BY-LAW NO. 1

A By-Law relating generally to the transaction and the affairs of the Huron Hurricanes Aquatic Club (the "**Corporation**" or "**HHAC**").

Adopted by Special Resolution of those Members entitled to vote on the 20th day of October, 2025, this By-Law of the Huron Hurricanes Aquatic Club is hereby enacted:

ARTICLE 1 – NAME, PURPOSES, AND CORPORATE SEAL

1.01 - Definitions

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

a. "*Act*" means the *Not-for-Profit Corporations Act*, *2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

b. "Assistant Coach" means a coach who aids the Head Coach in the instruction and training of Swim Members ~~and who is also not a parent or guardian of any Swim Member~~;

c. "Board" means the Board of Directors of the Corporation;

d. "By-Laws" means this by-law (including any schedules attached hereto) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

e. "Club Official Chair" means the chair of the Board appointed pursuant to Article 6.01 of these By-Laws;

f. "Corproation" or "HHAC" means the Huron Aquatics Club corporation that has passed these By-Laws under the *Act* or that is deemed to have passed these By-Laws under the *Act*;

g. "Director" means an individual occupying the position of a director of the Corporation in accordance with Article 4 of this By-Law by whatever name he or she is called;

h. "Executive" means the collective of all Officers of the Corporation, the Head Coach, and the most recent Former President of the Corporation;

i. "Executive Approval" means a motion voted on and passed at an Executive Meeting;

j. "Executive Meeting" means a regular meeting of the Executive where a quorum exists;

k. "FINA" means the 'Federation Internationale de Natation Amateur;

l. "General Membership" means the Voting Members and Associate Members of the Corporation;

m. "Head Coach" means the person responsible for planning, coordinating, instructing, and directing the Corporation's overall swim program as further defined in this By-Law;

n. "Member" means a registered member of the Corporation who is in good standing;

o. "Members" means the collective membership of the Corporation;

p. “Member in Good Standing” means a Member who has complied with all Rules enacted by the Corporation as well as paid all membership dues, fees, levies, and other amounts required to be paid to the Corporation by the due date established by the Board of Directors, and who is not otherwise in arrears

q. "Officer" means an officer of the Corporation;

r. “OSCA” means the Ontario Swim Coaches’ Association;

s. “Registration” including all references to “registered” means the registration of a Swim Member upon payment of such registration fee as may be determined by the Board from time to time, provided the Swim Member has also complied with all applicable Rules in force at the time;

t. “Rules” means those written guidelines, regulations, policies, and procedures that may be enacted by the Executive from time to time in accordance with Article 4.01 of this By-Law, provided that such Rules shall always be subject to the terms and conditions contained in the Corporation’s Articles, the *Act*, and this By-Law;

u. “Swim Ontario” or “Swim Canada” means the organization with the sole authority specifically governing swimming in Ontario and Canada respectively; and

v. “Volunteer Coach” means ~~a parent or guardian of a Swim Member~~ any person who has been approved by the Corporation to aid the Head Coach in the instruction and training of Swim Members.

1.02 - Interpretation

Other than as specified in Article 1.01 of this By-Law, all terms contained in this By-Law that are defined in the *Act* shall have the same meaning as given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 - Severability and Precedence

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Corporation’s Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

1.04 - Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 - Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may 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 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 Director or Officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

1.06 – Name

The name of the Corporation shall be 'Huron Hurricanes Aquatic Club (the "Corporation" or "HHAC").

1.07 – Purposes

The purposes of the Corporation are to:

(a) Teach and promote the sport of competitive swimming in Huron County;
(b) Encourage sportsmanship, training for competition, and self-development in swimming;
(c) Provide opportunities for positive social interaction, emotional growth, and personal achievement;
(d) Promote nutrition, health, discipline, and dedication;
(e) Encourage the training of coaches and officials; and
(f) Recognize and celebrate swimmers' achievements.

And such other complementary purposes not inconsistent with these purposes.

ARTICLE 2 – MEMBERSHIP:

2.01 – Classes of Membership

The Corporation shall have the following classes of Membership:

(a) **Voting Members** – Individuals who are parents/guardians of Swim Members or Swim Members themselves (if 18+), who have met all eligibility criteria as established by the Board from time to time, and are entitled to receive notice of, to attend, and to vote at all meetings of Members.

(b) **Non-Voting Members:**

a. **Swim Members** – Individuals who meet the eligibility criteria established by the Board and support the purposes of the Corporation, but who are not entitled to vote at meetings of Members. Swim Members shall have such other rights and privileges as may be determined by the Board.

b. **Associate Members** – Individuals who meet the eligibility criteria established by the Board and support the purposes of the Corporation, but who are not entitled to vote at meetings of Members. Associate Members shall have such other rights and privileges as may be determined by the Board. The Head Coach and Assistant Coach shall be Associate Members.

The Board of Directors may, by resolution, establish additional non-voting membership classes and determine the rights and privileges attaching to each.

2.02 - Eligibility for Membership

Membership in any class shall be open to individuals or organizations that:

(a) Meet the eligibility criteria for that class of membership as established by the Board from time to time;

(b) Support the purposes of the Corporation; and

(c) Have paid the applicable membership dues, fees, or levies prescribed by the Board.

2.03 - Admission of Members

An applicant shall become a Member upon:

(a) Submitting a completed membership application in the form approved by the Board;

(b) Payment in full of all required dues, fees, or levies; and

(c) Approval of the application by resolution of the Board or by such person(s) as the Board may designate.

2.04 - Member in Good Standing

A Member in Good Standing is a Member who has paid all membership dues, fees, levies, and other amounts required to be paid to the Corporation by the due date established by the Board of Directors, and who is not otherwise in arrears, and who has complied with all Rules of the Corporation.

2.05 - Loss of Good Standing

A Member shall automatically cease to be in Good Standing if any required dues, fees, levies, or other amounts remain unpaid for more than **thirty (30)** days after the due date, or such other period as the Board may by resolution in writing determine from time to time.

A Member who is not in Good Standing shall not be entitled to:

(a) Vote at any meeting of Members (if a Voting Member);

(b) Hold any office in the Corporation; or

(c) Receive any other benefit or privilege of membership,

until the Member has been reinstated.

2.06 - Reinstatement of Good Standing

A Member may be reinstated to Good Standing upon full payment of all amounts in arrears and compliance with any other requirements established by the Board. Reinstatement is effective immediately upon confirmation by the Corporation that all such requirements have been satisfied.

2.07 - Resignation of Membership

A Member may resign by delivering written notice to the Secretary of the Corporation. The resignation shall be effective upon receipt by the Corporation, provided that no refund of dues, fees, or levies already paid shall be made.

2.08 - Suspension or Termination of Membership (Disciplinary Action)

The Board may, by resolution, suspend or terminate the membership of any Member for one or more of the following reasons:

(a) The Member has failed to maintain the qualifications for membership;

(b) The Member has failed to pay any dues, fees, or levies when due;

(c) The Member has breached any provision of the Articles, By-Laws, or Rules/policies of the Corporation;

(d) The Member has engaged in conduct that is detrimental to the Corporation, as determined by the Board in its sole discretion; or

(e) The Member has been convicted of an offence that, in the opinion of the Board, is prejudicial to the Corporation.

Before a suspension or termination takes effect (other than for non-payment of dues, fees, or levies), the Member shall be given:

(a) Fourteen (14) days' written notice of the proposed action and the reasons for it; and

(b) An opportunity to respond to the Board, orally or in writing, before the Board makes a final decision.

The Board's decision shall be final and binding, without further right of appeal.

2.09 - Effect of Termination

Upon termination of Membership for any reason, all rights of the Member, including any rights in the property of the Corporation, shall automatically cease.

ARTICLE 3 – MEMBER MEETINGS

3.01 - Annual Meeting

An annual meeting shall be held within 6 months after the end of each fiscal year to:
- Receive financial statements.
- Elect directors.
- Appoint the public accountant (if required).
- Conduct other business properly before the members.

3.02 - Special Meetings

Special meetings may be called by the Board, or upon written requisition of at least 10% of the Voting Members, as per section 60 of the *Act*.

3.03 – Notice

The Corporation shall give each Voting Member, Director, and Auditor (where applicable) written notice of the time and place of any meeting not less than 10 days and not more than 50 days before the meeting, such notice shall include the meeting agenda and any proposed special resolutions.

3.03 – Quorum

Quorum is a majority of Voting Members, present in person or electronically.

3.05 – Voting

- **(a)** Each Voting Member shall have one (1) vote;
- **(b)** Voting shall be in person or electronically; proxy voting is not permitted;
- **(c)** Business arising at any Member's meeting shall be decided by a majority of votes unless otherwise required by the Act or this By-Law;
- **(d)** An abstention shall not be considered a vote cast; and
- **(e)** If there is a tie vote, the Club Official Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.

ARTICLE 4 – BOARD OF DIRECTORS

4.01 – Powers

The Board shall manage or supervise the management of the Corporation's activities and affairs, in accordance with the *Act*. Notwithstanding the generality of the foregoing, the Board may from time to time by written resolution:

- **(a)** enact or amend rules to be incorporated into the Corporation's Policies and Procedures;
- **(b)** establish or change the amount and types of membership dues and fees;
- **(c)** approve the appointment or dismissal of any member of the Coaching Staff; and
- **(d)** censure, suspend, or terminate any Member for violating the Articles, By-Laws, or Policies and Procedures of the Corporation provided such action complies with the *Act*.

4.02 – Composition

- (e) Minimum of 3 Directors;
- (f) Directors shall be elected by a majority vote of the Voting Members;
- (g) The following Officer roles will be held by Directors: President, Vice-President, Secretary, and Treasurer.

4.03 - Term of Office

Directors shall serve a term of three (3) years and are eligible for re-election without limit.

4.04 – Election

Elections shall occur at the Annual Meeting by majority vote of Voting Members.

4.05 – Vacancies

The Board may appoint a replacement Director to serve until the next members' meeting.

4.06 - Removal

Voting Members may remove a Director by ordinary resolution at a members' meeting, as per the *Act*, s. 26.

4.07 – Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

4.08 – Committees/Executive

Committees (hereinafter referred to as the "Executive") may be established by the Board as follows:

(a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the *Act* that are not permitted to be delegated; and

(b) Subject to the limitations on delegation set out in the *Act*, the Board may establish any Executive it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such Executive. The Board may dissolve any Executive by written resolution at any time.

ARTICLE 5 – BOARD MEETINGS

5.01 Calling of Meetings

Meetings of the Directors may be called by the Club Official Chair, President or any two (2) Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five (5) days' notice to each Director, stating the time and, if applicable, the place of the meeting.

5.02 Regular Meetings

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

5.03 Notice

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in accordance with this By-Law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

5.04 – Club Official Chair

The Club Official Chair shall preside at Board Meetings. In the absence of the Club Official Chair, the Directors present shall choose one of their number to act as the Chair of the meeting.

5.05 - Voting

A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction inwriting of two Directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each Director not less than one (1) day before the meeting is to take place or shall be mailed to each Director not less than four (4) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the board.

Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director has one (1) vote. If there is a tie vote, the Club Official Chair or the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote.

All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Club Official Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

5.06 - Participation by Telephonic or Electronic Means

Subject to the provisions of the Articles, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

ARTICLE 6 – OFFICERS

6.01 - Appointment

The Board shall appoint from among the Directors a ‘Club Official Chair’ and may by majority vote appoint any other person to be President, Vice-President, Treasurer, and Secretary at its first meeting following the annual meeting of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of the Club Official Chair and President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time at the annual meeting.

6.02 – Office Held at Board’s Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

(a) the Officer's successor being appointed,

(b) the Officer's resignation, or

(c) such Officer's death.

6.03 – Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

6.04 – Duties of the Club Official Chair

The Club Official Chair shall perform the duties described in this By-Law and such other duties as may be required by law or as the Board may determine from time to time.

6.05 – Duties of the President

The President shall perform the duties described in Schedule ‘A’ and such other duties as may be required by law or as the Board may determine from time to time by written resolution.

6.06 – Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule ‘B’ and such other duties as may be required by law or as the Board may determine from time to time by written resolution.

6.07 – Duties of the Secretary

The Secretary shall perform the duties described in Schedule 'C' and such other duties as may be required by law or as the Board may determine from time to time by written resolution.

ARTICLE 7 – PROTECTION OF DIRECTORS AND OTHERS

7.01 – Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

(a) complied with the *Act* and the Corporation's articles and By-laws; and

(b) exercised their powers and discharged their duties in accordance with the *Act*.

ARTICLE 8 – FINANCIAL

8.01 – Fiscal Year

The financial year of the Corporation ends on August 31st in each year or on such other date as the Board may from time to time determine by resolution.

ARTICLE 9 – CONFLICT OF INTEREST

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

ARTICLE 10 – DISSOLUTION

Upon dissolution, after payment of liabilities, the remaining property shall be distributed to another non-charitable not-for-profit with similar purposes or to a qualified donee as defined in the *Income Tax Act* (Canada).

ARTICLE 11 – AMENDMENTS TO BY-LAWS

These By-laws may be amended by Special Resolution of the Voting Members (2/3 majority) at a meeting called for that purpose, in accordance with the *Act*.

Enacted this 27th day of October, 2025

Carmen Armstrong	
President	President Signature
Hayley Bettles	Hayley Bettles
Secretary	Secretary Signature

<u>SCHEDULE A</u>

<u>POSITION DESCRIPTION OF THE 'PRESIDENT'</u>

Role Statement:
If appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the President.

Responsibilities:

1. **Agendas -** Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of the Club Official Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

2. **Direction -** Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

3. **Representation -** Serve as the Board's primary contact with the public.

4. **Board Conduct -** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

5. **Succession Planning -** Ensure succession planning occurs for senior management, if any, and Board.

6. **Committee Membership -** Serve as member on all Board committees.

SCHEDULE B

POSITION DESCRIPTION OF THE 'TREASURER'

Role Statement:
If appointed, the Treasurer works collaboratively with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities:

1. **Custody of Funds -** The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Club Official Chair and the Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

2. **Board Conduct -** Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

3. **Financial Statement -** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

SCHEDULE C

POSITION DESCRIPTION OF THE ‘SECRETARY’:

Role Statement:
If appointed, the Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities:

1. **Board Conduct -** Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors’ conduct, with particular emphasis on fiduciary responsibilities.

2. **Document Management -** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

3. **Meetings -** Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.