

Lakeshore Swim Club

By-Laws

As Amended November 23, 2020

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of the Lakeshore Swim Club

BE IT HEREBY ENACTED as follows:

SECTION 1: GENERAL

1.01 Definitions

In this by-law, unless the context otherwise requires,

- (a) “Act” means the *Corporations Act (Ontario)* or, once enacted, 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) “AGM” means the annual general meeting of the Club;
- (c) “Board” means the board of directors of the Club;
- (d) “By-laws” means this by-law and other by-laws of the Club, as amended, which are in force from time to time;
- (e) “Club” means the Lakeshore Swim Club;
- (f) “Director” means an individual elected to serve as a director of the Club pursuant to these By-laws;
- (g) “Head Coach” means the individual hired by the Board to perform the duties set out in Section 8;
- (h) “Member” means an individual who is admitted to Membership in the Club’s competitive swim program in accordance with these By-laws and who remains in good standing with the Club as set out in this By-law;
- (i) “Members’ Meetings” means the AGM and any special meetings of the Membership;
- (j) “Officer” means an officer of the Club as appointed under this By-law;
- (k) “Policy” or “Policies” means any policy enacted by the Board from time to time and includes, without limitation, policies on attendance, Member conduct, discipline and fee payments; and
- (l) “Termination” means the immediate cessation of Membership in the Club in accordance with the provision of this By-law and the Club’s policies.

1.02 Interpretation

Other than as specified in section 1.01, all terms contained in this By-law that are defined in the Act will have the meanings set out in the Act. Words importing the singular include the plural and vice versa and words importing one gender include all genders.

1.03 Headings

Headings used in these By-laws are included for convenience of reference only.

1.04 Severability

The invalidity or unenforceability of any provision of this By-law will not affect the validity or enforceability of the remaining provisions of this By-law.

1.05 Ruling on By-laws

Except as provided in the Act, the Board has the authority to interpret any provision of these By-laws that is contradictory, ambiguous or unclear, provided that such interpretation is consistent with the objectives of the Club.

SECTION 2: ORGANIZATION

2.01 Head office

The head office of the Club will be in the City of Toronto, in the Province of Ontario and at such place therein as the Board may from time to time determine.

2.02 Seal

The seal of the Club, if any, will be in the form determined by the Board.

SECTION 3: MEMBERSHIP

3.01 Composition of the Membership

Members must be admitted by resolution of the Board and will be composed of:

- (a) Swimmers deemed to be competitive swimmers under the rules of Swim Ontario and invited annually by the Head Coach to become a Member.
- (b) Parents or guardians of the swimmers described in section (A).

3.02 Division of Members into family groups; one vote per family

- (1) The Members of the Club will be divided into family groups, defined as a grouping of parents or guardians and their related children who are swimmer Members.
- (2) Each family group must select a delegate for the purposes of voting at Members Meetings.
- (3) Each delegate will be entitled to cast one (1) vote on behalf of his or her family group in person, or by proxy, provided that no Member may hold more than two proxies.
- (4) A delegate must be at least 18 years of age.

3.03 Member's liability

Members and their families will not be liable or responsible for any acts, debts or obligations of the Club or for any claims, injuries, losses, transactions or other things relating to the Club.

3.04 Fees, dues and Policies

- (1) To be in good standing, Members must:
 - (a) pay Club fees, dues, charges or levies in amounts established, from time to time, by the Board as follows:
 - (i) The Board will give Members notice of the Club fees or other charges properly levied, at the beginning of the swim season, or in exceptional circumstances, as soon as possible after the beginning of the swim season.
 - (ii) If Club fees or other charges remain unpaid after they are due, the Member(s) in default will cease to be Member(s) of the Club.
 - (iii) The Registrar will provide written notice of the Termination of Membership under 3.04(1)(a)(ii) immediately thereupon.
 - (iv) Upon payment of all unpaid fees, a Member may be reinstated by a resolution of the Board.
 - (v) A Member who ceases to be a Member for any reason will be liable to the Club for any unpaid fees or debts owed to the Club while a Member.
 - (b) comply with the Club's By-laws and Policies as established by the Board from time to time and provided to the Members.
- (2) If a Member fails to comply with any of the Club's Policies, the Membership may be subject to Termination or suspension in accordance with this By-law and the Club's Policies. The Board may reinstate the Membership if the Board is satisfied that the Member is complying with the Club's By-laws and Policies.

3.05 Membership Not Transferable; Termination of Membership

The interest of a Member is not transferable and lapses and ceases to exist upon:

- (a) the Member's death; or
- (b) when the Member ceases to be a Member by resignation; or
- (c) when the Member ceases to be a Member under section 3.04; or
- (d) when the Member ceases to meet the qualifications under subsection 3.01.A..

SECTION 4: ANNUAL AND OTHER MEETINGS OF THE MEMBERS

4.01 Annual meeting and other meetings

The annual meeting and any other meeting of the Members will be held at a location in Toronto, or online, provided that members can participate effectively in the meeting, and on a day and time as determined by the Board. The business transacted at the AGM will include:

- (a) Receipt of the agenda;
- (b) Receipt of the minutes of the previous annual and subsequent special meetings;
- (c) Consideration of the financial statements;
- (d) Election of Directors; and
- (e) Such other or special business as may be set out in the notice of meeting.

4.02 Special Meetings

The Directors may call a special meeting of the Members. Except as otherwise provided in this By-law, the Secretary may call a special Members' meeting if the Secretary receives a written request by the Board to do so, or if the Secretary receives a written request of not less than 30% of the Members. Upon receipt of such request, the Secretary will call the Special Members' meeting in accordance with the provision of this By-law.

4.03 Notice of Meetings

Notice of a Members' Meeting may be telephoned, sent by electronic mail or otherwise delivered to each Member not less than three days before the meeting is to take place or may be mailed to each Member not less than seven days before the meeting is to take place.

4.04 Voting

- (1) Voting will take place in accordance with section 3.02.
- (2) All questions requiring a vote will be decided by a majority of the votes cast unless these By-laws otherwise provide. Where votes cast at a meeting are equal, the vote will be deemed lost, having failed to obtain a majority in favour of the motion.
- (3) Voting will be by a show of hands unless the President determines otherwise or a majority of those present request a ballot.

- (4) A Member entitled to vote at a Members' Meeting may, by means of a proxy, appoint a proxy holder as the Member's nominee to attend and act at the meeting as directed. A proxy must contain the full name of the proxy holder and be signed by the Member appointing the proxy. A proxy holder must be a Member. No Member may hold more than 2 proxies at a meeting.

4.05 Quorum

The quorum for an annual meeting or other meeting of the Members will be a majority of the family groupings as represented by delegates and appointed in accordance with Section 3.02.

SECTION 5: BOARD OF DIRECTORS

5.01 Board

The Board established to manage the affairs of the Club will consist of seven (7) Directors elected by the Members.

5.02 Qualification of Directors

- (1) No person may be a director unless he or she is a Member in good standing of the Club, unless the Board unanimously agrees by resolution to the person serving on the Board while not being a Member.
- (2) Directors must be 18 years of age or older.
- (3) No person under contract to provide coaching services to the Club and no employee of the Club may serve as a Director.

5.03 Election of Directors

At each AGM, the following Directors will be elected:

- (a) The Members will elect four (4) Directors at each AGM falling on odd-numbered years;
and
- (b) The Members will elect three (3) Directors at each AGM falling on even-numbered years.

5.04 Term of Directors

Each Director's term will be for two years, beginning at the conclusion of each AGM where such Director is elected.

5.05 Limit on consecutive terms

A Director who retires may stand for election for another consecutive term. Despite this, no Director may serve more than four consecutive terms.

5.06 Quorum

The quorum for the Board, and any committees established by the Board, will be a simple majority of the Board or committee.

5.07 Removal of Directors

- (1) A Director may be removed from office by a two-third majority vote of the Members present at a meeting of Members called for that purpose.
- (2) A director who is absent for three consecutive meetings without cause satisfactory to the Board will automatically cease to be a director.

5.08 Vacancies

The office of a Director will become vacant upon the Director's written resignation, his or her death, his or her removal from office or if a Director ceases to be a Member in good standing. Vacancies may be filled for the remainder of the term by a resolution of the Board or, in the event a quorum is not maintained, by a majority of Members present at a meeting called for that purpose.

5.09 Remuneration

- (1) Directors will serve as such without remuneration and no Director may directly or indirectly receive and profit from occupying the position of Director.
- (2) Despite subsection (1) above, a Director may be reimbursed for reasonable expenses properly incurred by them in undertaking their Director's duties and tasks designated by the Board.
- (3) Directors may be paid remuneration and reimbursed for expenses incurred in connection with the services they provide to the Club in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) is in compliance with the conflict of interest provisions of these By-laws and the Act.

5.10 Powers of the Board

Except as otherwise provided in this By-law or the Act, the Board has the powers of the Club and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board is empowered to:

- (a) Establish the Club's mission, vision and values and monitor progress towards desired results;

- (b) Prepare, update and monitor policies and procedures to serve the needs of the Club;
- (c) Recommend amendments to the By-laws;
- (d) Recruit and hire the Head Coach;
- (e) Work in partnership with the Head Coach;
- (f) Establish and oversee the mechanisms for mediations of disputes and appeals;
- (g) Direct and control moneys, funds, investments and securities of the Club;
- (h) Recruit and hire support staff;
- (i) Approve annually, or in exceptional circumstances, as required, all fees, dues, levies and charges imposed by the Club;
- (j) Fulfill any responsibilities required by law; and
- (k) Undertake its activities and responsibilities in the best interests of the Club.

SECTION 6: MEETINGS OF THE BOARD OF DIRECTORS

6.01 Calling of meetings

The Board may appoint a day or days in any month for regular meetings of the Board. The President or by the Secretary may formally call a Board meeting by giving notice as set out in section 6.02.

6.02 Notice of Meetings.

Notice of a meeting of the Board may be telephoned, sent by electronic mail or otherwise delivered to each Director not less than three days before the meeting is to take place or may be mailed to each Director not less than seven days before the meeting is to take place.

6.03 Exceptions to Notice

Despite subsection 6.01 and 6.02, formal notice of any meeting of the Board is not required if all the Directors are present, or those absent have signified their consent to the meeting being held in their absence, or if a Board meeting is held immediately following an annual or other meeting of the Club.

6.04 Errors and omissions

No error or omission in the giving of notice of a meeting of the Board invalidates the meeting or any proceeding taken at the meeting and any Director may at any time waive the requirement that the Director be served notice of the meeting and may ratify, approve and confirm any or all proceeding taken at the meeting.

6.05 President to chair meetings

The President will preside at meetings of the Board and, if absent, the Directors may choose a chair from among those present.

6.06 Voting

At all meetings of the Board, every Director, including the President or other Director presiding at the meeting, has one vote and all questions requiring a vote will be decided by a majority of the votes cast unless these By-laws otherwise provide. Where votes cast at a meeting are equal, the vote will be deemed lost, having failed to obtain a majority in favour of the motion.

6.07 Participation or voting by telephone or electronic means

- (1) If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communications facilities that permit all persons participating in the meeting to communicate with each other at the same time and a Director participating by such means is deemed to be present at the meeting.
- (2) For minor matters, in the event that a Board meeting cannot be convened in a timely matter to discuss the matter, the Board may vote on a resolution sent to all Directors on the matter by electronic mail. The resolution will pass if approved by a majority of the Board.

6.08 Attendance of the Head Coach

Other than as specified, the Head Coach is entitled to attend and participate in all Board meetings and Special Board meetings, but will not be entitled to vote at such meetings. The Board may, if required for reasons of conflict or confidentiality, request that the Head Coach retire from a meeting to permit the Board to discuss any such matter.

SECTION 7: OFFICERS

7.01 Election of Officers

- (1) The Board will elect the following Officers from among themselves:
 - (i) President
 - (ii) Secretary
 - (iii) Treasurer
 - (iv) Registrar

7.02 Board may establish other offices by resolution

The Board may, from time to time, establish by resolution additional offices to be served by Directors or any Member appointed by the Board.

7.03 Directors may hold more than one office

The Board may, by resolution, appoint a Director to more than one office, but a Director will only cast one vote despite holding more than one office.

7.04 Duties of the President

The President will:

- (a) Oversee the general management of the Club;
- (b) Chair the regular meetings of the Board and the general meetings of the Membership;
- (c) Recommend committees to undertake specific projects and shall be an ex officio Member of all committees;
- (d) Liaise with other Clubs, the City, and Swim Ontario;
- (e) Represent the Club at City or provincial meetings or functions as required;
- (f) Establish and implement annual goals for the Board; and
- (g) Perform such other duties as may from time to time be established and/or delegated by the Board.

7.05 Duties of the Secretary

The Secretary will:

- (a) Maintain the corporate records of the Club;
- (b) Maintain the minutes of all proceedings of the Board and Members meetings;
- (c) Maintain the Club Handbook;
- (d) Handle and maintain Club correspondence not otherwise delegated to another Director;
- (e) Co-ordinate Club presentations to Members and outside groups; and
- (f) Perform such other duties as may from time to time be delegated to the Secretary by the Board.

7.06 Duties of the Treasurer

The Treasurer will:

- (a) Keep full and accurate books of account, in which will be recorded all receipts and disbursements of the Club, and under the direction of the Board, control the deposit of money, arrange the safekeeping of securities, and the disbursement of the funds of the Club;
- (b) Provide to the Board, when required, an account of all transactions and of the financial position of the Club;

- (c) Provide a financial statement at the annual general meeting of the Club; and
- (d) Prepare and monitors the annual budget.

These duties may be delegated to an employee of the Club duly hired for such purposes, and the Treasurer shall maintain responsibility for the aforementioned duties, and shall supervise and oversee the employee to ensure that these duties are performed as required.

7.07 Duties of the Registrar

The Registrar will ensure that:

- (a) All swimmers are registered with Swim Ontario;
- (b) The Club telephone and mailing lists are maintained; and
- (c) Accurate records of the swimmers are maintained.

7.09 Establishing Committees.

The Board may, by resolution, create one or more committees that may include persons other than Directors. A Director must chair such committees.

SECTION 8: THE HEAD COACH

8.01 Duties of the Head Coach

The Head Coach generally will be responsible for managing the day-to-day operations of the swimming program of the Club. Without limiting the generality of the foregoing, he or she will be responsible for:

- (a) Recruiting, appointing and training of coaches;
- (b) Determining the duties of coaches;
- (c) Planning and organizing tryouts;
- (d) Selecting swimmers and determining groups;
- (e) Determining practice dates and times, routines, and conduct;
- (f) Determining the meet schedule;
- (g) Developing the learning curriculum for athletes (nutrition, dry-land program, etc.);
- (h) Developing the learning curriculum for coaches (NCCP courses, coach-the-coach training, etc.);
- (i) Attending swim meets;
- (j) Arranging pool time for training; and
- (k) Identifying uniforms, Club suits and required equipment.

8.02 Vacancy

When the position of Head Coach becomes vacant, the Board will appoint a new head swimming coach.

SECTION 9: FINANCE

9.01 Budget

The Board must approve an annual budget estimating the expenditures of the Club during the fiscal year and the revenues required to be raised to pay the expenditures.

9.02 Signing of cheques and electronic transactions

All cheques, notes and orders for the payment of money issued by the Club must bear the signatures of any two Officers or such other persons as the Board, by resolution, appoints for the purpose of signing. Electronic transactions and electronic transfers not allowing dual direct authorization, may be issued by an Officer or other such person as the Board, by resolution, appoints for this purpose, provided that approval in writing (including by email) is granted in advance of such transaction.

9.03 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Club must be signed by any two Officers and all contracts, documents and instruments in writing so signed will be binding upon the Club without any further authorization or formality. The Board may from time to time appoint an Officer or Officers on behalf of the Club to sign specific contracts, documents and instruments in writing. The Board may give the Club's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Club. The seal of the Club, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by the Board.

9.04 Fiscal Year

The fiscal year of the Club will begin on August 1 or on any such date as the Board may by resolution establish.

SECTION 10: CONFLICT OF INTEREST

10.01 Conflict of interest defined

A conflict of interest refers to a situation in which private interests or personal considerations may affect a Director's judgement in acting in the best interest of the Club. It includes using a Director's position, confidential information, material or facilities for private gain or

advancement or the expectation of private gain or advancement. A conflict may occur when an interest benefits any Member of the Director's family, friends or business associates.

10.02 Procedure in the event of conflicts

In the event that a Director has a conflict of interest with respect to a matter under consideration at a meeting of the Board, the Director must:

- (a) Declare the conflict of interest at the beginning of the meeting and before the matter is discussed;
- (b) Refrain from participating in the discussion of the matter;
- (c) Refrain from voting on the matter; and
- (d) Refrain from attempting to influence another director before, during or after the consideration of the matter.

10.03 Conflicts recorded in the minutes

The declaration of the conflict of interest must be recorded in the minutes of the meeting.

SECTION 11: LIABILITY OF DIRECTORS AND OFFICERS

11.01 Indemnity.

Every Director or Officer of the Club or other such person who has undertaken any liability on behalf of the Club and the heirs, executors, administrators and estates, will be indemnified and saved harmless by the Club from all costs, charges and expenses that such Director or Officer sustains or incurs by way of action, suit or proceeding commenced against him or in respect of any acts, deeds, matters or things whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs or charges or expenses which are occasioned by his own willful neglect or default.

11.02 Limitation of Liability

No Director or Officer will be liable for the acts or omissions of any other Director or Officer or employee of the Club or for any loss, damage, or expense suffered by the Club through the insufficiency or deficiency of title to any property acquired by order of the Board, or in respect of any deficiency of any security in or upon which any moneys of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any of the moneys, securities, or effects of the Club may be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any loss or damage which may occur in the execution of the duties of his office in relation thereto or in respect of any other act or omission of a Director in his capacity as such causing loss, damage or expense, unless the same shall happen through his own willful neglect or default.

SECTION 12: AMENDMENTS TO BY-LAWS

12.01 Amendments

This By-law may be amended, repealed or re-enacted by the Board by majority vote. Unless in the meantime confirmed at a meeting of the Members duly called for that purpose, any amendments will be effective only until the next annual meeting of the Members unless confirmed thereat, and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the Members.

SECTION 13: DISSOLUTION

13.01 Dissolution

In the event the Club is dissolved, and after the payment of all debts and liabilities, all remaining property will be distributed to the non-profit sports governing body responsible for the organization and regulation of amateur swimming in the Province of Ontario.

ENACTED AND PASSED THIS 23rd DAY OF NOVEMBER, 2020.

ANTHONY FIELD
PRESIDENT

ANN TAVARES
SECRETARY