

ARTICLES OF ASSOCIATION  
OF  
THE ST. JOHN'S ROWING ASSOCIATION

ARTICLE 1. DEFINITION

'Board' means the Directors of the Club and includes the President, Vice-president, Secretary, Registrar, Treasurer, Past-President and all other Directors of the Club

'Executive' means the President, Vice-President, Secretary, Treasurer, Registrar and the Past-President

'Meeting' means the Club's Annual General Meeting, a Regular Meeting, or a Special Meeting

'Member' is anyone who has completed and signed the appropriate enrollment & waivers, paid any required fees, and is approved by the Club Registrar to be a Member of the Club.

ARTICLE 1. MEMBERSHIP

- (a) Any individual may become a member of the Association upon fulfilling the requirements of membership and upon approval of enrollment by the Executive, PROVIDED HOWEVER there shall be two classes of membership defined as follows:

1) ORDINARY MEMBER:

All persons desirous of upholding the objectives and rules and regulations of the Association are eligible for ordinary membership PROVIDED HOWEVER that such ordinary members shall

- i. first pay all membership fees and dues;
- ii. be entitled to all non-rowing privileges of the Association;
- iii. be entitled to vote at any general meeting of the Association and as an ordinary member shall have one vote;
- iv. have the privileges and use of the Association's equipment at the discretion of the executive of the Association for competitive and/or recreational rowing and subject to the rule and regulations of the Association

2) HONORARY MEMBER:

An honorary membership may be bestowed upon an individual in recognition and appreciation of that individual's exceptional service toward the objectives and well being of the Association over an extended period of time, PROVIDED HOWEVER that such honorary memberships shall

- i. be honorary members for life;
- ii. be approved by the entire executive and ratified by the unanimous approval of the Association at a general meeting;
- iii. be recorded permanently by the secretary of the Association;
- iv. have all rights and privileges consistent with those of an ordinary member including the privilege of attending meetings but an honorary member shall have no voting privileges.

- (b) Enrollment for membership may be submitted at any time, and must be provided to the Executive accompanied by the full amount of dues established by the Association.
- (c) Obligations of Members - Members are expected to abide by Club policies and procedures as defined by the Club through these By-laws, approved policies and procedures, or by commonly accepted public standards. Failure to do so may result in suspension or termination of membership. This expectation

applies at any and all times that a member is acting as a Member of the Club or is representing the Club.

## ARTICLE II – MEMBERSHIP FEES

- (a) The membership requirements for members shall be prescribed by the Association in general meeting. No member is entitled to vote on any question unless current membership requirements have been met.
- (b) Any money raised through the Association by membership fees or otherwise shall be used for the advancement of the objects of the Association.
- (c) Annual dues for continuing members shall become payable on May 1st of each year and shall continue in effect until April 30th of the following year.
- (d) Any member seeking membership in the Association after April 1st of any year shall have the membership fee pro-rated and reduced as established by the Executive.
- (e) Annual dues for membership in the Association shall be established by the Executive annually and the Executive, in its absolute discretion, may establish various fees or dues as may be deemed appropriate.

## ARTICLE III – BOARD OF DIRECTORS

- (a) The Executive of the Association shall consist of a President, Vice-President, Secretary, Registrar, Treasurer, immediate Past President whose functions are to be outlined by the Executive.
- (b) The Board of the Association shall consist of a President, Vice-President, Secretary, Registrar, Treasurer, immediate Past President and a maximum of six additional Directors whose functions are to be outlined by the Executive.
- (c) At the annual general meeting of the Association all Board members shall retire from office and a new Executive shall be elected from the general membership of the Association.
- (d) Board members retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.
- (e) A retiring Board members may be eligible for re-election.
- (f) To facilitate the election of the Executive at any annual general meeting the Executive may appoint a nominating committee to nominate a slate of individuals for the Executive to be nominated at the following annual general meeting.
- (g) The Executive may fill a vacancy caused by the resignation or non-election of Board members by appointment from the membership.
- (h) The Executive may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they may determine. Questions arising at a meeting shall be decided by quorum of 50% plus one of members present and in the case of a tie, the question shall be decided by the vote of the President.

- (i) Notice of an Board meeting shall be given to the Directors at least two (2) days prior to the date set for the meeting, provided however the Directors may met on regular dates without notice or may, by unanimous consent, meet at any time or place without notice.
- (j) Quorum for the purpose of a meeting will be 50% plus one of those present.
- (k) Relationship Between Board Members and Staff/Voluntary - The Board relies on the President or delegate to manage the operations of the organization, including all staff of the Association. The President or delegate is accountable to the Board of Directors, working cooperatively to achieve the goals established by the Association.

#### ARTICLE IV – DUTIES AND POWERS OF DIRECTORS

- (a) The Executive shall manage the affairs of the Association inclusive of (but not so as to limit the foregoing):
  - 1) To delegate all or any of its powers to its duly appointed committees.
  - 2) To carry out effectually the objectives of the Association set forth in the memorandum and articles of association.
  - 3) To establish and vary membership structure and requirements.
  - 4) To hear, arbitrate, decide and act upon complaints, requests, suggestions, ideas and disciplinary matters concerning members.
  - 5) To manage the Association's finances.
  - 6) To pass rules and regulations governing the conduct of members regarding the Association "Club House" activities and equipment provided that all such rules and regulations passed or amended by the Executive shall be posted on the Association bulletin boards.
- (b) The Executive shall enforce the observance of and adherence to the Memorandum and Articles of Association and rules and regulations of the Association.
- (c) The Executive may further make decisions concerning the status of membership of a member for any reason whatsoever provided that such a decision must be ratified by 50% plus one of the Board members attending a Board meeting.
- (d) No person other than a member in good standing shall be eligible to be a member of the Executive.
- (e) DUTIES:

PRESIDENT – Shall be the Executive Director of the Association and:

- 1) Preside at all Executive meetings, annual general meetings, and special general meetings.
- 2) Act as spokesperson for and on behalf of the Association.
- 3) Be an ex-officio member of all committees.
- 4) Ensure all Executive officers and committees perform their duties and to generally supervise and direct the business and activities of the association.
- 5) To oversee the successful development of the Association.

VICE PRESIDENT – shall perform the duties of the President in his/her absence or inability to act and shall oversee all financial interests of the Association.

TREASURER – shall be responsible for all the funds of the Association and shall:

- 1) Be the Chairperson of all financial committees.
- 2) Provide a brief financial report at meetings of the Executive and an audited annual report and financial statements to the Association at the annual general meeting.
- 3) Collect and deposit all monies in the bank selected by the association and shall disburse such funds only with the approval of the Executive.
- 4) Account for all monies in a clear and proper manner in accordance with accepted financial practices.

SECRETARY – shall

- 1) Prepare the minutes of all Executive meetings, annual general meetings and special general meetings.
- 2) Notify Executive members of Executive meetings.
- 3) Notify members of annual general meetings or special general meetings.
- 4) Shall attend generally to the correspondence of the association and executive committee and shall perform such other duties as the office may be assigned from time to time by the association and executive committee.

REGISTRAR – shall

- 1) Shall post all notices, rules and regulations, record all rowing matters of interest to the Association and keeps all books and records of the Association excepting those of the Treasurer.
- 2) Be responsible for the registration of all members, collection of registration fees, completion and filing of all pertinent forms, papers and records or such as deem necessary from time to time in a clear and acceptable manner and as may be required by appropriate authorities as well as maintaining a complete, correct and up-dated membership listing for the Association at all times.

ADDITIONAL DIRECTORS – shall perform such duties as the office may be assigned from time to time by the Association and Executive Committee.

## ARTICLE V – DISCIPLINE, SUSPENSION AND OR TERMINATION OF MEMBERSHIP

Members may be disciplined and or membership may be suspended and or terminated for one or more of the following reasons:

- (a) Conduct unbecoming a member: Under such circumstances, the Executive at their sole discretion shall suspend any member for a period to be determined by the Executive. Any member suspended by action of the Executive action [sic] may appeal his/her suspension by notifying the Secretary in writing of his/her intention in this regard. The Secretary shall, upon receipt of such notice, call a general meeting of the Association to deal with the suspension. A vote of two thirds of the meeting shall be required to confirm the action of the Executive or to expel any member. No portion of fees shall be refunded.

- (b) Resignation: Any member desiring to resign may do so by submitting his/her intention to the Registrar, who shall notify the members of the Executive's action in that regard. No portion of fees will be refunded.
- (c) Failure to pay dues: Any member failing to pay dues by assigned payment date shall be denied all privileges of the Club effective from that date. Such members shall be notified in writing of this article of the Association, and in the absence of such members making payment within two (2) weeks of such notice, the Executive may expel the member.
- (d) Flagrant Disregard of Association Rules and Regulations: Any member who in the opinion of the Board, shows flagrant and ongoing disregard for the Association rules and regulations, or for the proper maintenance of boats and equipment, may be subject to suspension at the discretion of the Executive. Such suspension shall be subject to appeal as detailed in Article V (a).. [sic]

#### ARTICLE VI – MEETINGS

- (a) The Board will meet as often as is required to carry out the business of the Association.
- (b) The annual general meeting of the Association shall be held in June of each and every year, at which time reports shall be submitted, the Board shall be elected and such other business as comes before the meeting shall be dealt with.
- (c) A special general meeting of the Association shall be held at the direction of the President or the written request of six (6) members who are eligible to vote, for a specified purpose. Such written request shall be submitted to the Secretary of the President of the Association and if the requested meeting is not convened forthwith within thirty-one (31) days of the receipt of the written request, the requisitioners, or any other ten (10) members may themselves convene a general meeting.
- (d) The membership shall be notified in writing at least fourteen (14) days in advance of the proposed annual general meeting or special general meeting. A quorum for the conduct of the business of the meeting shall be 50% plus one of attending members.
- (e) Only members in good standing shall be eligible to vote at the annual general meeting.
- (f) The agenda of the annual general meeting shall consist of the following but not limited to the following:
  - 1) Approval of minutes of the last annual general meeting.
  - 2) Reports of President, Executive and appointed officers and special individual reports concerning past seasons' activities and future plans and recommendations
  - 3) Financial business
  - 4) Election of officers
- (g) At the annual general meeting or a special general meeting the names of the persons voting on behalf of each member shall be submitted to the Secretary of the Association prior to the meeting at which such persons are delegated to vote.

## ARTICLE VII – FINANCE

The fiscal year of the Association shall be April 1<sup>st</sup> to March 31<sup>st</sup> of the following year.

- (a) The Executive shall appoint a chartered bank or trust company to be bankers for the accounts of the Association on the advice of the Treasurer.
- (b) The President, Vice President, Treasurer and Secretary shall constitute the signing officers of the association. All cheques shall be signed by two of the authorized directors.
- (c) True accounts shall be kept of the monies received and expended by the Association (and the matter in respect of which such receipt and expenditures take place) and of the property, credit and liabilities of the Association. Subject to any reasonable restrictions as to the time and manner of inspecting the same as may be imposed in accordance with the regulations of the association, such accounts shall be open to the inspection of the members.
- (d) All purchases made on behalf of the Association must receive executive approval prior to the purchase being made, unless the purchase price may be made from petty cash and is below a value set by the executive. All accounts shall be submitted to the Board before payment unless they are for a purpose for which funds have already been appropriated by the Board.
- (e) The income and property of the Association wheresoever and whenever derived shall be applied solely towards the promotion of the objects of the association in a financially sound and expedient manner.

## ARTICLE VIII – AUDIT

- (a) The financial statements of the association shall be audited annually and the auditors' financial report shall be presented to the members of the Association at the annual general meeting.
- (b) The Association's fiscal year shall be the last day of March each and every year. [sic]

## ARTICLE IX – AMENDMENTS OF ARTICLES OF ASSOCIATION

- (a) These Articles of Association or by-laws may be amended by motion at the annual general meeting or at any special general meeting provided that each member is notified in writing of the motion at least thirty (30) days prior to the meeting.
- (b) Any such amendment of the Articles must have the approval and ratification of 50% plus one of the members present at the meeting so called to discuss the amendment.

## ARTICLE X – SEAL

- (a) The Board shall forthwith procure a common seal to be made for the Association and shall provide for the safe custody thereof. The seal shall not be affixed on any instrument except by the authority of the resolution of the Executive and in the presence of the President alone or any two directors and the President or any two Directors shall sign every instrument to which the Seal of the Association is so affixed in their presence.