

**EDMONTON ROWING CLUB
(the "Club")**

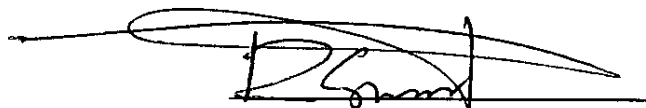
Annual General Meeting November 23, 2013
Lister Hall - 4 p.m.

SPECIAL RESOLUTION

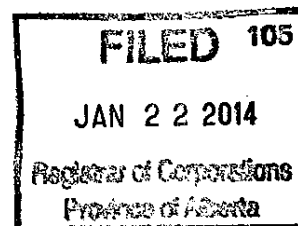
BE IT RESOLVED as a special resolution of the Club that the Bylaws of the Club be and are hereby amended as follows:

1. The Club Bylaws filed November 26, 2004 with the Registrar of Corporations, as amended by Resolution filed November 29, 2011, are hereby repealed;
2. The Club Bylaws attached to and forming part of this Special Resolution as Schedule A are hereby enacted as the new Bylaws of the Club.
3. The new Bylaws shall be effective only upon registration with the Registrar of Corporations of the Province of Alberta.

The undersigned hereby certify that the foregoing Special Resolution was duly passed by the membership of the Club at the Annual General Meeting held on the date first above written.


Robert Swart, President


Neala MacDonald, Secretary



Schedule "A"
(13 pages)

EDMONTON ROWING CLUB

BYLAWS

(Consolidated as of February 25, 2013 – Board approved revisions as of Sep 15, 2013)

ARTICLE ONE - NAME

- 1.0 The Name of the organization shall be the Edmonton Rowing Club ("Club").
- 1.2 All previous By-Laws of the Edmonton Rowing Club are hereby repealed and replaced by these bylaws, but without prejudice to, or affecting the validity of any matter or thing done prior to, performed, or authorized, or any rights acquired, under the repealed By-Laws.
- 1.3 The Edmonton Rowing Club will be a member of, and abide by the requirements of the Alberta Rowing Association and Rowing Canada Aviron.

ARTICLE TWO - MEMBERS

2.1 Member Categories

The Edmonton Rowing Club may admit the following categories of members:

2.01 INDIVIDUAL MEMBERS

A Person of good character who supports the Purposes and Objectives of the Edmonton Rowing Club, may be enrolled as an Individual Member of the Club upon payment of the annual fee set by the Club. Individual Members are subject to the terms and conditions of membership that may be prescribed by the Club from time to time. Individual Members may attend the Annual General Meeting of the Club and any special meetings as may be called from time to time, and they may vote at such meetings in prescribed circumstances. Individual members may also attend Executive Board of Directors meetings but cannot vote at these meetings.

2.02 ASSOCIATE MEMBERS

A Person of good character who supports the Purposes and Objectives of the club may be enrolled as an Associate Member of the Edmonton Rowing Club upon payment of an

annual fee set by the Club. Associate Members are admitted to membership subject to the terms and conditions of such membership that may, from time to time, be prescribed by the Executive Board of Directors of the Club. Associate Members may attend General or Special Meetings but do not have the right to vote.

2.03 HONORARY LIFE MEMBERSHIP [amended at AGM November 26, 2011]

The Club, at any Annual General Meeting, may upon the written recommendation of the Executive Board of Directors elect honorary life members, which election shall be by motion duly proposed and seconded. An honorary life member who is not actively using club services and facilities shall not be required to pay an annual membership fee but shall otherwise be entitled to all the privileges of memberships and shall have voting rights.

2.04 PROGRAMS The ERC may offer from time to time different programs and membership options ("Programs"). Only the Board may create a Program, and in so doing it shall set the fees, or the method for determining fees, along with the membership status of persons enrolled in such a Program (Individual or Associate).

2.05 MEMBERSHIP YEAR – The membership year shall be April 1 to March 31, or such other period as may be specified by Rowing Canada Aviron as its membership year from time to time.

2.2 MEMBERSHIP OF OFFICERS & DIRECTORS

All Members of the Club, in good standing are eligible to become an Officer or Director of the Club. A parent may also serve as Officer or Director so long as their child is a member in good standing of the Club. Associate Members elected to office must upgrade to an Individual membership upon election.

ARTICLE THREE - RULES OF MEMBERSHIP

3.1 All members are subject to such restrictions and regulations as the Executive Board of Directors may make from time to time.

- 3.2 Any member who desires to withdraw from membership in the Club may do so by notifying the Executive Board of Directors in writing to that effect and on receipt by the Executive Board of Directors of such notice the member shall cease to be a member.
- 3.3 All members may introduce visitors to the Club as guests subject to such restrictions and regulations as the Executive Board of Directors may make from time to time. The member introducing them shall be responsible for any liabilities incurred by them or on their behalf.
- 3.4 [deleted]

ARTICLE FOUR - TERMINATION OF MEMBERSHIP

- 4.1 The Edmonton Rowing Club retains the right to terminate the membership of any of its members for just cause or for activities prejudicial to the good name or Purposes and Objects of the Edmonton Rowing Club.
- 4.2 Members may only be expelled by resolution of an annual or special general meeting, provided that at least one week before such meeting they shall have had notice thereof and of the allegations made against them and of the intended resolution for their expulsion. A member expelled under this Bylaw shall forfeit all right in any claim upon the Club and its property.
- 4.3 The Board may suspend any or all membership privileges of a member of the Club for reasonable cause. Without restricting the generality of the foregoing, privileges liable to suspension may include use of or access to any or all Club facilities and equipment, and the right to compete as a member of the Club. A member who is liable to suspension under this provision must be advised at least one week before the Board meeting of the particulars of the conduct on which the complaint is based, and shall be entitled to address the Board before the matter is decided.

- 4.4 A member of the Club who has been suspended pursuant to Article 4.3 may apply to the Board to have his/her membership privileges reinstated by giving the Board at least one week's notice of his request. The Board shall consider the request at the next board meeting, and may continue, modify or lift the suspension in its sole discretion.

ARTICLE FIVE - MEETINGS OF MEMBERS

- 5.1 An Annual General Meeting shall be held in November each year, at a place appointed by the Executive Board of Directors. Fifteen members shall form a quorum for the transaction of business. The Business of such meeting shall be the election of the Officers and of the Directors, the presentation of the financial statements of the Club, the appointment of the Club auditor, and such other business as may arise at the time of such meeting.
- 5.2 The Secretary shall, at least twenty-one days before any Annual General Meeting, send to every member a notice of such meeting, stating the time when and place where it shall be held, and a summary of the business which will be brought before it. Such notice shall be sent in any manner in which the Board from time to time deems expedient. Notice given by e-mail to members' email address in the records of the Club shall be deemed to be good notice to the Members
- 5.3 At the annual general meeting or any special general meeting, the President, or during his/her absence, the Vice-President, shall preside as Chairperson and every question (unless otherwise provided by these bylaws) shall be decided by a simple majority of votes. Every member shall have one vote and in the case of equality of votes, the motion shall be deemed to be defeated.
- 5.4 The Executive Board of Directors may at any time, and shall upon the written request of any seven members stating the business for which it is required, convene a special general meeting for any specific purpose. The Secretary, shall, at least seven days before a special general meeting, send, by email, to every member in

- good standing a notice of such meeting, stating the proposed date, time, location, purpose and agenda of the meeting. A quorum at a special meeting shall be twenty members, in good standing, present in person.
- 5.5 All special general meetings shall be convened no later than fifteen days after the written request for such a meeting has been received by the Executive Board of Directors.
- 5.6 Failure to give Notice of Meetings - the accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members eligible to receive notice, does not invalidate the proposed meeting or any business transactions or resolutions passed at the said meeting.

ARTICLE SIX - EXECUTIVE BOARD OF DIRECTORS

- 6.1 The affairs of the Edmonton Rowing Club shall be vested in the Executive Board of Directors ("Board"), consisting of four Officers and not more than eight Directors. The Executive Board of Directors shall be elected at the Annual General Meeting by a majority ballot of the eligible voters in attendance. Any individual, associate, or honorary life member shall be eligible to be nominated for election to the Executive Board of Directors, in accordance with the stipulations of Article 2.2 of these Bylaws. All Officers and Directors shall resign at the end of their term of office. However, they shall be eligible for re-election.
- 6.2 The Executive Board of Directors shall do all such things as are, in the opinion of the Executive Committee, conducive to the attainment of the objectives of the Club.
- 6.3 The Officers of the Club shall consist of a President, a Vice-President, a Secretary and a Treasurer and they shall be responsible to the Executive Board of Directors.
- 6.4 The Officers shall be responsible for the immediate management of the affairs of the Club, with underlying responsibility to the policies set by the Executive Board

of Directors. The Officers are authorized to enter into such contracts that the Club may lawfully enter into and as are necessary to carry out its responsibilities.

- 6.5 The eight Directors shall be responsible for the immediate management of any designated areas of responsibility with underlying responsibilities to the policies set by the Executive Board of Directors.
- 6.6 No Officer or Director will be paid or remunerated for their service as an Officer or Director.

ARTICLE SEVEN - ELECTION AND APPOINTMENT OF OFFICERS & DIRECTORS

- 7.1 The requirements for nomination to serve on the Executive Board of Directors shall be as follows:

- (a) President, Vice-President, Treasurer, Secretary: To have served at least one term as a Director or other Officer on the Executive Board of Directors.
- (b) Director: To have been a member in good standing, or in the case of a parent, whose child has been a member in good standing with Rowing Canada Aviron for at least the six months prior to the ERC AGM.

In cases where there is no suitable candidate able to meet these criteria, the President may waive requirements as necessary to obtain a suitable candidate.

- 7.2 The election of the officers - the President, Vice-President, Secretary and Treasurer - of the ERC shall be for a two-year term. Elections for President and Secretary shall take place in each even-numbered year; elections for Vice-President and Treasurer will take place each odd-numbered year. The election of Officers will take place at the appropriate Annual General Meeting of the ERC.
- 7.3 Directors of the ERC shall be elected for a one-year term to take place at each Annual General Meeting of the ERC.

- 7.4 Elections shall be by secret ballot.
- 7.5 Voting by proxy shall not be permitted.
- 7.6 Ballots will be counted by the Past President, and/or Past Treasurer, or by a committee consisting of a representative of each candidate for the particular position being elected.
- 7.7 In the case of a tie vote for any position, the Chairperson shall cast the deciding vote.
- 7.8 If at any time between Annual General Meetings of the Club a vacancy arises on the Executive Board of Directors, or if the total number of Officers and Directors falls below twelve, the Board may appoint any eligible member in good standing to fill the vacancy.

ARTICLE EIGHT - MEETINGS OF THE EXECUTIVE BOARD OF DIRECTORS

- 8.1 Meetings of the Executive Board of Directors may be convened by any Officer or any two Directors. Five Executive Board Members shall constitute a quorum at all Executive Board of Directors meetings. The President, or during his/her absence, the Vice-President, shall preside as Chairperson. In the absence of both the President and Vice-President, a Chairperson for the purpose of the meeting shall be elected from amongst those present.
- 8.2 Every question or motion shall be decided by a simple majority of votes. Every member of the Executive Board of Directors, including the Chairperson, shall have one casting vote. In the event of a tie vote, the Chairperson shall have the casting vote.
- 8.3 Besides the responsibilities assigned in Article 6, the Executive Board of Directors

shall also be responsible to:

- (a) Fill vacancies other than in the office of the ERC President occurring between Annual General Meetings subject to these By-Laws;
- (b) Meet at least once per year at such date, time and place as the President may direct;
- (c) Provide copies of the minutes of all of its meetings, within thirty (30) days of such meetings, to each Member of the Executive Board of Directors; and,
- (d) Continue to act until the next Annual General Meeting, or until its successor Executive Board has been duly constituted.

8.4 Indemnification and Limitation of Liability of Directors

(a) Indemnification of Directors & Officers & Insurance Coverage

Every Director or other Officer of the Club shall be indemnified out of the assets of the Club against all losses or liabilities incurred by that Director or Officer in the execution of that Director's or Officer's duties or in relation to them, including any liability incurred by that Director or Officer in defending any proceedings (whether civil or criminal) in which judgment is given in favour of that Director or Officer, or if that Director or Officer is acquitted, or in connection with any relief granted to that Director or Officer by a Court with jurisdiction in such matter, and no Director or Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Club in the execution of that Director's or Officer's duties or in relation to them. The indemnity shall not extend to or be given in respect of any liabilities or losses incurred by a Director or Officer in the unsuccessful defence of criminal proceedings or to fines imposed by criminal proceedings or regulatory bodies.

The Club may at its absolute discretion, and on such terms as the Executive Board of Directors shall determine, pay some or all of a Director's or Officer's defence costs as they are incurred in any civil or criminal proceedings, even if such action is

brought by the Club itself (provided such costs have been reasonably incurred with the agreement of the Executive Board of Directors). In cases where the Club has paid a Director's or Officer's unsuccessful defence costs as they have been incurred, these shall be immediately repaid to the Club on written demand by the Club to that Director or Officer.

The Executive Board of Directors may purchase and maintain Director's & Officer's liability insurance at the expense of the Club for the benefit of any person who is or was at any time a Director or Officer against any liability which may attach to that Director or Officer, or any loss or expenditure which that Director or Officer may incur, in relation to anything done or alleged to have been done or omitted to be done by that person as a Director or Officer of the Club.

- (b) No Officer or Director, in her individual capacity shall be liable for any debt or liability of the ERC, unless such debt or liability happened through her own dishonesty or willful neglect.

8.5 Elected Officers and Directors of the ERC shall remain so until the expiration of his/her term of office, unless:

- (a) he or she dies in the interim; or,
- (b) he or she submits to the President a written notice of resignation from her position; or,
- (c) he or she is dismissed by the President, with the consent of a simple majority of the Executive Board of Directors, (at an Executive Meeting), for:
 - (i) Failing to perform duties (including truancy that significantly diminishes her effectiveness on the Executive or that of the Executive as a whole); or,
 - (ii) Failing to abide by the By-Laws of the Edmonton Rowing Club, or no longer supporting the Purposes and Objectives of ERC; or;
 - (iii) Engaging in conduct that is illegal, immoral or otherwise detrimental to the maintenance of standards and/or to the operation

and reputation of the ERC and its continued membership in the Alberta Rowing Association and Rowing Canada Aviron.

ARTICLE NINE - DUTIES OF OFFICERS

- 9.1 The President and one other officer shall sign all deeds, transfers, licenses, contracts, engagements, and resolutions on behalf of the Club.
- 9.2 The Vice-President shall assume the duties of the President in the absence of the latter.
- 9.3 The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Club and proper books of account and shall deposit all monies or other valuable effects in the name and the credit of the Club at such bank or banks as may from time to time be designated by the Executive Committee. He/she shall disburse the funds to the Club under the direction of the Executive Board of Directors and shall render to the Executive Board of Directors, whenever required to do so, an account of all of his/her transactions as Treasurer, and of the financial position of the Club.
- 9.4 The Secretary shall attend meetings of the Executive Board of Directors and general meetings of the Club members and record all minutes of all proceedings in the books kept for that purpose. He/she shall give notices required to be given to members and to the Executive Board of Directors. He/she shall be the custodian of the seal of the Club and of all books, papers, records, correspondence, contracts and other documents belonging to the Club.
- 9.5 The Officers of the Club shall constitute the Executive Committee. The Executive Committee shall schedule all regular Board meetings, and shall prepare and circulate an agenda prior to each meeting. The Executive Committee may also decide business of an urgent or pressing nature arising between regularly scheduled Board meetings, provided that any such decision shall be presented to the Board at

its next regularly scheduled meeting for ratification or amendment.

- 9.6 The Executive Committee shall be responsible for all human resources management pertaining to the staff of the Club, both paid and volunteer. The Executive Committee shall report to the Board with respect to human resources matters, provided that it shall not be obliged to report any personal or confidential matter pertaining to an individual employee or volunteer.

ARTICLE TEN - FINANCIAL YEAR OF THE EDMONTON ROWING CLUB

10. The financial year of the Edmonton Rowing Club shall be from November 1 to October 31.

ARTICLE ELEVEN - BORROWING POWERS

- 11.1 The Executive Board of Directors will only have authority to borrow money should such action be passed by way of a special resolution at either an annual general meeting or special general meeting. The special resolution shall indicate the purpose for borrowing the money, the amount to be borrowed, and the form and manner in which the monies will be secured. Upon the resolution being passed, the Executive Board of Directors shall then enter into whatever agreements and arrangements are necessary to achieve the resolution.

ARTICLE TWELVE - AUDITING

- 12.1 The books, account and records of the Club shall be audited. A complete and proper statement of the standing of the books of the previous year shall be submitted by the treasurer at the Annual General Meeting of the Club.
- 12.2 The auditors of the Club shall be appointed at every Annual General Meeting to serve for the upcoming year.

ARTICLE THIRTEEN - SEAL

- 13.1 The Seal of the Club shall be kept in the custody of the Secretary, and documents

requiring such Seal may be used upon the President's signing such documents together with one other officer.

ARTICLE FOURTEEN - AMENDMENTS TO THE BYLAWS

- 14.1 Notice of any proposed amendment to the By-Laws must be circulated to all members at least one month prior to any meeting at which the amendment is to be considered.
- 14.2 Any amendment to the By-Laws must be in the form of a "special resolution". A "special resolution" has the meaning given in the *Societies Act*, RSA 2000 c. S-14, as amended.
- 14.3 "Special Resolution" may be proposed by the President, the Executive Board of Directors, or on receipt of a written request signed by twenty (20) members in good standing of the ERC.
- 14.4 Following the adoption of such a resolution, the ERC must notify the registrar of the amendment within thirty (30) days.
- 14.5 No revision or alteration or addition to a bylaw has effect until it is registered by the registrar.

ARTICLE FIFTEEN - BOOKS AND RECORDS

- 15.1 The Secretary shall keep a register of members, minutes of the proceedings of the Executive Board of Directors and of all general meetings. The Treasurer shall keep records of Club Regattas and other records of the Club and shall keep such books of account as the Executive Board of Directors may from time to time direct.
- 15.2 The books and records of the Club shall be open to the inspection of the members at any time such member has given reasonable notice to the Secretary or Treasurer of her request to so inspect.

ARTICLE SIXTEEN - DISSOLUTION

- 16.1 A special resolution to surrender the certificate of incorporation of the Edmonton Rowing Club can be presented at any Annual General Meeting, provided the resolution has been circulated to all members at least one month prior to the meeting.
- 16.2 Upon such a special resolution passing, the Executive Board of Directors shall dispose of all the property of the Club, discharge all liabilities, and distribute the net proceeds to a registered non-profit organization with sporting objects that is located within the general municipal area of the City of Edmonton. Thereafter, the Board shall surrender the certificate of incorporation to the Registrar.

ARTICLE SEVENTEEN – GENERAL

- 17.1 The bylaws shall be read in conjunction with the *Societies Act*, RSA 200 c. S-14 as amended from time to time. If any provision of these bylaws shall be contrary to or inconsistent with the Act, the provisions of the Act shall govern.