

The Royal St. John's Regatta Committee, Inc.

CONSTITUTION

(Dated May 12, 2022)



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Land Acknowledgement:

The Royal St. John's Regatta Committee respectfully acknowledges the territory in which we gather as the ancestral homelands of the Beothuck and the Island of Newfoundland as the ancestral homelands of the Mi'kmaq and Beothuck. The Committee also recognizes the Inuit of Nunatsiavut and NunatuKavut and the Innu of Nitassinan, and their ancestors, as the original people of Labrador. We strive for respectful relationships with all the peoples of this beautiful province.

BY-LAW No. 1

A by-law relating generally to the conduct of the affairs of The Royal St. John's Regatta Committee, Inc. (the "Corporation") whose mission is "to promote the sport of fixed seat rowing in the City of St. John's" and "to organize and execute the Annual Royal St. John's Regatta" in perpetuity so that this event maintains the reputation as the "oldest continuing sporting event in North America", having first been held in the year of 1818.

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 – GENERAL

1.1 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

Act: means "The Corporations Act, SN, 1990 c36" and any other act or statute incorporated therewith or amending the same, or any act or statute substituted therefore. Unless the context requires otherwise, all words used in this Constitution shall have the meaning given to such words in the Act. The Articles used in this Constitution are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the Act or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions of the Act.

Articles: means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.

Any determination or other action by the Board of Directors: means a determination or other action by or pursuant to a resolution passed at a meeting of the Board of Directors, or by or pursuant to a resolution approved by all Directors as evidenced by their signatures and attached thereto.

Board: means the Board of Directors comprising members of the Corporation in good standing who are elected from time to time in accordance with Article 5 of this By-law and **director** means a member of the Board of Directors.

By-law: means this By-law and any other By-laws of the Corporation as amended and which are, from time to time, in force and effect.

Corporation: means "The Royal St. John's Regatta Committee" incorporated on November 13, 1937, with Incorporation Number 1547.

Financial instrument: means, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and instruments of proxy.

Member: includes the three categories of members as outlined in section 2.1

Meeting of members: includes a general meeting of members, an annual meeting of members or a special meeting of those members entitled to vote.

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.3 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation, shall be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.5 Financial Year End

The financial year-end of the Corporation shall be October 31 or as the Board may from time to time determine.

1.6 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Treasurer of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize. The signing officers of the Corporation's bank accounts shall include the Treasurer and at least one other Officer of the Corporation.

ARTICLE 2 – MEMBERSHIP IN THE CORPORATION

2.1 Categories of Membership

There shall be three (3) categories of membership in the Corporation, namely:

2.1.1 Regular Voting Members to a maximum of fifty (50) voting members

2.1.2 Honorary Life non-voting Members, and

2.1.3 Honorary Regatta Day non-voting Members

2.2 Nomination of Regular Voting Members

- 2.2.1 Any person ordinarily resident in the province of Newfoundland and Labrador who is of legal age pursuant to the act and who supports the Mission of the Corporation and who satisfies any other membership requirements that the Board of Directors may establish from time to time, shall be eligible to apply for election as a Regular Voting Member of the Corporation.
- 2.2.2 Applications shall be made on the Application for Membership Form prescribed by the Board as found on the Regatta website.
- 2.2.3 Applications must be submitted to the Chair of the Membership Committee. The Membership Committee shall review each application and taking into account that membership in the Corporation is a privilege that carries with it important responsibilities, shall submit a written recommendation to the Board with supporting biographical and other required evidence on the suitability of each candidate.
- 2.2.4 The Board may consult widely and after taking into consideration the recommendations of the Membership Committee, shall forward to all members of the Corporation a list of Candidates for Election at least 15 days before a general meeting of members.

2.3 Election of Regular Voting Members

- 2.3.1 Elections to fill any vacancies and thus bring the number of regular members up to a maximum of fifty (50) members may be held at any general meeting of members of the Corporation.
- 2.3.2 Each Candidate for Election shall, at the appropriate meeting, be proposed by the Chair of the Membership Committee and seconded by a regular voting member. The Chair of the Membership Committee shall circulate a brief biography of each Candidate and may speak in support of the recommendation of the Committee.
- 2.3.3 Candidates proposed under 2.3.2 shall be elected by secret ballot, *unless* the total number of Candidates for Election plus the total number of current voting members does not exceed fifty (50), in which case all Candidates for Election shall be declared elected by acclamation. Candidates for Election are elected when the meeting Chair declares them elected and the result is recording in the minutes of the meeting.
- 2.3.4 Regular voting members elected under 2.3.3 shall serve for one year, at the end of which, the Board in consultation with the Membership Committee, shall based upon member's overall performance and contribution to the corporation, either confirm the member as a Regular Member of the Corporation or shall terminate membership in the Corporation.

2.4 Honorary Life Membership

- 2.4.1 The Board may recommend to a general meeting of members of the Corporation the appointment of any person who has provided exemplary service to the Corporation as an Honorary Life Member. The recommendation is subject to approval by a majority vote at a general meeting of members.
- 2.4.2 The Board may recommend to a general meeting of members of the Corporation the appointment of a Past President as the Honorary Life President of the Corporation. This recommendation is subject to approval by at least a seventy-five percent (75%) majority vote of members attending a general meeting of members.
- 2.4.3 The Board may recommend to a general meeting of members the appointment of a Past President or general Member of the Corporation as an Honorary Life Member upon that member's resignation from the Committee.
- 2.4.4 Honorary Life Members shall be given the opportunity to serve as an Official and perform other assigned duties for Regatta Committee events and attend, but shall not be entitled to vote at a Meeting of Members.

2.5 Honorary Regatta Day Members

- 2.5.1 The Board may appoint Honorary Regatta Day members
- 2.5.2 Those recommended shall normally consist of community leaders and any other citizens on whom the Board may wish to confer this honor.
- 2.5.3 The Board shall invite the Lieutenant Governor of Newfoundland and Labrador to be the Honorary Patron of the Corporation and the Premier of Newfoundland and Labrador and the Mayor of the City of St. John's to be the Honorary Regatta Day Presidents.

ARTICLE 3 – TERMINATION OF MEMBERSHIP

3.1 Membership in the Corporation shall be terminated when the:

- 3.1.1 Members dies.
- 3.1.2 Member resigns by delivering a written resignation to the Secretary in which case such resignation shall be effective on the date specified in the resignation letter.
- 3.1.3 Corporation is liquidated or dissolved under the Act.
- 3.1.4 Member is terminated as specified in 3.2.4

3.2 Discipline of Members

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- 3.2.1 violating any provision of the articles, by-laws or written policies of the Corporation.
- 3.2.2 carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.
- 3.2.3 for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- 3.2.4 in the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

ARTICLE 4 – MEETING OF MEMBERS

4.1 Notice of Meeting of Members

4.1.1 General Meetings

4.1.1.1 In each calendar year a minimum of five (5) general meetings of Members of the Corporation shall be scheduled by the Board and one additional which shall be designated as the Annual General Meeting.

4.1.1.2 The Annual General Meeting shall be held not later than January 31st of each year at a time and place determined by the Board.

4.1.1.3 The business of the Annual General Meeting shall include:

- a) the receiving of written and verbal reports from the President, the Secretary and the Treasurer
- b) the receiving of written and verbal reports from the Chairs of Standing Committees including the Chair of the Nominating Committee
- c) the election of Members to the Board of Directors
- d) the appointment of auditors and banking institution for the next fiscal year

4.1.2 Meetings of Members

4.1.2.1 the Secretary shall give at least seven (7) days' notice for any General Meeting of Members of the Corporation

4.1.2.2 meeting notices shall state the time and place of such meeting or joining instructions for an electronic meeting and shall include an agenda for such meeting and the minutes of the previous meeting

4.1.2.3 the Board of Directors may establish a meeting schedule for all General Meeting of Members which shall be communicated to all voting Members of the Corporation

4.1.2.4 in the absence of the President, the Vice President shall act as the Chair of a General Meeting, or in absence of both the President and Vice President, a Regular Voting Member chosen by a vote at the meeting shall chair the meeting

4.1.2.5 if the business of any General Meeting is not completed, the business may be carried over to the next scheduled General Meeting or with the approval of a majority of Regular Voting Members present, may be adjourned to a future place and time.

4.2 Absentee Voting

There shall be no proxy, mail, telephone or electronic voting by members unable to attend the Meeting of Members except as specified in Article 9.

4.3 Persons Entitled to Participate

The only persons entitled to participate at a Meeting of Members shall be those Members entitled to vote as specified in Article 2 and such other persons who may be entitled or required to participate under any provision of the Act or articles or By-laws of the Corporation. Other invited persons may attend the Meeting of Members as observers and, at the discretion of the chair of the meeting, may be permitted to speak.

4.4 Quorum

A quorum at any meeting of Members shall be twenty (20) Regular Voting Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. A vote shall not proceed without a quorum being present.

4.5 Votes to Govern

At any meeting of Members every question shall, unless otherwise provided by the articles or By-laws or by the Act, be determined by a majority of the votes cast on the question by regular voting Members. In case of an equality of votes either on a show of hands or on a secret ballot or on the results of electronic voting, the chair of the meeting (who normally shall not vote) shall cast the deciding vote.

4.6 Rules of Order

Proceedings of meetings of Members, meetings of Directors and Committee meetings shall be governed by *Robert's Rules of Order* (latest edition), unless otherwise specified by By-law or the Act.

ARTICLE 5 – ELECTION AND TERM OF OFFICE OF DIRECTORS

5.1 There shall be a Board of Directors which shall consist of:

- 5.1.1 the Officers as specified in Article 7
- 5.1.2 the immediate Past President who shall normally chair the Nominating Committee
- 5.1.3 at least six (6) regular voting Members, each of whom, in accordance with Article 5.3.7 shall be appointed by the Board to serve as Chair of one of the following Standing Committees:
 - 5.1.3.1 Boathouse and Pond/Property
 - 5.1.3.2 Corporate Sponsorship
 - 5.1.3.3 Ground Space
 - 5.1.3.4 Hospitality
 - 5.1.3.5 Communications
 - 5.1.3.6 Rowing

5.2 Members of the Board Shall:

- 5.2.1 be elected by those Regular Voting Members present at an Annual General Meeting of the Corporation.
- 5.2.2 hold office of the positions of President and Vice-President respectively for which each was elected for at most two (2) consecutive one-year terms to expire at the close of the Annual General Meeting following the initial election.
 - 5.2.2.1 be eligible to be nominated for an additional term of office provided at least one (1) year has elapsed subsequent to a previous term.

5.3 The Board of Directors

- 5.3.1 shall manage the day-to-day activities and affairs of the Corporation, subject to the articles and any unanimous member agreement.
 - 5.3.2 may, by recommendation, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such recommendations shall be submitted at the next general meeting of Members and the Members may, by ordinary resolution, confirm, reject, amend or repeal any proposed By-law amendment.
 - 5.3.3 meet at the request of the President or at the request of at least four (4) Members provided that each Member of the Board has been given notice of such meeting.
 - 5.3.4 Board decisions shall be by a majority vote of those present and voting
 - 5.3.5 fill any vacancies on the Board of Directors due to death, resignation, removal or otherwise, by appointment to serve until the next Annual General Meeting of the Corporation
 - 5.3.6 the Board may appoint a standing or ad-hoc committee or other advisory body, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.
- 5.4** The Board of Directors may from time to time appoint agents or attorneys to act on behalf of the Corporation with powers of management, administration or otherwise as the Board of Directors may specify.
- 5.5** The Board of Directors may appoint an Executive Director/General Manager and may delegate to the Executive Director/General Manager authority to manage and direct the business and affairs of the Corporation as permitted by the Act.
- 5.6** Directors shall be Regular Members of the Corporation and:
- 5.6.1 who have not been declared incompetent by a court in Canada or
 - 5.6.2 who do not have the status of a bankrupt
 - 5.6.3 who have not been convicted of criminal offence related to fraud, theft or dishonesty

5.7 The Voting Members of the Corporation may by ordinary resolution at a special meeting remove any director or directors from office and elect director(s) to fill the vacancy or vacancies so created.

5.8 Directors shall serve without remuneration, but may be reimbursed for any reasonable out-of-pocket expenses incurred in the performance of his/her duties.

ARTICLE 6 – MEETINGS OF DIRECTORS

6.1 Calling of Meetings

Meetings of the Board of Directors may be called at any time by the President of the Corporation, the Vice-President of the Corporation or any two (2) Directors. Meetings of the Board may be either in person or by video/teleconference.

6.2 Notice of Meeting

Notice of the time and place or the video/teleconference log-on procedure for the holding of a meeting of the Board shall be given not less than seven (7) days before the date of the scheduled meeting in the manner provided in Article 4 of this By-law to every Director of the Corporation.

6.3 Votes to Govern

At meetings of the Board a quorum shall consist of fifty percent plus one (50% + 1) Members including at least one of the President or Vice-President. At each meeting every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall cast a deciding vote.

6.3.1 The quorum must be maintained for any voting to be official.

6.4 Minutes of Meetings

Minutes of a Board of Directors' meeting shall be circulated to the General Membership as determined by the Board.

ARTICLE 7 – OFFICERS AND DUTIES

7.0 Officers

The Officers of the Corporation shall be the President, the Vice-President, the Treasurer and the Secretary.

Unless otherwise specified by the Board, which may modify, restrict or supplement such duties and powers, the Officers of the Corporation shall have the following duties and powers associated with their positions.

7.1 President

The President of the Corporation shall:

- 7.1.1 be responsible for implementing the strategic plans and policies of the Corporation and shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- 7.1.2 be the official spokesperson for the Corporation
- 7.1.3 preside at all meetings of the Board and of the meetings of Members, unless absent.
- 7.1.4 be an ex-officio member of all Board committees.

7.2 Vice-President

The Vice-President of the Corporation shall:

- 7.2.1 assume the responsibilities of the President in the absence or incapacity of the President to perform his/her duties
- 7.2.2 assume such other responsibilities and duties as the Board may from time to time assign
- 7.2.3 be the Captain of the Course/Official Race Coordinator for all Regatta Committee rowing events during the elected term of office.
- 7.2.4 be an active member of the Rules Committee.

7.3 Treasurer

The Treasurer shall be the Chief Financial Officer of the Corporation and shall:

- 7.3.1 keep full and accurate records of all assets, liabilities, receipts and disbursements of the Corporation in the Corporation's accounting records and shall deposit or cause to be

deposited all monies, liquid financial instruments (if applicable) and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company as may be designated by the Board from time to time

- 7.3.2 disburse the funds of the Corporation as may be directed by the Board taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meetings of the Board or whenever either may require it, an accounting of all transactions and other financial statements or financial information as deemed necessary by the Board from time to time. The financial statements shall be prepared in accordance with Canadian accounting standards for not-for-profit organizations as set out in Part III of the *Canadian Professional Accountants Handbook* as amended from time to time.
- 7.3.3 present to the Board for its approval and for forwarding to the Annual General Meeting of Members the audited financial statements, including the audit report thereon, for the preceding financial year. The audited financial statements shall be distributed to Voting Members at least ten (10) days prior to the scheduled date of the Annual General Meeting of Members and shall include:
 - 7.3.3.1 a statement of financial position
 - 7.3.3.2 a statement of operations
 - 7.3.3.3 a statement of changes in net assets
 - 7.3.3.4 a statement of cash flows
 - 7.3.3.5 the report of the auditor
- 7.3.4 prepare for approval of the Board and presentation at a General Meeting of Members a budget for the current financial year and a proposed budget for the following financial year.
- 7.3.5 recommend to the Board for approval and forwarding to the Annual Meeting of Members the person to be appoint auditor for the current fiscal year. The auditor must be a licenced public accountant in accordance with and as defined in the Chartered Professional Accountants and Public Accountants Act. SNL 2014, C10.1. The auditor is entitled to attend the Annual General Meeting of Members at the expense of the Corporation and be heard on matters relating to his/her duties.
- 7.3.6 ensure that the bank accounts of the Corporation are kept in accordance with section 1.6 and that all financial policies and processes approved by the Board are complied with.

7.4 Secretary

The Secretary shall be responsible to:

- 7.4.1 attend and be the Secretary or arrange a replacement for all meetings of the Board and General Meetings of Members
- 7.4.2 enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings to be available to the President or any other Officer whenever requested and to distribute the compiled minutes to the membership as determined by the Board
- 7.4.3 give, or cause to be given, in accordance with Articles 4 and 6, notices to Members, Directors, the auditor and members of committees either in writing or electronically
- 7.4.4 be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation, including
 - 7.4.4.1 the register of the names and contact information of all Members
 - 7.4.4.2 the names, contact information and complete postal addresses of all Directors
- 7.4.5 to notify Directors of any changes in the contact information of Directors and of any changes in By-laws approved by Members at a General Meeting
- 7.4.6 submit an updated list of Officers and any other information pursuant to the requirements of the Corporation Act.

ARTICLE 8 – AMENDMENTS TO THE CONSTITUTION

- 8.1 This Constitution may be amended by a vote of a majority of Regular Voting Members present and voting at a General Meeting of the Corporation.
- 8.2 Notice of any proposed amendments shall be forwarded to the Secretary in writing at least sixty (60) days prior to a scheduled General Meeting.
- 8.3 The Secretary shall refer any proposed amendment to the Constitution Committee, which shall consider any proposed amendment expeditiously and submit recommendations to the Board.

8.4 The Secretary shall give at least twenty-one (21) days' notice of motion to the Members of the Corporation for any proposed amendment to the Constitution.

ARTICLE 9 – DISSOLUTION

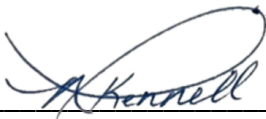
9.1 The Corporation may be dissolved upon a two-thirds (2/3) majority vote of the voting membership present in person or by proxy (filed with the Secretary or designate prior to the commencement of the meeting), at a Special General Meeting called for such purpose.

9.2 Upon dissolution, after payment of all its debts and liabilities, upon a similar two-thirds (2/3) majority vote at a Special General Meeting as in Article 9.1, the remaining property of the Corporation shall be distributed as the membership shall direct to organizations in Newfoundland and Labrador the undertakings of which are charitable or beneficial to the community and of complementary purpose to the aims of the Corporation

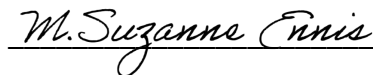
ARTICLE 10 – EFFECTIVE DATE

10.1 Subject to matters requiring a special resolution, this By-law shall be effective when approved by the Board of Directors and ratified by a meeting of members.

10.2 CERTIFIED to be By-law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 29 day of June, 2022 and confirmed by the Voting Members of the Corporation by special resolution on the 6 day of July, 2022. Dated as of the 21 day of July, 2022.



President
Noelle Thomas-Kennell



Secretary
Susie Ennis