

BY-LAWS

WHEREAS the Corporation was incorporated in Saskatchewan under *The Non-profit Corporations Act* of Saskatchewan.

THEREFORE the directors of the Corporation have ratified the provisions of this document as the by-laws of their Association/Foundation:

### **1. Definitions**

In these and all other bylaws of the Corporation unless the context otherwise requires or specifies:

- a)"Act" means *The Non-profit Corporations Act* of Saskatchewan, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the Corporation shall be read as referring to the amended provisions;
- b)"the Corporation" means the Saskatchewan Rowing Association Inc.;
- c)"the directors", "board" and "board of directors" means the directors of the Corporation for the time being;
- d)the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
- e)all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the act;
- f)words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
- g)"member" means a full member or an associate member;
- h) "Lottery Proceeds/Bank Account and Assets" means all monies received and held by the Corporation from a lottery scheme whereby, for consideration, tickets are sold on a random chance of winning a prize including, without restricting the generality of the foregoing, such schemes as a 50/50 draw.

### **2. Objectives**

The objectives of the Corporation are:

- a)to promote and develop the sport of rowing in Saskatchewan;
- b)to support and enhance the competitive excellence of Saskatchewan rowing.

### **3. Fiscal Year**

The fiscal year of the Corporation shall end on the 31st day of March in each year.

### **4. Membership**

- a)The membership of the Corporation shall consist of full members and associate members.
  - i)a full member is entitled to all privileges of membership including the right to vote at meetings of members.
  - ii)an associate member is entitled to all privileges of membership except the right to vote at meetings of the members. The board of directors of the Corporation shall determine the eligibility criteria for membership as an associate member, which may include officials, coaches, coxswains or volunteers.
  - iii)Membership fees payable to the Corporation shall be as determined by the directors in their discretion.
  - iv)Membership fees are not refundable.
  - v)The board may provide to new members a probationary status, during which time the member shall not have the right to vote.
- b)Members may be rowing clubs or individuals.
- c)The process and criteria for applying for membership in the Corporation shall be as determined by the directors.
- d)The process and criteria for expelling a member shall be as determined by the directors.

### **5. Meetings of Members**

- a) An annual meeting of members shall be held in the month of June in each year at a time and place to be fixed by the previous annual meeting or by the directors.
- b) At least one other meeting of members shall be held in each calendar year at a time and place to be fixed by the directors.
- c) i) The president may call a special meeting of members at any time but shall do so upon the written request of a least 5% of the full members.
  - ii) All business transacted at a special meeting of members or at an annual meeting of members, other than consideration of financial statements and an auditor's report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.
  - iii) No special business may be transacted at a meeting of members unless the notice of meeting stated the nature of the business in sufficient detail to permit members to form a reasoned judgement thereon.
- d) Notice of the time and place of a meeting of members shall be sent, not less than 15 days or more than 50 days before the meeting, to each member entitled to attend the meeting and to the auditor.
- e) i) No full member is entitled to more than one vote on any questions.
  - ii) Full members shall vote by a show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.
- f) Seven full members personally present at the opening of a meeting shall constitute a quorum
- g) The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.
- h) The chairperson of the meeting may cast a tie-breaking vote.
- i) Voting by proxy shall not be allowed unless specifically authorized by the board of directors.

## 6. Directors

- a) The directors shall manage the activities and affairs of the Corporation.
- b) Unless altered by the board of directors under section 7(b) of these By-Laws the directors of the Corporation shall consist of a president, vice-president-administration, vice-president-high performance, vice-president-development, vice-president-programs and one representative from each full member which is a club, as determined by each club.
- c) Pursuant to the Articles of the Corporation, there shall be a minimum of three (3) and a maximum of twelve (12) directors elected to the board, all in accordance with section 6(b) of these By-Laws.
- d) Directors shall be elected at the annual meeting.
- e) Directors hold office until the conclusion of the meeting at which their successors are elected.
- f) Subject to (e), the term of office of a director shall be 2 years unless earlier removed or resigned.
- g) The full members may, by ordinary resolution at a meeting called for that purpose, remove any director(s) from office.
- h) Where there is a vacancy on the board of directors and;
  - i) where there is a quorum of directors, the remaining directors;
    - a) may exercise all the powers of the directors; or
    - b) may fill the vacancy until the next annual meeting;
  - ii) where there is not a quorum of directors, the remaining directors shall call a general meeting for the purpose of electing a director or directors to fill any vacancies.
  - iii) No remuneration may be paid to directors unless specifically approved by the full membership.
- j) Every director shall be given, by letter, telephone or otherwise, at least five days' notice of every meeting of directors, unless waived unanimously.
- k) Attendance of a director at a meeting of directors is deemed to be a waiver of notice of the meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- l) The quorum at board meetings shall be a majority of the board.
- m) Meetings of the board shall be called by the President.

n) Employees of the Corporation cannot be elected or act as a directors.

### **7.Officers**

The board of directors shall:

- a) appoint a president from among the number.
- b) designate the offices of the Corporation, appoint persons as officers, specify the duties and delegate powers to manage the business affairs of the Corporation to them, as may be more fully described in any policy manual adopted by the board of directors.

### **8.Committees**

a)The directors may form such committees as may, in the discretion of the directors, be helpful to the directors.

### **9.Policies**

a)The directors may establish such policies as are consistent with the objectives of the Corporation and are, in the discretion of the board, in the best interests of the Corporation, and the directors may establish a policy manual.

### **10.Financial Disclosure**

- a)The directors shall place before the members at every annual meeting:
  - i)financial statements for the year ended not more than 4 months before the annual meeting;
  - ii)the report of the auditor, if any; and
  - iii)any further information respecting the financial affairs of the association.
- b)The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.
- c)No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.
- d)The Corporation shall, not less than 15 days before each annual meeting, send a copy of its financial statements and report of the auditor to each member and to the Director, Corporations Branch, Saskatchewan Justice.
- e)All cheques of the Corporation shall be signed by two authorized signing officers.
- f)Proper financial records shall be maintained at the office of the Corporation for a minimum of 7 years.

### **11.Amendments to By-laws**

- a)The directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the Corporation.
- b)The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of full members and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- c)A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the full members.
- d)If a bylaw, or any amendment or repeal of a bylaw is rejected by the full members and is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the full members.

### **12.Liquidation and Dissolution**

- a) In the event of dissolution, the Corporation, its property and assets shall firstly be applied to any outstanding liabilities. The remaining property of the Corporation shall, in the course of liquidation or dissolution, be transferred to either:

RCA

Member Rowing Clubs

Full Members

as determined by the Board, and

- b) upon dissolution of the organization any remaining Lottery Proceeds/Bank Account and Assets after paying debts and liabilities will be disbursed to eligible charitable or religious organizations or purposes.