

# THE ROYAL ST. JOHN'S REGATTA COMMITTEE CONSTITUTION

## **Article 1: *Definitions and Abbreviations***

In this Constitution, the following understandings, definitions and abbreviations are used:

- 1.1 “**Corporation**” means "The Royal St. John's Regatta Committee", which was incorporated on November 13, 1937 with Incorporation Number 1549.
- 1.2 “**Act**” means "The Corporations Act, S.N., 1986 c 42" and any other act or statute incorporated therewith or amending the same, or any act or statute substituted therefor. 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.
- 1.3 Whenever reference is made to any determination or other action by the Board of Directors, such shall mean 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 attached thereto.
- 1.4 The term "**financial instrument**" as used herein shall, 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.
- 1.5 “**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 9 of this Constitution.

## **Article 2: *Name***

- 2.1 The Name of the Corporation shall be the **Royal St. John's Regatta Committee Inc.**

## **Article 3: *Offices***

- 3.1 The registered office of the Corporation shall be in the **City of St. John's**, in the Province of Newfoundland and Labrador and its address shall be as the Board of Directors may from time to time determine.

## **Article 4: *Corporate Seal***

- 4.1 The Corporate Seal of the Corporation shall be in a form as the Board of Directors may from time to time determine.

## **Article 5: *Mission***

- 5.1 The Mission of the Corporation is "**to promote the sport of fixed seat rowing in the City of St. John's**" and "**to organize 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 1826.

## **Article 6: *Membership in the Corporation***

### **6.1 Categories of Membership:**

- 6.1.1 There shall be three categories of membership in the Corporation, namely:  
(i) **Regular** members; (ii) **Honorary Life** members; and (iii) **Honorary Regatta Day** members.

- 6.1.2 The number of **Regular** members at any given time shall not exceed fifty (50).

### **6.2 Nomination of Regular Members:**

- 6.2.1 Any person ordinarily resident in the province of Newfoundland and Labrador of any nationality, race, colour, religion or sex who is at least 19 years of age, 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 for **nomination** as an **regular member** of the Corporation.

- 6.2.2 Nominations by at least **two** regular members of the Corporation shall be made on the **Application for Membership Form** prescribed by the Board.

- 6.2.3 Nominations must be submitted to the **Secretary** at least 30 days prior to any General Meeting in order to be considered at that meeting.

- 6.2.4 The Secretary shall forward all nominations to the **Membership Committee** which shall review each nomination and taking into account that election as an Regular Member of the Corporation is a privilege which carries with it important responsibilities, shall make a recommendation to the Board, with supporting evidence, on the suitability of each nominee.

- 6.2.5 The Board shall consult widely and taking into consideration the recommendations of the Membership Committee, but not being bound by same, shall forward to the General Meeting a list of **Candidates for Election**, which may or may not contain the names of all candidates nominated under clauses 6.2.1 and 6.2.2 above;

6.2.6 The Board shall, prior to any election, provide the general meeting with the following information:

6.2.6.1 the total number of nominations received by the Secretary;

6.2.6.2 the total number of nominations being brought forward by the Board;

6.2.6.3 any other information that the Board may deem appropriate in support of its recommended list of candidates for election.

### 6.3 **Election of Regular Members:**

6.3.1 Elections to fill any vacancies and thus bring the number of Regular members up to a maximum of 50 may be held at any scheduled general meeting of the Corporation.

6.3.2 Each **Candidate for Election** shall, at the appropriate meeting, be proposed and seconded by those Regular Members who signed the original Nomination Form, unless the Candidate agrees that other Regular members may do so, and both the Proposer and Secunder may speak for at most one minute each in support of the Candidate for Election.

6.3.3 In order for a Candidate for Election to be included on the **Ballot for Election**, the Candidate must first receive the support of at least 50 percent plus one of the Regular Members present in a **qualifying vote**.

6.3.4 Those Candidates who satisfy Clause 6.3.3 shall be elected by **Secret Ballot**, *unless* the total number of Candidates for Election resulting from the **qualifying vote** plus the total number of current Ordinary Members does **not** exceed 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 recorded in the minutes of the meeting.

6.3.5 Regular Members elected under Clause 6.3.4 shall serve as Regular Members for **one year**, at the end of which, the Board in consultation with the Membership Committee shall, based upon the members overall performance and contribution to the Corporation, shall either **confirm** the member as a Regular Member of the Corporation or shall terminate membership in the Corporation.

### 6.4 **Honorary Life Membership:**

6.4.1 The Board may, at any General Meeting, appoint any person, who has provided exemplary service to the Corporation over a number of years, as an Honorary Life Member.

6.4.2 Honorary Life Members shall be given the opportunity to serve as an Official for all Regatta Committee events.

## 6.5 Honorary Regatta Day Members:

- 6.5.1 The Board may, at any General Meeting, appoint Honorary Regatta Day members for the next Annual Regatta.
- 6.5.2 The names of those recommended shall normally consist of those citizens who have historically been appointed as such members or any other special guest on whom the Board may wish to confer this honour.

## Article 7: *Financial Year*

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

## Article 8 : *Officers and Duties*

- 8.1 **Officers:** The Officers of the Corporation shall be :

- 8.1.1 the President
- 8.1.2 the Vice-President
- 8.1.3 the Treasurer
- 8.1.4 the Secretary

- 8.2 **President:** The President shall:

- 8.2.1 be the **Chief Executive Officer** of the Corporation;
- 8.2.2 be the official spokesperson for the Corporation;
- 8.2.3 preside at all:
  - 8.2.3.1 General Meetings of the Corporation;
  - 8.2.3.2 meetings of the Board of Directors;
  - 8.2.3.3 meetings of the Executive Committee;

- 8.2.4 be a member ex-officio of all sub-committees of the Corporation.

- 8.3 **Vice-President:** The Vice-President shall:

- 8.3.1 assume the responsibilities of the President in the absence or incapacity of the President to perform his/her duties;
- 8.3.2 assume such other responsibilities and duties as the Board may from time to time assign;
- 8.3.3 be the Captain of the Course for all Regatta Committee events.

- 8.4 **Treasurer:** The Treasurer shall:

- 8.4.1 be the **Chief Financial Officer** of the Corporation;
- 8.4.2 manage the finances of the Corporation;
- 8.4.3 report on a quarterly basis to the Board on the financial state of the Corporation;
- 8.4.4 submit an audited financial report at each Annual General meeting of the

- Corporation;
- 8.4.5 recommend, at each Annual General Meeting, the appointment of Auditors to conduct the annual audit of the books of the Corporation;
  - 8.4.6 ensure that the bank accounts of the Corporation are kept in such financial institutions as the Board may from time to time determine. Cheques and other financial instruments may be endorsed by such officers or other persons appointed by the Board from time to time. Any signing officer may affix the Corporate Seal to any financial instrument requiring the same.
- 8.5 **Secretary:** The Secretary shall be responsible for:
- 8.5.1 the records and correspondence of the Corporation;
  - 8.5.2 ensuring that complete minutes of meetings of the Board and all General meetings of the Corporation are recorded and compiled for distribution to the membership as required and that such Minutes are kept in a Minute Book available to the President or any other Officer whenever requested;
  - 8.5.3 informing and/or reminding the membership of any scheduled meeting either in writing, by phone/fax, or by e-mail.
  - 8.5.4 in consultation with the President, preparing and circulating the agenda for all meetings.
  - 8.5.5 submitting an up-dated list of Officers and any other information pursuant to the requirements of the Corporation Act.

#### **Article 9: Board of Directors**

- 9.1 There shall be a Board of Directors of the Corporation which shall consist of:
- 9.1.1 the Officers;
  - 9.1.2 the immediate Past President, who shall Chair the Nominating Committee;
  - 9.1.3 at least four Regular Members, who shall assume overall responsibility for one of the following major areas:
    - 9.1.3.1 Operations;
    - 9.1.3.2 Administration;
    - 9.1.3.3 Ways and Means;
    - 9.1.3.4 Promotions.
- 9.2 The Members of the Board shall:
- 9.2.1 be elected by those Regular members present and voting at each Annual General

Meeting of the Corporation;

- 9.2.2 hold office in the position to which each was elected until the next Annual General Meeting
- 9.3 Any member of the Board may be removed from office by a **two-thirds** majority vote of those Board members present and voting at a meeting of the Board of Directors. Any such removal shall be effective immediately.
- 9.4 The Board of Directors shall:
  - 9.4.1 be responsible for the day to day operation of the Corporation;
  - 9.4.2 have the power to delegate such authority to standing committees or to such other ad-hoc committees as the Board may from time to time establish;
  - 9.4.3 meet at the request of the President or at the request of at least four members provided that each member of the Board has been given notice of such meeting.
  - 9.4.4 decide any question put before it by a majority vote of those present and voting.
  - 9.4.5 maintain a quorum consisting of five (5) members;
  - 9.4.6 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.
- 9.5 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.
- 9.6 The Board of Directors may appoint an Executive Director and may delegate to the Executive Director authority to manage and direct the business and affairs of the Corporation as permitted by the Act, and to perform any other duties as may from time to time be specified.

**Article 10: *Honorary Patron and Honorary President***

- 10.1 The Lieutenant Governor of Newfoundland and Labrador shall be invited to be the Honorary Patron of the Corporation.
- 10.2 The Mayor of the City of St. John's shall be invited to be the Honorary President of the Corporation.

**Article 11: *Standing Committees***

- 11.1 The Board may establish such Standing Committees as it deems necessary from time to time, and shall provide a written mandate for each such Committee.

- 11.2 The Board, from time to time, shall appoint such members to each Standing Committee as it deems appropriate;
- 11.3 The Board may appoint such other Ad-Hoc Committees as it deems necessary from time to time, to hold office at the pleasure of the Board, and to act in an advisory capacity to the Board as outlined in the mandate given by the Board, provided that no such Ad-Hoc Committee shall perform any duty that conflicts with the mandate of any Standing Committee;
- 11.4 The Membership Committee shall be appointed annually by the Board and shall consist of at least three and at most five persons. Pursuant to Article 6.2.4, the Membership Committee shall recommend to the Board the names of suitable candidates for Regular Membership in the Corporation. Further, the Membership Committee shall annually review the performance of all Regular Members of the Corporation and make appropriate recommendations to the Board, which if accepted by the Board, may lead to suspension or termination of membership of any Regular Member whose performance is deemed to be unsatisfactory. The Board need not give any reasons for any decision made on such matters.

## **Article 12: Meetings**

### **12.1 General Meetings:**

- 12.1.1 There shall be at least four (4) General Meetings of the Corporation in each calendar year, one of which shall be designated by the Board as the Annual General Meeting.(AGM).
- 12.1.2 The AGM shall be held not later than January 31st of each year at a time and place determined by the Board.
- 12.1.3 The business of the Annual General Meeting shall include:
- 12.1.3.1 the receiving of Reports from the President, the Secretary, the Treasurer, and the Chair of the Nominating Committee;
  - 12.1.3.2 the Election of the Board of Directors;
  - 12.1.3.3 the appointment of Auditors for the current year;

### **12.2 Notice of Meetings:**

- 12.2.1 The Secretary shall give appropriate notice for any General Meeting of the Corporation;
- 12.2.2 Meeting notices shall state the time and place of such meeting and shall include an agenda for such meeting;
- 12.2.3 The Board of Directors may establish a meeting schedule for all General Meetings which shall be forwarded to all members of the Corporation and

which shall be considered to constitute the required notice specified in 2(a) above.

- 12.2.4 All members of the Corporation as specified in Article 6 of this constitution shall be entitled to attend any General Meeting of the Corporation and any other person who is entitled or required under any provision of the Act or any provision of this constitution.
- 12.2.5 Any resolution presented at a General Meeting shall be disposed of by a majority vote of Regular members present and voting. Voting may take place by a show of hands or by secret ballot at the call of the Chair. In the case of a tie vote, the Chair may cast a second vote. The Chair shall declare the outcome of any vote, which shall terminate debate of the resolution.
- 12.2.6 In the absence of the President, the Vice-President shall be the Chair of a General Meeting, or in the absence of both the President and First Vice-President, an Regular Member chosen by a vote at the meeting shall Chair the meeting.
- 12.2.7 The quorum of a General meeting shall be fifteen (15) Ordinary Members.
- 12.2.8 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 members present and voting, may be adjourned to a future time and date.

### **Article 13: *Amendments to the Constitution***

- 13.1 This constitution may be amended by a vote of a majority of Regular members present and voting at an General meeting of the Corporation.
- 13.2 Notice of any proposed amendments shall be forwarded to the Secretary in writing at least sixty (60) days prior to a scheduled Annual General Meeting.
- 13.3 The Secretary shall refer any proposed amendment to the Constitution Committee, which shall consider any proposed amendment expeditiously and submit recommendations to the Board;
- 13.4 The Board shall give at least twenty-one (21) days notice of motion for any proposed amendment to the Constitution. .

### **Article 14: *Effective Date***

- 14.1 This Constitution shall be known as the Royal St. John's Regatta Committee Constitution, 2000 and shall replace any previous Regatta Committee Constitution and/or By-Laws.
- 14.2 This Constitution shall come into force and take effect, subject to confirmation by a majority

of the Regular Members present and voting at a General Meeting of the Corporation called for this purpose and in accordance with the Act, and upon enactment by the Board of Directors of the Corporation.

**ENACTED by the Board of Directors of the Corporation the 12 day of January 2000.**

**Paul Campbell  
President**

**Jill Kelly  
Secretary**