

Halton Hills Artistic Swimming Club

By-Laws

Last Updated: October 2020

Article 1 General

1.1 Purpose

These By-laws relate to the general conduct of the affairs of Halton Hills Artistic Swimming Club.

1.2 Definitions

- i. Act – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporation Act, 2010
- ii. Board – the Board of Directors of the Club
- iii. HHASC – Halton Hills Artistic Swimming Club
- iv. By-laws – this by-law and all other by-laws of the Club
- v. Director – Director of the Board
- vi. Club – Halton Hills Artistic Swimming Club
- vii. Member(s) – member(s) of the Club
- viii. Head Coach – senior employee of the Club appointed by the Board to manage and administer day-to-day affairs of the Club

1.3 Amendment of By-laws

These by-laws may only be amended, revised or repealed or added to by a two-thirds affirmative vote of the members present at a duly called member meeting.

1.4 Severability

The provisions of this by-law are severable. If any provision is found to be invalid or unenforceable, the remaining provisions shall not, as a result be invalidated.

1.5 Registered Office

The registered office of the Club will be located within the Province of Ontario.

1.6 Not Gain for Members

The Club will be carried on without the purpose of gain for its members and any profits or other accretions to the Club will be used in promoting its objects.

1.7 Ruling on By-laws

Except as provided in the Act, the Board will have the authority to interpret any provisions of these by-laws that is contradictory, ambiguous or unclear, provided such interpretation is consistent with the objects of the Club.

Article 2 Membership

2.1 Membership Categories:

- i. Novice Athlete Member – An athlete who participates in artistic swimming with the intent of training for and entering competition at a Regional and Provincial level
- ii. Novice Masters Athlete Member – An athlete who participates in artistic swimming at a masters level (18+) with the intent of training for and entering competition at a Regional, Provincial or National level
- iii. Athlete Parent Member – A parent or legal guardian of a novice athlete or any other person in a custodial role such as a custodial stepparent

HHASC By-laws

- iv. Honorary Member – An individual who the Board has determined has contributed or would contribute greatly to the development and promotion of HHASC
- v. Participant – An athlete who participates in recreational artistic swimming, including an athlete who participates in recreational, adult artistic swimming

2.2 Conditions of Athlete Membership

Conditions of registration for Novice and Masters Athlete Members and Participants are:

- i. A completed application for membership
- ii. Acceptance of the application by the Board or by an individual delegated this authority by the Board
- iii. Meet the applicable definition
- iv. Registration with Ontario Artistic Swimming
- v. If previously registered, be in good standing
- vi. Payment of membership dues
- vii. Agreement to abide by the Club's by-laws, policies, procedures, rules and regulations

2.3 Conditions of Athlete Parent Member

Conditions of member for an Athlete Parent Member are:

- i. Acceptance of child as a Novice Athlete Member and/or Participant

2.4 Conditions of Honorary Membership

Conditions of membership for an Honorary Member:

- i. Approval of the Board

2.5 Good Standing

A member will be in 'good standing' provided the member (as determined by the Board):

- i. Has complied with the Constitution, by-laws, policies, procedures and rules and regulations
- ii. Has not terminated membership
- iii. Has completed and submitted all required documents
- iv. Has made all required payments
- v. Is not subject to a disciplinary action or investigation by the Club, or it subject to disciplinary action previously, has satisfied all conditions; all to be determined by the Board

2.6 Terminating Membership

Where a candidate member is denied new or renewed membership, written reasons will be provided:

- i) The board may suspend or revoke membership that is not in good standing. The Member will be given a reasonable opportunity to respond to the Board's notification. The Board, upon considering the Member's response, if any, may suspend or revoke membership. The Board will provide written reasons to the Member.
- ii) A Member may resign his or her membership by giving written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board. The resigned Member remains liable for any non-payment of money uncured before resignation.

2.7 Year

Unless otherwise determined by the Board, the member year will be from July 1st to June 30th. Members will re-apply for membership annually.

2.8 Dues

Membership dues will be determined annually by the Board.

2.9 Deadline

Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member.

Article 3 Member Meetings

3.1 Member Meetings

The Annual Member meeting will be held annually, where the frequency of meetings will be within fifteen (15) months of the last Annual Meeting and within six (6) months of the Club's fiscal year end. The board of directors reserves the right to host these meetings in either an in-person or virtual format. In addition, other Member meetings (Special Meetings) may be held throughout the year as determined by the Board or upon written requisition of ten percent (10%) or more of the Members.

3.2 Notice

Notice to the Member's Meeting will be in writing and will be sent at least fourteen (14) days before the meeting to each Member of the Corporation. Notice will include a proposed agenda and reasonable information to allow Members to make informed decisions, and will identify the date, time and location of the meeting as determined by the Board.

- i. Athlete Parent Members will receive notice of Member Meetings
- ii. Novice Masters Athlete Members will receive notice of Member Meetings
- iii. An Honorary Member will receive notice of Member Meetings
- iv. Competitive Athlete Members will not receive notice of Member Meetings
- v. Participants will not receive notice of Member Meetings

3.3 Chair of the Meeting

The President of the Board will Chair all member meetings. The President will designate another Director as Chair in the event of his or her absence.

3.4 Quorum

Quorum will be defined as at least two thirds of the constituent members or a least ten (10) Members entitled to vote at a meeting, present and not by proxy will constitute a quorum (whichever is smaller).

3.5 Closed

Member meetings are closed to the public except upon invitation of the Board.

3.6 Voting Rights

Members will have the following rights at all Member meetings unless voting rights are extended at the beginning of the meeting to include all member groups:

HHASC By-laws

- i. One (1) Athlete Parent Member may vote at each meeting
- ii. Competitive Masters Athlete Members may vote at each meeting
- iii. Competitive Athlete Members may not vote
- iv. An Honorary member may not vote
- v. Participants may not vote

3.7 Proxy Voting

Members may vote at meetings by proxy if:

- i. The voting Member notified the Chair in writing at least two (2) days prior to the meeting of the appointment of a designate who is a voting member
- ii. The proxy states clearly the date of the specific meeting
- iii. The proxy states clearly the names of those giving and exercising the proxy

3.8 Agenda

Members may request to include any item on the agenda at any meeting by providing the Board with no less than twenty (20) days' notice of the item or upon the sole discretion of the President or designate. The Order of Business at the Annual Member Meeting may be as follows:

- i. Call to Order
- ii. Approval of Agenda
- iii. Adoption of minutes of the previous Annual Member Meeting
- iv. Directors' Report, including Financial Review
- v. Election of New Directors
- vi. Other Business
- vii. Adjournment

3.9 Decisions

Decisions at Member Meetings will be made by resolution or motion. A majority of the votes cast will be required to pass a resolution or motion. The Chair of the meeting has a second vote in the case of a tie.

Article 4 Governance

4.1 The Board of Directors

The management of the affairs of the Club shall be vested in a Board of Directors duly elected or appointed as hereinafter stated.

4.2 Composition of the Board

The Board will consist of no fewer than three (3) Directors elected or appointed as follows:

- i. President
- ii. Treasurer
- iii. Registrar
- iv. Others may be invited by the Board

4.3 Ex officio Directors

The Board may appoint up to two (2) ex officio Directors such as the past President or an Honorary Member. The ex officio Directors will hold office for a two-year term from the date of appointment, renewable at the sole discretion of the Board. The ex officio Directors will have full voting rights.

4.4 Eligibility

An Athlete Parent Member, Competitive Masters Athlete Member or Honorary Member is eligible to be elected a Director if they:

- i. Are at least 18 years old
- ii. Are mentally competent
- iii. Are a Member in good standing
- iv. Have a police background check that is acceptable to the Board
- v. Are not bankrupt or insolvent
- vi. Do not hold a paid position within the Club

4.5 Duties of the President

The President will chair all meetings of the Club including Member and Board meetings; will represent HHASC in the community; will have general supervision over the affairs of HHASC; and will perform such other duties as may be required by law or as the Board may determine.

4.6 Duties of the Treasurer

The Treasurer will keep record of all receipts and disbursements of the Club; will deposit and disburse funds as directed by the Board; when required, will provide the Board with an account of the financial position of the Club; and will perform such other duties as may be required by law or as the Board may determine.

4.7 Duties of the Registrar/Secretary

The Registrar will maintain the records of the Club; will take minutes at the meetings; will give notice to Directors and Members of meetings; and will perform such other duties as may be required by law or as the Board may determine.

4.8 Duties of the Board

The Board will manage the affairs of the Club. The Board may delegate any of its powers, duties and functions. The Board will, among other things:

- i. Determine membership dues annually
- ii. Complete and secure any available government grants that would assist the club
- iii. Make policies and procedures
- iv. Make decisions to achieve the Club's Mission and Directives

4.9 Election of Directors

Directors will be elected at the Annual Member Meeting as seats become vacant as follows:

- i. President
- ii. Treasurer
- iii. Registrar/Secretary

4.10 Term

A Director elected at the Annual Member Meeting will take office at the end of the season and will hold office until such time as their participant leaves the program or decides to vacate the role.

4.11 Nomination Procedures

The Board may create nomination procedures to be followed in electing Directors.

4.12 Winners

Elections will be decided by majority vote of the Members in accordance with the following:

i) One Value Nomination – Winner declared by Ordinary Resolution

ii) Two or More Valid Nominations – the nominee receiving the greatest number of votes and an Ordinary Resolution 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.

4.13 Vacate Office

The office of any Director will be vacated automatically if the Director:

- i. Is found by the Board to be not in good standing
- ii. Violates Ontario Artistic Swimming Risk Management Policies
- iii. Becomes bankrupt or insolvent
- iv. Holds a paid position with the Club
- v. Is found by a court to be mentally incompetent
- vi. Failing, without reasonable excuse, to attend two (2) consecutive Member meetings, or any four (4) meetings including Member and Board meetings, in any twelve-month period
- vii. Dies

4.14 Resignation

A Director may resign from the Board at any time by presenting their notice of resignation in writing to the Board. The resignation will become effective the date on which the request is approved by the Board.

4.15 Removal

An elected Director may be removed by Ordinary Resolution of the Members at an Annual Member Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. The affected Director may not vote.

4.16 Vacancy

Where a Director's position becomes vacant for whatever reason, the Board may appoint an eligible Member for the remainder of the vacated term. Members will be asked to ratify the appointment of the new Director at the next Member meeting.

4.17 Board Meetings

The Board shall meet at least four (4) times a year at a time and place, and upon such notice, as determined by the Board. Meetings need not take place in person, but may use any technology available to communicate as determined by the Board. The President will preside as Chair for Board meetings, unless otherwise arranged by the Board.

4.18 Closed

Board Meetings are closed to Members and the public except upon invitation of the Board.

4.19 Quorum

Quorum for a Board meeting is defined as at least two thirds of the existing board, with ideal being three (3) Directors present and not by proxy. Officials, coaches, consultants and observers will not have a vote at Board meetings.

4.20 Decisions

Decisions at Board meetings will be made by resolution or motion.

4.21 Voting

Each Director is entitled to one vote. Voting will be by a show of hands 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 Chair of the meeting shall vote a second time to decide the issue.

4.22 Remuneration

Directors serving on the Board will receive remuneration for their hours served, provided their annual hours served exceeds those expected of any parent/club volunteer. Maximum remuneration in any given year is a 10% discount on swimmer fees. If Directors are honorary members, remuneration will be provided in the form of a gift card, to thank them for their service.

If any given swimming season, only one remuneration provision may be applied to a swimmer's fees. If a swimmer's parent is a Director and secures a sponsorship for the Club, only one discount is applied to the swimmer's fees.

4.23 Conflict of Interest

A Director who has a direct or indirect interest in any conflict or proposed contract with the Club will:

- i. Declare their interest at the first Board Meeting after which they become aware of the interest
- ii. Request that the minutes of the meeting record the declaration
- iii. Not vote on any resolution or motion concerning the contract or proposed contract and will not participate in any further discussion. Other Directors may require the Director to leave during the discussion and vote.

4.24 Indemnification

The Club will indemnify and hold harmless out of the funds of the Club each Director, their heirs, executors and administration from and against any claim that may arise or be incurred as a result of occupying the position or performing the duties of a Director. The Club will not indemnify a Director or any other person for acts of fraud, dishonesty or bad faith.

4.25 Directors' Liability Insurance

The Club will, at all times, maintain in force such Directors' Liability Insurance as determined by the board.

Article 5 Financial Matters

5.1 Fiscal Year

The fiscal year of the Club will be July 1 to June 30, or as determined by the Board.

5.2 Banking

The Club's banking will be conducted at a financial institution as determined by the Board.

5.3 Signing Authority

All financial transactions, require two (2) signatures of authorized individuals as determined by the Board. At least two (2) Directors will have signing authority, where signing authority includes but is not limited to President and Treasurer.

5.4 Auditors

The Members will appoint an accountant to audit or conduct a review engagement of the books, accounts and records of the Clubs at each Annual Member Meeting. The accountant will hold office until the next Annual Member Meeting. The accountant will not be a Director or employee of the Club.

5.5 Audit Requirements

The Club will have an audit completed each year when the annual revenue of the Club is greater than \$500,000. In the years that the Clubs' revenues are less than \$500,000, the Club can have a review engagement performed. The financial report will be presented to Members at each Annual Member Meeting.

5.6 Signing Agreements

The Board may direct any person to sign specific agreements on behalf of the Club. Absent such direction, two (2) Directors, one of which will be the President, Treasurer or Registrar, will sign agreements. The board agrees to ensure contracts are in place for all commitments requires to run the defined programs of Halton Hills Artistic Swimming Club.

Article 6 Dissolution

6.1 Dissolution

Upon dissolution of the Club and after payment of all its debts and liabilities, its remaining property shall be distributed to a charitable organization or organization whose objects benefit the community, as determined by the Board.

Article 7 Committees

7.1 Appointment of Committees

The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation 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, and may delegate to any Committee any of its powers, duties, and functions.

Article 8 Amendment of By-Law

8.1 Voting

These By-laws may only be amended, revised, repealed or added to:

- i) Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*:
 - a) By Ordinary Resolution of the Board, any by-laws amendments will be submitted to the Members at the next meeting or Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the by-laws by Ordinary Resolution
 - b) By a Member entitled to vote who may make a proposal to make, amend, or repeal any by-law in accordance with the Act which requires at least sixty (60) days' notice. Any by-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the by-laws by Ordinary Resolution.

8.2 Effective Date

By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at the meeting or the Members.

Article 9 Fundamental Changes

9.1 Fundamental Changes

Under the jurisdiction of the *Ontario Not-for-Profit Corporation Act*, as a Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the by-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- i. Change to the Club's name
- ii. Add, change or remove any restriction on the activities that the Club may carry on
- iii. Create a new category of Members
- iv. Change a condition required for being a Member
- v. Change the designation of any category of Members or add, change or remove any rights and conditions of any such category
- vi. Divide any category of Members into two or more categories and fix the rights and conditions of each category
- vii. Add, change or remove a provision respecting the transfer of a membership
- viii. Increase or decrease the number of, or the minimum or maximum number of, Directors
- ix. Change the purpose of the Club
- x. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Club is to be distributed
- xi. Change the manner of giving notice to Members entitles to vote at a meeting of Members
- xii. Change the method of voting by Members not in attendance at a meeting of the Members
- xiii. Add, change or remove any other provision that is permitted by the Act

Article 10 Adoption of these By-Laws

10.1 Ratification

These by-laws were ratified by the Members of the Club at the meeting Members duly called and held on November 24, 2020.

10.2 Repeal of Prior By-laws

In ratifying these by-laws, the Members of the Corporation repeal all prior by-laws of the Club provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws.