for a group that continues to exist and will meet again.</p>
5.3	<p>Agenda for the Semi-Annual Special Meeting:</p> <ul style="list-style-type: none"> Introduce (l) ‘Adjournment of Meeting’.
5.3	<p>Semi-Annual Meeting:</p> <p>The Canada Not-for-profit Corporations Act contemplates only an Annual Meeting and special meetings. The consideration of anything other than financial statements, public accountant’s report, election of directors and re-appointment of the incumbent public accountant is special business (162(9)). Any other meeting is a special meeting, and directors of a corporation may at any time call a special meeting of members (160(3)). ‘Semi-Annual Meeting’ has been amended to ‘Semi-Annual Special Meeting’.</p> <p>RATIONALE: The Canada Not-for-profit Corporations Act contemplates only an Annual Meeting and special meetings. The consideration of anything other than financial statements, public accountant’s report, election of directors and re-appointment of the incumbent public accountant is special business (162(9)). Any other meeting is a special meeting, and directors of a corporation may at any time call a special meeting of members (160(3)).</p>
5.4	<p>Special Meeting of Members:</p> <ul style="list-style-type: none"> Language inserted to reflect any provisions of the Act.

	RATIONALE: The Act allows for necessary exceptions where, for example, another meeting has already been called.
Governance Amendments	
11.1	<p>Nominating Committee: The number of directors will remain at one, and flexibility to increase the size of the committee will be reflected by indicating a minimum of two other members. The two year term remains unchanged.</p> <p>RATIONALE: Introducing flexibility to increase the size of the committee will allow for broader representation and increased scope of the committee as and if needed.</p>
11.2	<p>Mandate of the Nominating Committee: Addition of language to pursue diversity and experience on the Board of Directors.</p> <p>RATIONALE: Introduction of language related to diversity and experience.</p>
11.4	<p>List of Candidates for the Board of Directors: Addition of language to support preparation of list of candidates.</p> <p>RATIONALE: Introduction of language to address any gaps that may exist in the Board of Directors skills matrix.</p>
11.6	<p>Nominations after the First Closing Date: The ability of Members to make nominations outside of Nominating Committee recommendations is preserved. Amendments clarify the timing of notice required for the Annual Meeting.</p> <p>RATIONALE: The ability for Members to make nominations outside of the committee recommendations is preserved. Proposed amendments clarify the timing for the notice of the Annual Meeting allowed by the Act and Section 18.1 of the By-laws.</p>
11.8	<p>Undertaking by Nominee: RATIONALE: The proposed amendments support the identification of candidates that are “independent”.</p>
12.6	<p>Voting: Proposed amendments remove the construct of a tie-breaking vote.</p> <p>RATIONALE: A review of other NSOs was undertaken and most peer organizations do not support the construct of a tie-breaking vote.</p>
13.2	<p>Responsibility of the Provincial Advisory Council: RATIONALE: The proposed amendments more accurately reflect the scope of the PAC.</p>
14.1; 14.3	Remove references to Honourary Officer
14.5a	<p>Duties of Officers: Remove ‘guidance’ from the President’s duties.</p> <p>RATIONALE: Duties updated to reflect a strategic board.</p>
14.5b	<p>Duties of Officers: Amend Treasurer’s role.</p> <p>RATIONALE: Duties updated to reflect more strategic than operational role, and to align with the proposed amendments to the Audit Committee in Section 16.</p>
14.5d	<p>Duties of Officers: Amend the CEO Duties.</p> <p>RATIONALE: The CEO will be required to fulfill the role of Secretary General at certain international Rowing Events. The second proposed amendment is defined in the Canadian Sport Governance Code (Clause B3).</p>

16.1	<p>Appointment of Audit Committee: It is being proposed to increase the committee's scope to include financial oversight. The name of the committee will be changed to the Audit & Finance Committee.</p> <p>RATIONALE: The Board relies on this Committee for expertise and to support delivery of the Board's financial oversight responsibilities in addition to audit oversight.</p>
16.2; 16.3	<p>It is proposed that details of Duties, Terms, Voting and Duties be migrated from the by-laws to the Terms of Reference.</p> <p>RATIONALE: Former sections 16.2 and 16.3, as well as a detailed description of duties will be captured in the committee Terms of Reference, which will be approved by the Board and conform to the style of the terms of reference of other Board and Standing Committees.</p>
17.3	<p>Annual Financial Statements: Added requirement to post annual financial statements on CARA's website within six months of fiscal year end.</p> <p>RATIONALE: This disclosure is required by section 175 of the Act and the Regulations as well as required by the Code (Clause E1).</p>
18.1	<p>Notice of Meetings of Members: Proposed amendments consider alternative notice methods to mail, courier and personal delivery.</p> <p>RATIONALE: This change is necessary in order to comply with the mandatory requirements of Section 63 of the Regulations under the Act.</p>
20.2	<p>Rules of Racing: Proposed amendments seek to provide flexibility for changes to the Rules of Racing through the calling of a Special Meeting rather than relying on the Semi-Annual Special Meeting.</p> <p>RATIONALE: Rules of Racing Working Group has proposed removal of "Semi-annual" so that the members could vote earlier at a Special Meeting called for this item to allow for earlier implementation.</p>
24.1, 24.3, 24.5	<p>Changes to the Articles and By-laws: It is proposed to remove 'Semi-Annual' and introduce 'Special' meetings to allow for more frequent amendment of the by-laws than annually.</p> <p>RATIONALE: Introduce the ability for members to review and ratify proposed by-law amendments more frequently than once per year at the Semi-Annual Special Meeting.</p>