

Constitution of the Manitoba Rowing Association Inc.

Approved by the Board and Members on October 18, 2022 at the 2022 Annual General Meeting

Last Approved: June 23, 2020 at the 2020 Annual General Meeting

WHEREAS the Manitoba Rowing Association was incorporated without share capital pursuant to the Corporations Act of Manitoba on December 11, 1981, to develop and promote the sport of rowing in Manitoba.

AND WHEREAS it is desirable to set forth and to enact, as a constitution and general by-laws, various aims, objectives, procedures and rules of, and for, the Manitoba Rowing Association;

THEREFORE The Manitoba Rowing Association ("The Association") Enacts as follows:

(i) Objectives

To develop and promote the sport of rowing in Manitoba as a means of athletic competition and physical fitness:

(ii) Mandate

- 1) The Association shall administer and distribute the resources under its control or influence, to best further its objects;
- 2) The Association shall use its best efforts to maximize the resources available to benefit the sport of rowing;
- 3) The Association shall act as the Provincial Rowing Association for the Province of Manitoba in Rowing Canada Aviron;
- 4) The Association shall represent the sport of rowing with Sport Manitoba and the Manitoba Lotteries Corporation;
- 5) The Association adopts the declaration of principles of the Federation International de Sports Aquatique (FISA) approved at the Nottingham Congress, 1986, as they apply on a Provincial scale
- 6) The Association may sanction, as required, regattas or events held within Manitoba and the participation by Manitoba rowers in regattas held outside the Province.

(iii) Head office The Manitoba Rowing Association Inc. shall maintain a head office within the Province at all times, that office currently being located at: 145 Pacific Avenue, Winnipeg, Manitoba R3B 2Z6

(iv) Membership

- 1) There shall be the following classes of members in the Association:
 - A. VOTING MEMBERS

A1 – Rowing Clubs

B. NON-VOTING MEMBERS

B1 - Probationary clubs

B2 - Individual members

B3 - Honorary members

2) VOTING CLUBS shall be rowing clubs which have been admitted to such membership by the Association and which have full voting rights at the Association's General Meetings.

3) NON-VOTING MEMBERS shall be members receiving the full benefits of the Association but without the voting right at the Association's General Meetings.

a) Probationary members shall be rowing clubs and other organizations supporting or having an interest in the sport of rowing, which have been newly admitted to such memberships by the Association

b) Individual members shall be individual rowers who are not members of a rowing club, who have been admitted to such membership by the Association.

c) Honorary members shall be any organization or person recognized as such by the Association. Honorary membership may be for life, in perpetuity or for such fixed time or times as the Association may determine.

4) All members are considered to be members in good standing at all times, however, Voting Members, Probationary Members, Individual Members and Honorary Members may be considered "members not in good standing" at the board's discretion upon a majority vote. Votes may be held for breach of any Manitoba Rowing Association policy, or the non-payment of any debt owed to the Manitoba Rowing Association, any action deemed so inappropriate, or offensive that it warrants reprimanding by the Association. The board may use any means deems appropriate to sanction the offending member including but not limited to the loss of rights to vote, to attend competitions or compete under as an athlete representing Manitoba, an honorary status, or any financial benefits conferred on the member by the association.

5) An organization may apply for probationary membership in the Association in writing, providing:

a) Such fee, if any, as the Association may direct;

b) A copy of its constituting documents which shall include a statement of its particular interest, role in and commitment to the sport of rowing;

c) If applicable a list of all its current active members of at least one year's standing;

d) Its financial statements for the last completed fiscal year;

e) An undertaking to be bound by and to support this constitution and all other rules, regulations, policies, procedures, aims and objectives of the Association.

6) Subject to the provisions hereof, an organization will be eligible for voting membership in the Association if it:

- a) Has been a probationary member of the Association for at least one full year prior to application;
- b) Has at least ten active members of at least one years standing who hold individual memberships in Rowing Canada Aviron;
- c) Maintains facilities or presents a commitment to develop facilities suitable to support at least on - water training and competition for rowing;

7) Where an organization has properly applied for voting membership and meets the criteria in Article (ii) (5) hereof, it shall be placed on an additional two-year period of probationary membership, and if it continues to meet the criteria in Article (ii) (5) hereof, throughout this two-year period, it shall be accorded voting membership in the Association.

8) Where an organization has properly applied for probationary membership, the Association may grant same where it determines such action to be in accordance with the attainment of its aims and objectives.

9) The Association may appoint any person or organization to honorary membership whenever it deems appropriate to recognize outstanding contribution or commitment to the sport of rowing or to foster or encourage interest in it.

10) A member may be expelled or suspended from the Association for cause as determined by the Association in accordance with paragraph (ii) (10) hereof.

11) Decisions concerning membership shall be voted upon by the delegates and Board members entitled to vote at an Annual or Special General Meeting of the Association, duly constituted, and requires a majority of 60% of the votes cast.

12) Members may voluntarily remove themselves from the Association at any time upon written notice to the executive, however, such removal is not considered accepted until approved, at the next scheduled meeting of the board. Payment of all outstanding debts if any owed to the Association.

(v) Voting and Delegate

- 1) Each voting member of the Association shall be entitled to vote either at an Annual General Meeting or at a Special General Meeting. Voting shall be done by a show of hands or by ballot at the Secretary's discretion. Each voting member of the Association shall be entitled to one vote for each 50 individual members of its club or association, as follows:

- 1 vote for 10 to 50 members
- 2 votes for 51 to 100 members
- 3 votes for 101 to 150 members
- 4 votes for 151 to 200 members
- 5 votes for more than 200 members (and so on).

Each voting member shall provide to the secretary of the Association a complete list of names and addresses of voting delegates not less than 10 days prior to any meeting at which a vote may be taken. If an individual is a member of two or more rowing clubs or organizations, then his or her membership may be allocated to one club or organization only as the Board in its absolute discretion may decide.

- 2) Each voting member shall be entitled to send up to five official delegates to Annual and Special General Meetings of the Association, provided that all delegates of a voting member vote en bloc.
- 3) Each probationary member shall be entitled to send up to two official delegates to Annual or Special General Meetings of the Association.
- 4) Honorary members shall be entitled to attend Annual or Special General Meetings of the Association as observers.
- 5) Each member of the Board shall have one vote at Annual General or Special Meetings.
- 6) All votes shall be recorded by the Secretary or, in his/her absence, by the Recording Secretary of the meeting.
- 7) In lieu of a meeting of the Association, business may be conducted by a poll in writing, or by electronic means at the discretion of the Secretary. Such business must be responded to by not less than 80% of voting members and approved by not less than 67% of all eligible votes to be effective.

(vi) Membership Fees

- 1) The annual fees for each type of membership shall be determined at each Annual General Meeting of the Association and shall be payable on or before June 1 of the current year. Any member in arrears of payment of the annual fee is not entitled to voting privileges during such default and is not considered a member in good standing liable to expulsion or suspension if default persists to the date of the next scheduled board meeting.
- 2) The membership fee for a rowing club, being a voting member, shall consist of a Club fee plus a fee for each individual club member, payable by the club. Fees will be determined annually by the Board of Directors.

(vii) Board of Directors

- 1) The Board and its members shall administer the affairs of the Manitoba Rowing Association (MRA) in accordance with its Constitution and By-laws. The Board shall consist of no less than eight (8) members being: the President, Vice President Administration, Vice President High Performance, Vice President Domestic, Member at Large, The Secretary, Past President and one representative from each of the member clubs. Matters to be determined by the Board members will be decided by a majority. In the event of a tie, the chairperson of the meeting will have a second or casting vote.
- 2) The Executive members of the MRA Board will consist of the President, VP Administration and the Secretary.

The duties of the Voting Members of the Board shall be as follows:

- a) **President** - The President shall preside at all Annual General and Special meetings, meetings of the Board of Directors or Executive Committee, conducting all meetings in accordance with the by-laws of the Association. In his/her absence, the President shall appoint another member of the Board to preside at such meetings. The President shall call meetings whenever he/she may deem necessary. The President shall be an Ex-Officio member of all Standing Committees. The President shall represent the Association at provincial, national and international meetings. (This shall be a 2-year term, starting in an odd year).
- b) **Vice President Administration** - The VP Administration shall be responsible for functioning as treasurer and for relevant financial matters of the Association. Other duties shall include staff liaison and office administration, drafting operational policy/procedures, the preparation of Sport Manitoba grant submissions, the drafting and overall supervision of the MRA office, and duties as may be directed from time to time by the Board of Directors (This shall be a 2-year term, starting in an even year).
- c) **Vice President Domestic** - The VP Domestic shall be responsible for rowing programs and activities of a domestic nature including: the conduct and management of provincial regattas, the training and certification of officials, the development of volunteers for coaching, recreational and masters programs and such other programs as may be directed from time to time by the Board of Directors (This shall be a two-year term, starting in an odd year).
- d) **Vice President High Performance** - The VP High Performance shall be responsible for the administration of rowing activities related to the provincial team, high performance training centers or camps, athlete assistance and programs for technical criteria and coaching development (Level III to V). He/she shall also prepare and supervise the budget for the Provincial High Performance teams, chair the HP Committee and supervise the HP coaches and athlete's (This shall be a two-year term, starting in an even year).
- e) **Member at Large** – The Member at Large shall be responsible for such responsibilities as may be assigned or directed by the Board of Directors (this shall be a two-year term, starting in an odd year).
- f) **Secretary** - The Secretary shall be responsible for the recording and the maintenance of minutes of all meetings of the Executive, of the Board and at Annual or Special General Meetings. The Secretary shall also ensure that credentials of voting members are in order and shall perform such further and other duties as may be assigned from time to time by the Board of Directors (This shall be a two-year term, starting in an even year).
- g) **Past President** - The Past President is the President's predecessor. The Past President shall be responsible for maintaining continuity on the Board of Directors and to advise on policy implementation and development. Other responsibilities shall include acting as Chair of the nominating committee, volunteer support, external relations, awards program, constitutional review, and liaison with outside agencies such as Sport

Manitoba. The Past President may also undertake other such responsibilities as directed from time to time by the Board of Directors (This shall be a one-year term).

h) **Club Representatives** - The representatives from the member clubs will be responsible to act as liaison between the MRA Board of Directors and their club. They shall provide consistent, ongoing communication from one body to the other, with information going in both directions. These Directors shall perform duties as may be assigned by the Board from time to time (These terms will be for 1 year and shall be appointed annually by each club).

i) **Athlete Representative** – The Athlete Representative shall represent member athletes within the Performance Pathway. The Athlete Representative shall create an opportunity and pathway for athlete concerns and issues to be brought forward to the Athlete Representative and discussed at the Board Level. The Athlete Representative will share information with the athletes as necessary. The Athlete Representative shall perform such further and other duties as may be assigned from time to time by the Board of Directors (This shall be a two-year term, starting in an odd year).

3) If a Board member resigns or is unable to complete his/her term of office, the Board may appoint a replacement member for the balance of the term. If the Board member is a Club Representative, the club will be asked to present another representative to the Board.

4) In lieu of a Board meeting, the Board's business may be conducted by resolution in writing which, if signed by a quorum of Board members (see vii - 6), are as effective as if passed at a duly constituted meeting.

5) The Board shall, not less than 60 days in advance of the Annual General Meeting, appoint a nominating committee consisting of the Past President, and one other individual having been active in the affairs of the Association in the past, and who declines his/her name to stand for nomination to office in the succeeding year. The duties of the nominating committee shall be to prepare a slate of candidates for vacant positions in the offices of the President, Vice President Administration, Vice President Domestic, Vice President High Performance and Secretary and to obtain the written consent of those candidates to stand for office. The Nominating Committee shall submit a slate of proposed officers to the Member Clubs 30 days prior to the AGM.

Additional nominations may be received by the nominating committee provided they are accompanied by the candidate's letter of agreement and the signature of at least one voting or two non-voting members, at least 15 days prior to the annual meeting. There will be no nominations allowed from the floor. The slate of candidates nominated shall be distributed to all voting members at least 5 days prior to the Annual General Meeting. The Chairperson of the nominating committee shall conduct the election of the officers at the AGM. In the event of any irregularity in the nomination or election of members of the Board, in the absence of fraud or bad faith, any person elected shall hold office until replaced by the Association, as if such irregularity had not occurred.

(viii) Paid Staff

1) The Board of Directors may hire paid staff to ensure the proper operation of the Association's office and implementation of its programs. The staff will perform duties as assigned by the

Board of Directors. The paid staff may include an Executive Director who shall be the General Manager of the Associations affairs.

(ix) Meetings

1) The Association shall have the following types of meetings for its members and Board:

A- GENERAL MEETINGS - Annual General Meetings and Special General Meetings

B- EXECUTIVE MEETINGS - Board Meetings and Standing Committee Meetings

2) The Annual General Meeting of the Association shall be held between September 15 and November 15 each year in the Province of Manitoba.

3) A Special General Meeting of the Association may be called by the Board or any voting member, by providing written request to the President, VP Administration, Secretary and Executive Director at least 30 days prior to the requested meeting date. Requests should include both a choice of meeting dates and a suggested agenda or reasons for which the member wishes the meeting to be called.

4) A Board meeting may be called by the President or by any other Board member.

5) At least 30 days written notice of an Annual General Meeting and at least 10 days written notice of any other meeting shall be given by the President/Secretary, to all persons entitled to attend, which notice will specify:

a) the date, time and place of meeting;

b) the proposed agenda; and

c) if for the Annual General Meeting, any proposed changes to the Constitution and By-laws of the Association

6) A quorum at a General Meeting shall constitute the number of members who hold at least 60% of the eligible votes in the Association. A quorum at a Board meeting constitutes 66% of active members of the Board.

7) Standing Committee Meetings may be validly constituted if a majority of the officers of the Standing Committee are present and may be validly constituted and held notwithstanding that the required formalities are not complied with.

8) The order of business at the Annual General Meeting shall be as follows:

a) Reading of notice calling the meeting;

b) Secretary's report as to credentials of members present;

c) Roll call by the Secretary;

d) Reading and adoption of minutes of previous meeting;

- e) Business arising out of minutes of previous meeting;
- f) Presentation of Directors' and Committee(s)' reports;
- g) Adoption of financial report and budget
- h) Election of new members of the Board;
- i) New Business;
- j) Adjournment

The Chair of the meeting shall govern the conduct of the meeting.

9) Participation/Holding by Electronic Means –

- a) Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- b) Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days and not more than fifty (50) days prior to the date of the meeting. Any notice of the meeting must include instructions on how to participate in the meeting electronically.

(x) Representation

The President, or in his/her absence, such other member of the Board as it may determine, shall be the Association's delegate and representative to the RCA, Sport Manitoba and such other organizations as the Board deems appropriate. Additional representatives or delegates may be appointed by the Board and need not be an officer or director of the Association.

(xi) Finances

- 1) The fiscal year of the Association shall begin on the 1st day of April in each year and end on the last day of March in the following year.
- 2) All contracts, documents or any like instruments required to be executed by the Association shall be signed by any two of the President, VP Administration, Secretary or Executive Director.

3) Bank Accounts. One or more bank accounts may be kept by the Association in chartered Canadian Banks or Manitoba Credit Unions. All cheques on such bank accounts shall be signed by any two of President, VP Administration, Secretary or Executive Director.

4) Auditor. At each Annual General Meeting the members shall appoint an Auditor.

(xii) Indemnification and Expenses

1) No officer, director or other person acting in good faith for or on behalf of the Association incurs personal liability for so doing, and the Association will indemnify and save harmless all officers, directors and other persons so acting, from and against all claims, actions, causes of action, accounts or demands whatsoever arising there from.

2) To the extent of its resources available for administrative purposes, the Association will seek to reimburse its officers, directors, members and persons acting for and on behalf of the Association, for their reasonable expenses.

(xiii) Formalities

1) No act or document of or on behalf of the Association shall be invalid for formal defect only if it has been validly approved and authorized by the Association.

2) The Association may, but need not have a corporate seal, and no document shall be invalid solely because no seal has been affixed to it.

3) The Board is the sole authority for the interpretation of the by-laws and their decision or decisions shall be final and binding on all members of the Association unless challenged at the next Annual or Special General Meeting of the Association, by unanimous decision of all voting members, provided that all actions taken in reliance on the Board interpretation, and before the reversal, if any, of such interpretation shall, notwithstanding such reversal, bind the Association.

(xiv) Conflict of Interest

No member of the board may act in any way whereby they derive a financial or other benefit as a result of their status as a member of the board. The board should ensure that members of the Association govern themselves according to the Association's conflict of interest policy and discipline any members found in contravention thereof.

(xv) Amendment of the Constitution

1) This Constitution may be amended, repealed in whole or part, added to or supplemented by a 60% majority vote at any Annual or Special General Meeting, provided written notice of the proposed change has been given to members entitled to vote at the meeting in accordance with the provisions of this constitution.

(xiv) Assets of the Association

All assets, rights and privileges held by or accruing to the Association are acknowledged to be held by it in trust for its members and, if the Association should cease to function, or to carry out its objects, or should be replaced by one or more other associations, bodies or persons, then all assets, rights and privileges shall be transferred forthwith to any such successor association, body or person, or failing any such successor, amongst its voting members as they may, by majority determine, or failing such determination, as may be decided by reference to arbitration pursuant to the Arbitration Act of Manitoba.