



SPECIAL RESOLUTION

MOVED AS A SPECIAL RESOLUTION THAT THE BYLAWS BE RESCINDED, AND REPLACED BY THE FOLLOWING:



**FOOTHILLS SWIMMING ASSOCIATION
BY-LAWS**

ARTICLE I GENERAL

- 1.1 **Purpose** – These By-laws relate to the general conduct of the affairs of the Foothills Swimming Association, an Alberta Society incorporated under the *Societies Act*.
- 1.2 **Definitions** – The following terms have these meanings in these By-laws:
- a) *Act* – the Alberta *Societies Act*, as amended from time to time and any legislation that may be substituted therefore.
 - b) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting in accordance with the Act.
 - c) *Board* – the Board of Directors of the Society.
 - d) *Society* – the Foothills Swimming Association, which may also be identified as the University of Calgary Swim Club or “UCSC”.
 - e) *Days* – days including weekends and holidays.
 - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
 - g) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
 - h) *Registrar* – means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Alberta Business Corporations Act*.
 - i) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive, meeting of a Committee, or a meeting of Members.
 - j) *Special Resolution* –
 - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) days’ notice has been given specifying the intention of the resolution; or
 - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days’ notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
 - iii. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.
- 1.3 **Head Office** – The head office of the Association will be located at all times within the Province of Alberta as determined by the Directors by ordinary resolution. The Association may establish other offices or places of business as determined by the Directors. Any amendment to the location of the head office will be notified to the Registrar in accordance with the Act (currently within fifteen days after any change in the place or address of its head office).
- 1.4 **Corporate Seal** – The Society will have a corporate seal, which may be adopted and may be

changed by Ordinary Resolution of the Board, and will be kept in the custody of either the Secretary or the head office.

- 1.5 **No Gain for Members** – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objects.
- 1.6 **Ruling on By-laws** – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.
- 1.7 **Conduct of Meetings** – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.8 **Interpretation** – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

2.1 **Categories** – The Society has the following categories of Member:

- a) **Athlete Member** – Any individual who is a swimmer registered with the Society, and who has agreed to abide by the Society's By-laws, policies, procedures, rules and regulations (or, if the individual is under the age of 18, who has had a parent or guardian agree to abide by the Society's By-laws, policies, procedures, rules and regulations on behalf of the individual).
- b) **Varsity Team Member** – Any individual who is an active member of the University of Calgary Varsity Swim Team and who has agreed to abide by the Society's By-laws, policies, procedures, rules and regulations.
- c) **Supporter Member** – Any individual who has been a past Athlete Member, parent/guardian of a current/past Athlete Member, past Varsity Team Member, or other supporting individual who wishes to support the Society and/or who has contributed greatly to the development or promotion of the Society, and who has agreed to abide by the Society's By-laws, policies, procedures, rules and regulations.

Admission and Renewal of Members

2.2 **Admission of Members** – Any candidate will be admitted as a Member or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Society;
- b) The candidate member was previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member agrees to uphold and comply with the Society's governing documents;
- e) The candidate member meets any other condition of membership determined by the Board;
- f) The candidate member has met the applicable definition listed in Section 2.1; and
- g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Dues and Duration

2.3 **Year** – Unless otherwise determined by the Board, the membership year of the Society will be September 1st to August 31st.

- 2.4 **Dues** – Membership dues will be determined annually by the Board. Varsity Team Members will not be assessed dues during the varsity swim season (September to April) but may be assessed dues on a pro-rated basis, at the discretion of the Board, if the Varsity Team Member continues to participate with the Society outside of the varsity swim season.
- 2.5 **Duration** – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.
- 2.6 **Deadline** – Members will be notified in writing of monies payable by them to the Society, and if the monies are not paid within sixty (60) days of the notice of default, the Member in default will automatically cease to be a Member of the Society.

Transfer, Suspension, and Termination of Membership

- 2.7 **Transfer** – Membership in the Society is non-transferable.
- 2.8 **Suspension** – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such a meeting.
- 2.9 **Termination** – Membership in the Society will terminate immediately upon:
- a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
 - b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
 - c) Resignation by the Member by giving written notice to the Society;
 - d) Dissolution of the Society;
 - e) The Member's death; or
 - f) By Ordinary Resolution of the Board at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- 2.10 **May Not Resign** – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.
- 2.11 **Arrears** – A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board.
- 2.12 **Discipline** – A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.
- 2.13 **Dues Payable** – Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

Good Standing

- 2.14 **Definition** – A Member will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
 - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - c) Has completed and remitted all documents as required by the Society;
 - d) Has complied with the By-laws, policies, and rules of the Society;

- e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues.

2.15 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III: REGISTRANTS

3.1 Definition – Registrants are individuals who participate in the Society's non-competition stream. Registrants are not Members of the Society.

Term

3.2 Year – The registration term of a Registrant will be from the date of registration to a date, determined by the Board (or designate), at which the registrant ceases to participate in the Society's programs.

Fees

3.3 Fees – Registrant fees will be determined by the Board (or designate).

3.4 Deadline – If a Registrant fee is not paid within sixty (60) days of a date specified by the Board, the Registrant in default will automatically cease to be a Registrant with the Society.

Discipline

3.5 Discipline – A Registrant may be suspended or expelled from the Society in accordance with the Society's By-laws, policies, and procedures relating to discipline of Registrants.

3.6 May Not Resign – A Registrant may not resign from the Society if the Registrant is subject to disciplinary investigation or action.

Status

3.7 Expulsion and Resignation – A Registrant ceases to be a Registrant if:

- a) The Registrant fails to maintain any of the qualifications or conditions of being a Registrant described in Section 3.1;
- b) The Registrant resigns from the Society by giving written notice to the Society in which case the resignation becomes effective on the date specified in the resignation. The Registrant will be responsible for all fees payable;
- c) The Registrant fails to pay fees owed to the Society by the deadline date in Section 3.4;
- d) The Registrant fails to comply with Society's registration policies or applicable policies;
- e) The Registrant's term of registration expires; or
- f) The Society is dissolved.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Annual General Meeting – The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of Alberta. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

4.2 Special Meeting – A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10%) percent or more of the voting Members of the Association. Notice to all voting Members will be given in accordance with the Act before the date of such meeting. Agenda of special meetings will be limited to the

subject matter for which the meeting was duly called. The Association shall file every "Special Resolution" passed by the Association with the Registrar of Companies in accordance with the Act.

- 4.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 4.4 Notice – Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days prior to the date of the meeting. Notice will have a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.
- 4.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 4.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 4.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board fourteen (14) days prior to the meeting of the Members in accordance with procedures as approved by the Board or upon the sole discretion of the Board.
- 4.8 Quorum – Twenty-one (21) voting Members present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 4.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.
- 4.10 Agenda – The agenda for the Annual General Meeting may include:
- a) Call to order
 - b) Establishment of quorum
 - c) Declaration of any Conflicts of Interest
 - d) Approval of the agenda
 - e) Approval of minutes of the previous Annual General Meeting
 - f) Presentation of reports
 - g) Report of Auditors
 - h) Appointment of Auditors
 - i) Business as specified in the meeting notice
 - j) Election of new Directors
 - k) Adjournment
- 4.11 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers

who will be responsible for ensuring that votes are properly cast and counted.

- 4.12 **Adjournments** – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 4.13 **Attendance** – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Society, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

- 4.14 **Voting Rights** – Members have the following voting rights at all meetings of the Members:
- a) **Athlete Members** who are 18 years old or older may exercise one vote at all meetings of the Members. Athlete Members who are younger than 18 years old may have one vote per household exercised at meetings of Members by a parent or guardian.
 - b) **Varsity Team Members** may exercise one vote at all meetings of the Members
 - c) **Supporter Members** do not vote at all meetings of the Members.
- 4.15 **Eligibility of Votes** – The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.
- 4.16 **Proxy Voting** – There will be no voting by proxy.
- 4.17 **Absentee Voting** – There will be no absentee voting.
- 4.18 **Determination of Votes** – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 4.19 **Majority of Votes** – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE V GOVERNANCE

Composition of the Board

- 5.1 **Directors** – The Board will consist of up to twelve (12) Directors.
- 5.2 **Composition of the Board**
- a) President
 - b) Past President
 - c) University of Calgary Liaison
 - d) Nine (9) Directors at Large
- 5.3 **University of Calgary Liaison** – The Board, in consultation with the Dean of the Faculty of Kinesiology of the University of Calgary, will appoint an individual to serve as liaison officer.
- 5.4 **Past President** – A Past President of the Society will be appointed into the position of Past President provided that this individual is interested in serving in the position and has been

approved by Ordinary Resolution of the Board.

Eligibility of Directors

- 5.5 **Eligibility** – To be eligible for election as a Director, an individual must:
- Be eighteen (18) years of age or older;
 - Have the power under law to contract;
 - Have not been declared incapable by a court in Canada or in another country; and
 - Not have the status of bankrupt; and
 - Must be a Member as per these bylaws.

Election of Directors

- 5.6 **Appointed Directors** – The Past President and University of Calgary Liaison are appointed Directors and are not elected.
- 5.7 **Nominations Committee** – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
- 5.8 **Nomination** – Any nomination of an individual for election as a Director may:
- Include the written consent of the nominee by signed or electronic signature;
 - Include a cover letter and resume of the nominee;
 - Be submitted to the Registered Office of the Society seven (7) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 5.9 **Incumbents** – Current Directors wishing to be re-elected are not subject to nomination but must notify the Nominations Committee of their interest in re-election seven (7) days prior to the Annual General Meeting.
- 5.10 **Nominations from the Floor** – Nominations will not be accepted from the floor of an Annual General Meeting.
- 5.11 **Circulation of Nominations** – Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.
- 5.12 **Election** – Directors will be elected at each Annual General Meeting as follows:
- Five (5) Directors at Large** will be elected at alternate Annual General Meetings to those listed in sub-section b.
 - Five (5) Directors at Large** will be elected at alternate Annual General Meetings to those listed in subsection a.
- 5.13 **Elections** – Elections for each Director position will be decided by majority vote of the Members in accordance with the following:
- One Valid Nomination** – Winner declared by acclamation; or
 - Two or More Valid Nominations** – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.
- 5.14 **Terms** – Directors at Large, in addition to the President, Past President and the University of Calgary Liaison, will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed

from or vacate their office.

Resignation and Removal of Directors

- 5.15 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 5.16 Vacate Office – The office of any Director will be vacated automatically if:
- a) The Director resigns;
 - b) The Director is found to be incapable of managing property by a court or under Alberta law;
 - c) The Director is found by a court to be of unsound mind;
 - d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
 - e) The Director dies.
- 5.17 Removal – An elected Director may be removed by Ordinary Resolution at a meeting of the Board, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote.

Filling a Vacancy on the Board

- 5.18 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next Annual General Meeting.

Meetings of the Board

- 5.19 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.
- 5.20 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Past President (or designate) will be the Chair of the meeting.
- 5.21 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.
- 5.22 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 5.23 Number of Meetings – The Board will hold at least four (4) meetings per year.
- 5.24 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

- 5.25 **Voting** – Each Director is entitled to one vote. The President is a non-voting member, unless a tie is needed. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the matter is determined by the President.
- 5.26 **No Alternate Directors** – No person shall act for an absent Director at a meeting of directors.
- 5.27 **Written Resolutions** – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 5.28 **Closed Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 5.29 **Meetings by Telecommunications** – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

- 5.30 **Standard of Care** – Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Society; and
 - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

- 5.31 **Powers of the Society** – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.
- 5.32 **Empowered** – The Board is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
 - b) Make policies and procedures relating to the discipline of Members and Registrants, and have the authority to discipline Members and Registrants in accordance with such policies and procedures;
 - c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
 - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
 - e) Have the authority to hire a world-class Director of Swimming who will be a non-voting member of the Executive Committee, may attend the Regular meetings of the Board, and who will be responsible for maintaining world-class swimming programs for the Society, for delivering coaching and management services to the Society's programs, and for the development and daily operation of the training program;
 - f) Determine registration procedures, membership dues, and other registration requirements;
 - g) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
 - h) Make expenditures for the purpose of furthering the objects and purposes of the Society;
 - i) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
 - j) Perform any other duties from time to time as may be in the best interests of the Society.

ARTICLE VI OFFICERS

- 6.1 **Composition** – The Officers will comprise the President, Director of Finance and Administration,

and Past President.

- 6.2 **Term** – The term of the Officers will be two (2) years or until they or their successors are elected or appointed.
- 6.3 **Duties** – The duties of Officers are as follows:
- a) The **President** will:
 - i. Be responsible for the general supervision of the affairs and operations of the association;
 - ii. Preside at the Annual General and Special Meetings of the Society and at meetings of the Board and meeting of the Executive Committee unless the President otherwise designates;
 - iii. Be the official spokesperson of the Society;
 - iv. Oversee and supervise the Club Manager and Director of Swimming, and;
 - v. Perform such other duties as may from time to time be established by the Board.
 - b) The **Director of Finance and Administration** will be an elected Director at Large, who is then appointed to the position of Director of Finance and Administration by Ordinary Resolution at a meeting of the Board, and will be subject to the powers and duties of the Board:
 - i. Collaborate with and report the findings of the Financial Manager/Controller to the Board for Regular meetings;
 - ii. Present the annual budget and audited financial statements, as prepared by the Financial Manager/Controller, to the Members at the Annual General Meeting, and;
 - iii. Perform such other duties as may from time to time be established by the Board.
 - c) The **Past President** will:
 - i. Support and assist the President in all duties;
 - ii. In the absence of the President, have the authority of and perform duties of the President; and
 - iii. Perform such other duties as may from time to time be established by the Board.
- 6.4 **Delegation of Duties** – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Director.
- 6.5 **Removal** – An Officer may be removed by Ordinary Resolution at a meeting of the Board, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote.
- 6.6 **Vacancy** – Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the President-Elect shall become President.
- 6.7 **Other Officers** – The Board, by Ordinary Resolution at a meeting of the Board, may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VII COMMITTEES

- 7.1 **Appointment of Committees** – The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for

the election of members of committees, may prescribe the duties and terms of reference of committees.

- 7.2 **Standing Committees** – The Society may have the following standing committees:
- a) Executive Committee
 - b) Finance and Administration Committee
 - c) Communications Committee
 - d) Competitions Committee
 - e) Programs Committee
 - f) Personnel Committee
 - g) Safe Sport Committee
- 7.3 **Executive Committee** – The Executive Committee will be composed of the President, Past President, up to four (4) other members of the Board (appointed at the discretion of the Board), the Club Manager, and the Director of Swimming. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Society’s policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee will be ratified by the Board at the next meeting of the Board.
- 7.4 **Vacancy** – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.
- 7.5 **President Ex-officio** – With the exception of the Executive Committee on which the President is a voting member, the President will be an ex-officio non-voting member of all Committees of the Society.
- 7.6 **Removal** – The Board may remove any member of any Committee by Ordinary Resolution at a meeting of the Board.
- 7.7 **Debts** – No Committee will have the authority to incur debts in the name of the Society.

ARTICLE VIII FINANCE AND MANAGEMENT

- 8.1 **Fiscal Year** – Unless otherwise determined by the Board, the fiscal year of the Society will be September 1st to August 31st.
- 8.2 **Bank** – The banking business of the Society will be conducted at such a financial institution as the Board may determine.
- 8.3 **Auditors** – At each Annual General Meeting, the Members will approve an auditor to audit the books, accounts and records of the Society in accordance with the Act. At each Annual General Meeting, the auditor will submit a complete statement of the books to the Members for the previous year. The auditor will be approved until the next Annual General Meeting.
- 8.4 **Books and Records** – The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept at the registered office of the Society.
- 8.5 **Signing Authority** – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In

addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

- 8.6 **Property** – The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 8.7 **Borrowing** – The Board may from time to time:
- a) Borrow money on the credit of the Society;
 - b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Society;
 - c) Give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
 - d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Society.
- 8.8 **Borrowing Restriction** – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.

Remuneration

- 8.9 **No Remuneration** – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director, Officer or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director, Officer or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

- 8.10 **Conflict of Interest** – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE IX AMENDMENT OF BY-LAWS

- 9.1 **Voting** – These By-laws may only be amended, revised, repealed, or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise, or repeal these By-laws. Upon affirmative vote and registration in accordance with the Act, any amendments, revisions, additions, or deletions will be effective immediately.
- 9.2 **Effective Date** – By-laws amendments are effective from the date they are registered with the Registrar.

ARTICLE X NOTICE

- 10.1 **Written Notice** – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officers or Member, as applicable.
- 10.2 **Date of Notice** – Date of notice will be the date on which receipt of the notice is confirmed

verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is postmarked.

- 10.3 **Error in Notice** – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director, Officer or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE XI DISSOLUTION

- 11.1 **Dissolution** – The Society may be dissolved in accordance with the Act.

ARTICLE XII INDEMNIFICATION

- 12.1 **Will Indemnify** – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

- 12.2 **Will Not Indemnify** – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

- 12.3 **Insurance** – The Society will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

- 13.1 **Ratification** – These By-laws were ratified by a Special Resolution vote of the Members of the Society at a meeting of Members duly called and held on June 30, 2021.
- 13.2 **Repeal of Prior By-laws** – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.