

AMENDED AND RESTATED BY-LAWS OF HALIFAX TROJAN AQUATIC CLUB

ARTICLE 1 .00 - DEFINITIONS

- 1.01 In these by-laws, unless otherwise specified or inconsistent with the context:
- a) "**Act**" means the *Societies Act* (Nova Scotia), as amended from time to time;
 - b) "**Club**" means the Halifax Trojan Aquatic Club;
 - c) "**Board**" means the Board of Directors of the Club;
 - d) "**member**" means any swimmer who is registered with the Club and Swim Canada;
 - e) "**Special Meeting**" is a meeting of members called to give consideration to the passage of a Special Resolution;
 - f) "**Special Resolution**" means a resolution passed by not less than three-fourths of persons entitled to vote according to these by-laws present at a meeting when notice of the intention to propose the resolution has been duly given;
 - g) "**Designated Representative**" means in respect of a Club member who is less than 18 years of age, the person identified on the registration form as the only person who shall represent that member's interests and exercise their voting rights as a Club member. For the sake of clarity, a member of the Club who is less than 18 years of age may only have one Designated Representative at any time. The Designated Representative of any such member may be changed from time to time by the member's Designated Representative providing the Secretary with written notice that the member's Designated Representative will change. The notice must include the date when the change will become effective, and the identity and address of the new Designated Representative;
 - h) "**RJSC**" means the Registrar of Joint Stock Companies appointed under the *Companies Act* (Nova Scotia).

ARTICLE 2 .00 - MEMBERSHIP

- 2.01 Only persons admitted to membership in accordance with these by-laws shall be members of the Club. Those persons' names shall be entered in the Register of Members upon admittance to membership.
- 2.02 For the purposes of registration, the number of members of the Club is unlimited.
- 2.03 The following persons shall be entitled to attend any meeting of the Club:
- a) any member who is 18 years of age or older as of the meeting date;
 - b) the Designated Representative of any member who is less than 18 years of age as of the meeting date;
 - c) any Director of the Club;

- d) any other person approved to attend the meeting by the Chair of the meeting.
- 2.04 Membership in the Club shall not be transferable.
- 2.05 Entry of the name and address of any individual in the Register of Members by the Registrar or other official of the Club shall constitute admission to membership in the Club.
- 2.06 Membership in the Club shall cease upon:
- a) the death of the member;
 - b) the resignation of a member;
 - c) a member ceasing to qualify for membership in accordance with these by-laws;
or
 - d) a member being expelled from membership by resolution of the Board for good and sufficient cause including, but not limited to, nonpayment of dues, fees, or assessments.

ARTICLE 3 .00 - FISCAL YEAR

- 3.01 The fiscal year of the Club shall be the period from September 1 in any year to August 31 of the following calendar year.

ARTICLE 4 .00 - MEETINGS OF THE CLUB

- 4.01 The Annual General Meeting of the Club shall be held in June of each year. A General or Special Meeting of the Club may be called by the President or by the Directors at any time. A General or Special Meeting of the Club shall be called by the Directors if requisitioned in writing by at least 20 percent of the voting members of the Club.
- 4.02
- a) The members shall be given seven days notice of a General or Special Meeting. The notice shall specify the place, day and hour of the meeting; and, in the case of special business, the nature of such business.
 - b) Notice shall be given in writing by electronic mail at the address provided on the member's registration form; or, if requested, by sending it through normal post in a prepaid letter addressed to such member at the member's last known address.
 - c) In the case of a member who is less than 18 years of age as of the date notice is given of a General or Special Meeting, notice shall be given to the member's Designated Representative.
 - d) Any notice is deemed to have been given at the time when the electronic mail giving notice is sent; or the letter containing the notice would be delivered in the ordinary course of post. Evidence that electronic mail was properly addressed and sent; or the envelope containing the notice was properly addressed and placed in the post office; is deemed sufficient to prove that notice was given.

- e) The proceedings of a General or Special Meeting shall not be invalidated because any member did not receive notice of the meeting.

4.03 The following items of business shall be dealt with and deemed to be ordinary business at each Annual General Meeting of the Club:

- a) Minutes of the preceding Annual General Meeting;
- b) Consideration of the Annual Reports of Officers and Committees of the Club;
- c) Consideration of the budget proposed for the ensuing fiscal year;
- d) Election of Directors for the ensuing year;
- e) Consideration of the interim financial statement of the Treasurer including an unaudited statement of all accounts payable, accounts receivable, and cash balances in all Club accounts;
- f) Appointment of External Accountants.

All other business transacted at an Annual General Meeting shall be deemed to be special business. All special business shall be transacted at a Special Meeting of the Club.

4.04 No business shall be transacted at a General or Special Meeting of the Club unless a quorum of members is present at the commencement of such business. A quorum shall consist of 14 members and/or Designated Representatives, who are entitled to vote as of the date of the General or Special Meeting.

4.05 If within one-half hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened upon the requisition of the members shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.

4.06

- a) The President of the Club shall preside as Chair at every General or Special Meeting of the Club.
- b) If the President is not present at any General or Special Meeting, the members present shall choose a member to be Chair.

- 4.07 The Chair shall have no vote except in the case of an equality of votes in which event the Chair shall have a casting vote.
- 4.08 Every member entitled to vote at a General or Special Meeting shall have one vote and no more.
- 4.09 The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members in accordance with the provisions of Article 4.02.
- 4.10 At any General or Special Meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings of the Club shall be sufficient of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
- 4.11 If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Club in General or Special Meeting.

ARTICLE 5 .00 - VOTING

- 5.01 Each member of the Club shall have one vote for each issue put to a vote at any meeting of the Club. For the sake of clarity, the following persons shall be entitled to vote:
- a) any member of the Club who is 18 years of age or older, as of the date of the meeting when the vote is held;
 - b) the Designated Representative of any member of the Club who is less than 18 years of age as of the date of the meeting when the vote is held;
 - c) Directors of the Club, other than the person acting as Chair of the meeting;
 - d) the Chair of the meeting, only for the purposes of breaking a tie.

- 5.02 There shall be no proxy voting.
- 5.03 Voting on a Special Resolution shall be by paper ballot. Ballots will be distributed at the meeting where the Special Resolution is proposed. Ballots will only be distributed to persons entitled to vote on the Special Resolution in accordance with these by-laws.
- 5.04 Unless at least three members entitled to vote on an issue demand a poll, the Chair may declare that a resolution has been carried or defeated without proof of the number or proportion of votes cast in favour or against the resolution. If at least three persons entitled to vote on an issue demand a poll, the poll shall be conducted in such manner as the Chair may prescribe. The result of such poll shall be deemed to be the resolution of the Club.

ARTICLE 6 .00 - BOARD OF DIRECTORS

- 6.01 There shall be a Board of Directors of the Club consisting of not less than six, nor more than 10 persons.
- 6.02 Any person entitled to vote at a General Meeting of the Club, or any person who is actively involved in the activities of the Club, shall be eligible to be elected a Director of the Club.
- 6.03 Immediately upon his/her appointment, the Head Coach of the Club shall sit as an *ex officio* Director of the Club during the term of his/her employment with the Club.
- 6.04 Directors shall be elected by the members at each Annual General Meeting of the Club.
- 6.05 Directors shall retire from office at the end of each Annual General Meeting at which their successors are elected. Retiring Directors shall be eligible for re-election.
- 6.06 The Directors elected at each Annual General Meeting of the Club shall take office upon termination of the Annual General Meeting at which they are elected.
- 6.07 In the event that a Director is unwilling or unable to serve as Director, the vacancy may be filled for the unexpired portion of the term by a member of the Club selected by the remaining Directors at a meeting of the Board.
- 6.08
 - a) No later than one month prior to the Annual General Meeting, the Board shall appoint a Nominating Committee of two or more members whose duty shall be to prepare and present to the Annual General Meeting a report of persons who have consented to be nominated to serve on the Board.
 - b) The Nominating Committee shall use commercially reasonable efforts to solicit candidates from varied levels of membership in the Club.
 - c) In its report to the Annual General Meeting, the Nominating Committee shall recommend candidates for election to the Board and in turn, identify the officers positions (if applicable), that such candidates would fill if elected to the Board.
 - d) After the Nominating Committee has presented its report, the Chair shall call for further nominations to the Board from the floor.

- (i) In the event no further nominations come from the floor, the Chair shall then call for a vote on the slate of candidates presented in the report of the Nominating Committee.
 - (ii) In the event a person is nominated from the floor by two or more members and agrees to stand for election to the Board, such person's name shall be added to the list of persons who have consented to be nominated to serve on the Board (hereinafter the "**revised slates**"). Voting on the revised slate of candidates shall be by paper ballot.
- 6.09 Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this conflict of interest. The declaration should be made to the members:
- a) upon nomination, and
 - b) if serving as a Director, when the possibility of a conflict interest is realized.
- 6.10 A conflict of interest does not prevent a person from serving as a Director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

ARTICLE 7 .00 - MEETINGS OF THE BOARD

- 7.01 Meetings of the Board shall be held as often as the business of the Club may require.
- 7.02 A meeting of the Board shall be held at the close of every Annual General Meeting without notice for the purpose of electing the Officers.
- 7.03 No business shall be transacted at any meeting of the Board unless a quorum is present. A quorum for any meeting of the Board shall consist of five members including the person presiding over the meeting.
- 7.04 The President, or in the President's absence, a Director appointed from among those Directors present shall preside as Chair at meetings of the Board.
- 7.05 Meetings of the Board may be called at any time by the President and shall be called whenever requested by any three members of the Board.
- 7.06 Members of the Board shall have at least two clear days' notice of all meetings of the Board specifying the time and place of the meeting, but non receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board.
- 7.07 The Chair shall have no vote except in the case of an equality of votes in which events the Chair shall have the deciding vote.
- 7.08 A resolution in writing signed by all members of the Board shall be as valid and effective as if it had been passed at a meeting of the Board duly called and constituted.

ARTICLE 8 .00 - POWERS OF DIRECTORS

- 8.01 The management of the activities of the Club shall be vested in the Directors who, in addition to the powers and authorities by these by-laws or by statute, or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not hereby or by statute expressly directed or required to be exercised or done by the Club in a General or Special Meeting.
- 8.02 The Directors may appoint an executive committee and other committees as they see fit.

ARTICLE 9 .00 - OFFICERS

- 9.01 The Officers shall be elected by the Board at a meeting of the Board to be held immediately following the close of every Annual General Meeting. The Officers of the Club shall be the President and Secretary and any one or more of the following:

Past President
Vice-President
Treasurer
Registrar

- 9.02 The President shall have general supervision of the activities of the Club and shall perform such duties as may be assigned to the President by the Board from time to time. The Directors may elect Co-Presidents as they see fit.
- 9.03 The Vice-President shall, at the request of the Board and subject to its direction, perform the duties of the President or during such period as the President may request.
- 9.04
- a) The Secretary shall prepare and keep the minutes of the meetings of members and Directors and shall perform such other duties as may be assigned to the Secretary by the Board. In addition, the Secretary shall keep custody of the minutes of all Members' and Directors' Meetings and all other books and records of the Club. The Secretary shall make a copy of all minutes of Members' and Directors' Meetings available to the members by posting the same on the website of the Club.
- b) The members of the Board may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.
- c) The Secretary shall file all annual requirements with the RJSC and in particular shall file with the RJSC within 14 days of their election or appointment, a list of Directors with their addresses, occupations and date of election or appointment.
- d) The Secretary shall have custody of the Club's seal, which seal may be affixed to any document upon resolution of the Board.

- 9.05 The Treasurer shall attend to and be responsible for the financial affairs of the Club and shall keep proper records and accounts of all financial transactions of the Club. Any member in good standing may examine the records of the Club at the Club's office, during regular business hours, upon 14 days written notice to the Treasurer.

ARTICLE 10 .00 - FINANCE

- 10.01 Annually the Directors shall seek an informal external review of the Club's financial statements that is not to be considered a public accounting engagement.
- 10.02 The Treasurer shall make a written report to the members at the Annual General Meeting as to the financial position and results of operations of the Club. The report shall contain a balance sheet and income statement. The party conducting the informal external review of the financial statements shall report to the Club. A copy of the annual financial statements shall be filed with the RJSC in accordance with the Act.
- 10.03 The members may inspect the annual financial statements and minutes of Members' and Directors' Meetings at the office of the Club upon one week's notice to the Secretary in respect of the minutes and upon one week's notice to the Treasurer in respect of the annual financial statements. All other books and records of the Club may be inspected by any member of the Club at any reasonable time within two days prior to the Annual General Meeting at the office of the Club.

ARTICLE 11 .00 - MISCELLANEOUS

- 11.01 In accordance with the Act, the Club shall file with the RJSC its annual financial statements; a list of its Directors with their addresses, occupations and dates of appointment of election; and within 14 days of a change of Directors, notify the RJSC of the change.
- 11.02 The Club shall file with the RJSC a certified copy of every Special Resolution within 14 days after the resolution is passed.
- 11.03 Contracts, bills of exchange, cheques and other instruments shall be executed on behalf of the Club by any two of, the President, Vice-President, Past President, Head Coach and Treasurer, and or as otherwise prescribed by resolution of the Board.
- 11.04 The borrowing powers of the Club may be exercised by Special Resolution of the members.

ARTICLE 12 .00 - REPEAL AND AMENDMENT OF BY-LAWS

- 12.01 The Club may, by Special Resolution, repeal or amend any of these by-laws provided that no by-law or amendment or repeal thereof shall take effect unless and until it has been filed and approved by the RJSC. The text of any proposed amendment shall be circulated with the notice of the meeting at which it is to be considered, or in any event, at least seven days prior to the date of such meeting.