



SPECIAL MEETING OF MEMBERS
FEBRUARY 22, 2023
VIA ZOOM CONFERENCE

MINUTES

PRESENT:

RCA Board of Directors:

Carol Purcer	President and Director
Tom Hawker	Treasurer and Director
Lindsay Bergen	Athlete Director
Derek Ventnor	Provincial Director
Dana Thorne	Director at Large
Fred Enns	Director at Large
Paul Fritz-Németh	Director at Large

RCA Staff and Scrutineer:

Terry Dillon	Chief Executive Officer
Jennifer Fitzpatrick	Director of Partnerships and Member Services
Sid Murdoch	Secretary
Ren Thompson	Communications Coordinator
Data on the Sport	Scrutineer

The following RCA Members were present and in good standing:

Member Club or Association	Weight	Proxy
Alberta Rowing Association	1	
Antigonish Rowing Club	2	
Argonaut Rowing Club	6	
Association quebecoise d'aviron	1	
Aviron Knowlton Inc.	3	
Aviron Lachine	3	Proxy
Barrie Rowing Club Inc	3	
Branksome Rowing	1	
Brock Rowing	1	
Brockville Rowing Club Inc.	1	
Burnaby Lake Rowing Club	3	

Burnstown Rowing Club	2	Proxy
Calgary Rowing Club	6	
Cambridge Rowing Club	2	
Canadian Henley Regatta Joint Commission Corp	1	Proxy
Canadian Henley Rowing Corporation	1	
Canadian Indoor Rowing Association	1	Proxy
Canadian Secondary Schools Rowing Association	1	
Cascadia Regatta Association	1	
Central Alberta Rowing Club	2	Proxy
Central Ontario Rowing Association	1	
Club d'Aviron D'Alma	2	Proxy
Club d'aviron de l'Universite de Montreal	2	
Club d'Aviron de Laval	2	Proxy
Club d'aviron de Montreal	4	
Club d'aviron de Sherbrooke	1	
Club d'aviron Terrebonne	3	
Club d'Aviron Waterloo	2	Proxy
Club d'aviron de Boucherville	3	
Collingwood Rowing Club	1	
Deep Cove Rowing Club	3	
Delta Deas Rowing Club	4	
Dominion Day Regatta Association	1	
Don Rowing Club	5	
Durham Rowing Club	2	
Edmonton Rowing Club	4	
False Creek Rowing Club	3	
Fort Langley Community Rowing Club	2	
Fort Langley Youth Rowing Society	2	
Four Bridges Rowing Club	1	
Fraser Valley Rowing Club	1	
Georgian Bay Rowing Club	2	
Gorge Narrows Rowing Club	4	
Greater Victoria Youth Rowing Society	5	
Guelph Rowing Club	4	
Haldimand Grand River Rowing Club	1	
Hanlan Boat Club	4	
Havergal Rowing Club	1	
Inlet Rowing Club	3	
Island Lake Rowing Club	3	

Kamloops Rowing Club	1	
Kelowna Rowing Club	2	
Kennebecasis Rowing Club	3	
Kenora Rowing Club	1	
Kingston Rowing Club	3	
Lakeland Rowing Club	2	
LaSalle Rowing Club	3	
Leander Boat Club of Hamilton	4	
Leduc Boat Club	1	
Lillooet rowing club	1	
Lloydminster Rowing Club	2	
London Western Rowing Club	3	
Manitoba Rowing Association Inc.	1	
Maple Bay Rowing Club	3	
McGill University Rowing	1	
Muskoka Rowing Club	1	
Nanaimo Rowing Club	3	
Niagara Falls Rowing Club	3	
Niagara Rowing School	1	
Notre Dame Rowing Club	3	
North Star Rowing Club	2	
Ontario Adventure Rowing Association	1	Proxy
Open Aviron Coastal Rowing Association (OARCA)	1	
Orillia Rowing Club	2	
Ottawa New Edinburgh Club	3	
Ottawa Rowing Club	5	
Peterborough Rowing Club	4	
Prairie Fire Rowing Club	1	
Prince Albert Drifters Rowing Association	1	
Queen's University Rowing Club	2	
Regina Rowing Club	3	
Ridley College School	2	
Ridley Graduate Boat Club	2	
Rockies Rowing	1	
Row Nova Scotia	1	
Row Ontario	1	
Rowing BC	1	
Rowing New Brunswick Aviron	1	
Rowing Newfoundland	1	

Rowing PEI	3	
Rowing Prince Edward Island	1	
Royal Military College	1	
Salt Spring Island Rowing Club	2	
Saskatchewan Rowing Association Inc.	1	
Saskatoon Rowing Club	4	
Shawnigan Lake School	3	
Shuswap Rowing and Paddling Club	1	
South Niagara Rowing Club	4	
St. Catharines Rowing Club	5	
St. Catharines World Rowing	1	Proxy
St. George's School	3	
St. Michaels University School	1	
Sudbury Rowing Club	1	
Thunder Bay Rowing Club	2	
Thunder Rowing Crew	3	
Toronto Sculling Club	1	
University of Alberta Rowing Team	2	Proxy
University of Calgary Rowing Club	2	
University of Toronto Rowing	2	
University of Victoria RC	3	
University of Western Ontario Boat Club	3	
Upper Canada College Rowing	1	
Vancouver Rowing Club	5	
Vernon Rowing and Dragon Boat Club	3	
Victoria City Rowing Club	5	
Victoria Rowing Society	1	
Welland International Flatwater Centre	1	
Wellington Sculling Club	1	
Winnipeg Rowing Club	3	

Opening Remarks:

Director Thorne opened the meeting at 5:30 p.m. PST with an overview of the virtual meeting.

The meeting was conducted via zoom conference.

Members were advised to place their questions or comments within the Q & A function and to use the Raise Hand function to be recognized by the Chair.

Questions or comments considered by the Chair were limited in scope to the 2 motions as included in the Special Meeting of Members Agenda.

Chair of the Special Meeting:

Lindsay Bergen, Athlete Director, was appointed as Chair of the Special Meeting on February 19th by the RCA Board.

1. Call to Order

The Special Meeting of Members was called to order by the Chair, Lindsay Bergen, at 5:45 p.m. PST followed by a territorial acknowledgement.

Members were reminded that the Special Meeting of Rowing Canada Aviron was convened at the request of at least 5% of the membership to consider two motions.

Voting at the Special Meeting:

Each voting member in good standing was invited to confirm one designated voting representative in advance and members were entitled to vote in person or by proxy.

Voting was by online ballot and management of the online voting process was overseen by Data On The Spot.

The Notice of the Special Meeting and Agenda was sent by electronic communication to all members on January 9, 2023.

2. Establishment of a quorum

The credentials of the meeting participants were verified by the scrutineers as overseen by the Secretary.

Roll Call:

Members were requested to open their voting credential email message and to cast their online roll call ballot.

Quorum:

There were 142 total members in good standing representing 306 total weighted votes. A quorum is 154 votes.

119 members were registered for the meeting, in person or by proxy, representing 246 votes.

A quorum was verified by the Secretary under article 5.12 of the By-laws.

3. Identification of the scrutineer

The Scrutineer for the Special Meeting was the firm "Data On The Spot (DOTS)," appointed by the RCA Board on February 19th in accordance with Section 6.3 of the By-laws.

DOTS was responsible for ensuring that votes were properly exercised and counted under the supervision of the Secretary. Members voted on 2 motions that were included within the requisition as submitted by at least 5% of the membership.

4. Rules of Procedure

The 2 motions considered at the meeting were submitted with the requisition by certain members in accordance with the *Canada Not-for-profit Corporations Act*; as a result, the motions were not required to be moved and seconded.

All participants logged into meeting were muted. Only voting members or their representatives were entitled to be recognized and to speak during the meeting following the submission of a question or comment through the zoom Q & A function. Questions or comments were limited to the 2 motions within the agenda.

5. Motion 1 (as provided by the Members requesting the meeting):

The Chair read the following motion:

Motion 1: To remove the RCA Board (other than the Athlete Director who is elected by the National Team athletes).

Response to the motions by the RCA Board:

Board members were then given an opportunity to be heard, in defence of their appointed or elected positions, as included in the *Canada Not-for-profit Corporations Act* and RCA By-laws.

Questions and Comments:

Members attending the meeting were given an opportunity to be heard regarding the 2 motions.

Following the question and comments section, members were requested to cast their online ballots for Motion 1:

Motion 1: Voting Results

It was noted that 119 members voted - representing 264 votes.

- In Favour: 112 weighted votes
- Opposed: 152 weighted votes

MOTION 1 was DEFEATED

6. Motion 2 (as provided by the Members requesting the meeting):

Motion 2: To hold an election to reconstitute the Board (other than the Athlete Director and the Provincial Director)

The Chair stated that because Motion 1 was defeated, Motion 2 was invalid and the Motion was not presented to the membership.

7. Adjournment

The meeting was adjourned by the Chair at 7:15 p.m. PST.
