

MISSISSAUGA ARTISTIC SWIMMING CLUB

CONSTITUTION AND BYLAWS

SEPTEMBER 2024

MISSISSAUGA ARTISTIC SWIMMING CLUB CONSTITUTION AND BYLAWS

1) ARTICLE I – GENERAL

- a)** Name - The name of the Club shall be the Mississauga Artistic Swimming Club, hereinafter referred to as the “Club”.
- b)** Head Office – The address of the Club will be located within the Province of Ontario
- c)** Corporate Seal – The Club may have a corporate logo, which may be adopted and may be changed by Ordinary Resolution of the Board.
- d)** Ruling on Bylaws – 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 Club.
- e)** Language - This By-Law has been drafted in English; any other language text is a translation. In the case of conflicting interpretation, the English text will prevail.
- f)** 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.

2) ARTICLE II – OBJECTIVES

These Bylaws and Constitution relate to the general conduct of the affairs of the Mississauga Artistic Swimming Club. The Club is a not-for-profit organization whose objectives are to:

- a)** Provide well qualified coaches to its Membership;
- b)** Provide opportunities for education and training in the sport of artistic swimming, in accordance with the Constitution and under the regulations prescribed by Canada Artistic Swimming (Ontario Section);
- c)** Provide competitive and recreational artistic swimming to its Members, together with the involvement and co-operation of the municipal Recreation Department(s), the Region of Peel and/or other community-based endeavours;
- d)** Encourage its Members at all levels to set personal goals and to achieve personal excellence independently of competitive results;
- e)** Emphasize family involvement and volunteerism;
- f)** Foster a positive atmosphere for swimmers to reach their potential at all levels of ability.

3) ARTICLE III – INTERPRETATION, APPLICATION AND ADMINISTRATION

Section 3.10 Definitions:

The following terms have these meanings in these Bylaws and Constitution:

- a) “ACT” means the Ontario Associations Act or any successor legislation including the Not- for- Profit Associations Act, 2010. C. 15, s. 249;
- b) “amateur” means an artistic swimmer as interpreted and defined by FINA;
- c) “affairs” means the relationships among the Club, its affiliates and the members, directors and officers and its affiliates, but does not include the activities carried on by the Club and its affiliates;
- d) “auditor” means an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Club for a report to the Members at the next Annual Meeting in accordance with the Act;
- e) “board” means the Board of Directors of the Club;
- f) “club” means an organized group of registered persons associated for the purpose of competitive artistic swimming;
- g) “committee” means Standing Committees, Ad Hoc Committees, Committees of the Board and Event Committees, and any other Committee is as formed from time to time by the Board of the Club;
- h) “director” means an individual occupying the position of director of a Club by whatever name they are called. These individuals are elected or appointed to serve on the Board pursuant to these Bylaws;
- i) “financial year” means the annual period that the Club established for accounting purposes;
- j) “days” means a clear day and includes weekends and holidays;
- k) “individual” means a natural person, other than a natural person in their capacity as trustee, executor, administrator or other legal representative;
- l) “member “ means any persons who maintain status as a member in Good Standing, as are more particularly described herein;
- m) “ordinary resolution” means a resolution that is submitted to a meeting of the members of the Club and passed at the meeting, with or without amendment, by at least a majority of the votes cast;
- n) “registrant” means the individual duly registered as a recognized Ontario Artistic Swimming Member, including individuals who are engaged in activities that are provided, sponsored, supported or sanctioned by a Member and may include, but are

not limited to including, recreational and competitive athletes, coaches, officials, event organizers, administrators, and volunteers who serve on the Board or Committees;

- o)** “registration” and all references to "registered" means the registration of a Member upon payment of such registration fee as may be determined from time to time by the Club, the compliance by such Member with all Club policies, rules and regulations, and the inclusion of such Member's name on the Membership rolls;
- p)** “special resolution” means a resolution that is submitted to a special meeting of the members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, passed by a majority of not less than two-thirds of the votes cast;
- q)** “suspension” means an immediate temporary cessation of Membership in the Club (subject to possible reinstatement or termination) in accordance with the provisions of any the Club’s By-Laws or policies;
- r)** “telephonic or electronic means” means any means, other than direct speech or writing, by which information or data is transmitted, including telephone, fax, e-mail, text, automated touch-tone telephone system and computer;
- s)** “Termination” means an immediate permanent cessation of Membership in the Club in accordance with the provisions herein and the provisions contained in the Club’s policies.

Section 3.02 Interpretation of Period of Days

- a.** In this Act, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

4) ARTICLE IV – MISSION

The Mission of the Club is to encourage and facilitate the pursuit of excellence in the sport of artistic swimming.

5) ARTICLE V – MEMBERSHIP

Section 5.01 Members:

- a)** All Members shall be individuals;
- b)** 80% of the Membership will consist of Mississauga Residents;
- c)** Membership is accepted on a first come basis. At the discretion of the Head Coach, prospective members may be required to pass a pre-assessment swim test.

Section 5.02 Categories of Members:

The Club may have four (4) categories of membership:

- 1.** Artistic Swimmer – Any swimmer who is a participant in the programs offered by the Club
- 2.** Voting Member – Any swimmer age 18 or older, or the guardian of a participating artistic swimmer in the competitive programs
- 3.** Extended Membership - Membership can be extended to other persons approved of by the Board, when a charge of 20% of the annual recreation fees are paid and submitted to Ontario Artistic Swimming by October 15th, plus 15 volunteer hours are to be completed.
- 4.** Honorary Member – An individual whom the Board, by majority vote, has determined has contributed greatly to the development or promotion of amateur artistic swimming

Section 5.03 Admission of Members

No individual or entity will be admitted as a Member unless:

- a.** The candidate Member has enrolled in the Club in such a manner as may be prescribed by the Board
- b.** If the candidate Member was at any time previously a Member, the candidate Member was 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 Club's governing documents;
- e.** The candidate member meets any other condition of membership determined by the Board.

Section 5.04 Membership Duration and Dues:

- a.** Year – Unless otherwise determined by the Board, the membership year of the Club will be July 1 to June 30
- b.** Dues – Membership dues for all categories of Membership will be determined annually by the Board
- c.** Duration – Members will re-apply annually
- d.** All registration fees must be paid in full by October 1st of the current membership year.
- e.** All monies owed during the membership year will be paid by June 30th of that year.

Section 5.05 Transfer, Suspension, Withdrawal and Termination of Membership

- a.** Membership in the Club is non-transferrable
- b.** Arrears – A Member will be expelled from the Club for failing to pay membership dues or monies owed to the Club by the deadline dates prescribed by the Club.
- c.** Discipline – In addition to expulsion for failure to pay Membership dues, a Member may be suspended or expelled from the Club if it fails to comply with any of the Club's policies and procedures, in accordance with the Discipline and Complaint Policy of the Club.
- d.** Resignation – a Member in Good Standing may resign by giving written notice to the Club.
- e.** May Not Resign – a Member may not resign from the Club when the Member is not in good standing or is subject to discipline or investigation of the Club.
- f.** Balance of fees – Any dues or other monies owed by the suspended or expelled Members will remain due.

Section 5.06 Good Standing

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 are required by the Club;
- d.** Has complied with the Constitution, Bylaws, policies and rules of the Club; is not subject to a disciplinary investigation or action by the Club, and/or Ontario Artistic Swimming or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e.** Has no outstanding liabilities of any sort, including but not limited to membership dues, fees, fines and invoices as issued by our Club.

Section 5.07 Cease to be in Good Standing

Members who cease to be in good standing, as determined by the Board, Discipline or Appeal Panels, will:

- a.** Not be entitled to vote at meetings of Members and, where the Member is an Director, at meetings of the Board, or
- b.** 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 as set out above.

- c. Any dues or other monies owed to the Club by suspended or expelled Members will remain due.

Section 5.08 List of Members

No Member shall make or cause to be made a list of all or any of the Members, unless the person has filed with the Club an affidavit of such Member in the following form:

Form of Affidavit

*Province of Ontario In
the matter of
MISSISSAUGA ARTISTIC SWIMMING CLUB*

*I, of the of in the of
Make oath and say (Or affirm):*

- I am a member of Mississauga Artistic Swimming Club*
- I am applying to make a list of the members of Mississauga Artistic Swimming Club*
- I require the list of members only for purposes connected with Mississauga Artistic Swimming Club and approval from the Board with its use*

6) ARTICLE VI – MEETINGS OF MEMBERS

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).

Section 6.01 Annual General Meetings

- a) The Club will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Club's fiscal year end. Any Member, upon request, will be provided, not less than five (5) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report or other financial information.
- b) The Board, on a regular basis, will make the opportunity for an open forum meeting available to all Members.

Section 6.02 Special Meetings

- a) A Special Meeting of the Members may be called at any time by the Director of Club Management, by the Board or upon the written requisition of ten (10%) or more of the voting Members for any purpose connected with the affairs of the Club that does not

fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, in writing to the Members not less than ten (10) days and not more than fifty (50) days of the proposed date of the Special Meeting. . The Agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.

Section 6.03 Participation by Electronic Means

- a) Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Club makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Director 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.

Section 6.04 Location and Date

- a) The Club will hold meetings of Members at such date, time and place as determined by the Board.

Section 6.05 Notice of Annual Meetings

- a) Subject to the Act, written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Director, and the Auditor at least fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, and reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

Section 6.06 Waiver of Notice

- a) 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.

Section 6.07 Error or Omission in Giving Notice

- a) 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.

Section 6.08 New Business

- a) 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, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

Section 6.09 Quorum

- a) One-third (1/3) of the Members present or by proxy 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.

Section 6.10 Closed Meetings

- a) Meetings of Members will be closed to the public except by invitation of the Board

Section 6.11 Order of Business

- a) The agenda for the Annual General Meeting will at least include:
 - i. Call to order
 - ii. Establishment of Quorum
 - iii. Approval of the Agenda
 - iv. Declaration of any Conflicts of Interest
 - v. Adoption of Minutes of the previous Annual Meeting
 - vi. Presentation and approval of Board and Committee Reports
 - vii. Report of Auditors and consideration of the financial statements
 - viii. Appointment of Auditors
 - ix. Other Business as specified in the meeting notice
 - x. Election of new Directors
 - xi. Adjournment

Section 6.12 Scrutineers

- a) 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.

Section 6.13 Adjournments

- a) With the majority consent of the Members present and 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.

Section 6.14 Attendance

- a) The only persons entitled to attend a meeting of the Members are the Members, Directors, the auditor of the Club (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

7) ARTICLE VII – VOTING PRIVILEGES

Section 7.01 Voting at Meetings of Members

- a) Artistic Swimmers eighteen (18) years of age and older may attend meetings of Members and are entitled to one (1) vote.
- b) Artistic Swimmers under 18 years of age may attend meetings of Members and are entitled to one (1) vote provided that their guardian who is present at that meeting shall exercise their vote.
- c) Honorary Members may attend meetings of Members and are entitled to one (1) vote.

Section 7.02 Absentee Ballot

- a) A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Director of Administration prior to the vote being taken.

Section 7.03 Electronic Voting

- a) A Member may vote by mail, or by telephonic or electronic means if:
 - i. The votes may be verified as having been made by the Member entitled to vote; and
 - ii. The Club is not able to identify how each Member voted.

Section 7.04 Voting Procedure

- a) Votes will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those Members voting; PROVIDED that the Board may,

though shall not be compelled to, at any time, and from time to time, institute voting by remote electronic means for any meeting of the Board or Members.

- b)** Except upon the demand, by at least ten (10) of the Members, for a secret ballot prior to the vote being held, voting on resolutions or proposals other than the election of Director will be held by means specified by the Board.

Section 7.05 Majority of Votes

- a)** Except as otherwise provided in these By-laws, the majority of votes would decide each issue. In the case of a tie, the Director of Club Management of the Club (or designate) shall cast the deciding vote. The result of the vote shall be declared by the Director of Club Management that the resolution has been carried or lost.

Section 7.06 Written Resolution

- a)** A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

Section 7.07 Proxy Voting

- a)** Every Member in good standing is entitled to vote at a meeting of Members may, by means of a proxy, appoint a person to attend and act at the meeting in the manner and to the extent and with the power conferred by the proxy.
- b)** Execution and termination – A proxy shall be in writing, executed by the Member and submitted to the Board at least five (5) days ahead of the meeting of Members. It shall cease to be valid one year from its date or such earlier date as is set out in the proxy.
- c)** A proxy shall contain: its effective date or dates; the date it is signed; the appointment and name of the nominee; the revocation of a former proxy; if required by the grantor of the proxy; and any restrictions limitations or instructions as to the manner in which the proxy is to be voted.
- d)** A proxy may be revoked by instrument in writing executed by the Member, and deposited either at the head office of the Club at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used or with the chair of such meeting on the day of the meeting, or adjournment thereof and upon either of such deposits the proxy is revoked.
- e)** The Board may by resolution fix a time not exceeding forty-eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of members before which time proxies to be used at that meeting must be deposited with the Club or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.

8) ARTICLE VIII – GOVERNANCE

Section 8.01 Composition of the Board

- a)** The Board of the Club shall consist of a minimum of three (3) to seven (7) Directors, as follows:
 - i)** Director of Club Management
 - ii)** Director of Finance
 - iii)** Director of Communications and Administration
 - iv)** Director of Marketing
 - v)** Director of Human Resources
 - vi)** The Club may have a maximum of two (2) Directors at large

Section 8.02 Election of Directors

- a) To be eligible for election as a Director, and individual must:**
 - i.** Be a Member who is eighteen (18) years of age or older, who has the power under law to contract; and
 - ii.** Member in good standing may be nominated for election as a Director; PROVIDED that at any and all times, only one member of any one family may be a member of the Board.
 - iii.** Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
 - iv.** Have not been declared incapable by a court in Canada or in another country;
 - v.** Not have the status of bankrupt;
 - vi.** Not be a person not in Good Standing with the Club or any other sport organization;
 - vii.** Be a “resident” of Ontario as that term is defined in the Income Tax Act (Canada);
 - viii.** An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of the Club.

Section 8.03 Call for Nominations

- a)** The Director of Human Resources will be responsible to solicit nominations for the election of the Directors at least fifty (50) days before the election date. The “Call for Nominations” will be made using any means of communication. The “Call of Nominations” will state the method that the nominations are to be made, the requirements for the position, and the deadline for submission that will be no later than fifteen (15) days prior to the Annual Meeting, or election date, as the case may be.
- b)** Any nomination of an individual for election as a Director will
 - i.** Include the written consent of the nominee by signed or electronic signature; and

- ii. Be submitted to the Director of Administration at least fifteen (15) days prior to the Annual General Meeting. Nominations positions will be accepted from the floor if the position remains open.
- iii. Incumbents – Individuals currently on the Board wishing to be re-elected must be nominated for re-election.
- iv. Valid nominations received by the Director of Administration shall be circulated to voting Members at least seven (7) days prior to the Annual General Meeting.

Section 8.04 Election of Directors

- a) The election of Directors will take place annually at the Annual General Meeting as follows as required by vacancy.

Section 8.05 Decision of Votes

- a) Elections will be decided by majority vote of the Members in accordance with the following:
 - i. One Valid Nomination – winner declared by Ordinary Resolution.
 - ii. Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and ascertain 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

Section 8.06 Terms of Office

- a) Elected Directors will serve terms of a minimum of two (2) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign or are removed from or vacate their office.

Section 8.09 Resignation, Removal and Termination of Directors

- a) A Director may resign from the Board at any time by presenting his or her Written Notice of Resignation to the Board. This resignation will become effective the date on which the notice is received by the Director of Club Management or Director of Human Resources, or at the time specified in the notice, whichever is later. When a Director who is subject to disciplinary investigation or action of the Club resigns, the Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

- b)** The office of any Director will be vacated automatically if:
- i. The Director resigns;
 - ii. At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;
 - iii. The Director is found by a court to be of unsound mind;
 - iv. The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent;
 - v. The Director is no longer a Member, or;
 - vi. The Director dies.
- c)** A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting prior to the expiration of such Director's term of office, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Section 8.10 Filling a Vacancy on the Board

- a)** 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 for a term expiring not later than the close of the next Annual Meeting. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting.

Section 8.11 Meetings of the Board

- a)** The meetings of the Board will be held at any time and place as determined by a majority of the Board or the Director of Club Management.
- b)** The Director of Club Management will be the Chair of all Board meetings unless designated by the Director of Club Management. In the absence of the Director of Club Management, or if the meeting of the Board was not called by the Director of Club Management, the Director of Administration (or designate) will be the Chair of the meeting.
- c)** Notice of such meetings shall be given in person, or by telephone, facsimile or electronic mail will be given each Director at least forty-eight (48) hours prior to the days prior to the meeting. No Notice of a meeting of the Board is required if all Directors Members waive notice, or if those absent consent to the meeting being held in their absence.
- d)** For a first meeting of the Board held immediately following the election of Director(s) at a meeting of the Members, or for a meeting of the Board at which an 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).
- e)** The Board will hold a minimum of eight (8) meetings per year.

- f) At any meeting of the Board, quorum will be a majority of Directors.
- g) Each Director is entitled to one vote. Voting will be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. Resolutions will be passed by a majority of the votes cast being in favour of the resolution. In the event of a tie, the Director of Club Management is entitled to a second vote to decide the resolution.
- h) No person shall act for an absent Director at a meeting of the Board.
- i) A resolution in writing signed by all Directors is as valid as if it had been passed at a meeting of the Board.
- j) Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- k) A meeting of the Board may be held by telephone or electronic conference call or by means of other communications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other communications technology. Directors who participate in the meeting by telephone or other communications technology are considered to have attended the meeting.

Section 8.12 Duties of Directors:

- a) Directors will act honestly and in good faith with a view to the best interests of the Club; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- c) With the exception of the position of Director of Club Management, a Director may hold multiple Board positions.

i) The Director of Club Management

- (1) The Director of Club Management provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Director of Club Management co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The Director of Club Management ensures the Board discusses all matters relating to the Board's mandate.
- (2) Establish agendas aligned with annual Board goals and preside at the Annual and General Meetings of the Club and at meetings of the Board. Ensure Meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.
- (3) Serves as the Board's central point of communication with Ontario Artistic Swimming, and any Municipal or Provincial agencies; will provide general supervision of the affairs and operations of the Club; will be the official spokesperson of the Club; oversee and supervise office staff (if any) and will perform such other duties as may from time to time be established by the Board.

- (4) Leads the Board in monitoring and evaluating the performance of coaching staff and Directors through an annual process.
- (5) Ensures that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.
- (6) Serves as the Board's primary contact with the public.
- (7) Reports regularly to the Board on issues relevant to its governance responsibilities.
- (8) Sets a high standard for Board conduct and enforce policies and By-laws concerning Director conduct.
- (9) Serves as a mentor to other Directors. Ensure that all Directors contribute fully. Addresses issues associated with underperformance of individual Directors.
- (10) Ensures succession planning occurs for Board members and critical volunteer roles.

ii) The Director of Finance

- (1) The Director of Finance will work collaboratively with the Director of Club Management and Directors to support the Board in achieving its fiduciary responsibilities.
- (2) The Director of Finance shall have the custody of the funds and securities of the Club and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club in the books belonging to the Club and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Club in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Director of Finance shall disburse the funds of the Club as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Director of Club Management and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the finance position, of the Club. The Director of Finance shall also perform such other duties as may from time to time be directed by the Board.
- (3) Maintains a high standard for Board conduct and uphold policies and By-laws regarding Director's conduct, with particular emphasis on fiduciary responsibilities.
- (4) Presents to the Members at the annual meeting as part of the annual report, the financial statement of the Club approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.
- (5) The Director of Finance will prepare annual budgets.

iii) The Director of Communication and Administration

- (1)** The Director of Communication and Administration works collaboratively with the Director of Club Management to support the Board in fulfilling its administration responsibilities.
- (2)** Maintains a high standard for Board conduct and uphold policies and By-laws regarding Director's conduct, with particular emphasis on administration responsibilities.
- (3)** The Director of Communication and Administration will keep a role of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Club, Board and committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and ensure that they are maintained as required by law. Ensure the proper recording and maintenance of all amendments to the Club's By-Laws, ensure that all official documents and records of the Club are properly kept, keep attendance records of all Board meetings, cause to be recorded and drafted the minutes of all Board Meetings and Members' Meetings, send out any notice requirements as described herein, and perform such other duties as may from time to time be established by the Board. Ensure that all reports are prepared and filed as required by law or requested by the Board.
- (4)** Gives notice as required by the By-laws of all meetings of the Board and the Club. Attend all meetings of the Club and the Board.

iv) The Director of Marketing

- (1)** The Director of Marketing works collaboratively with the Director of Club Management to support the Board all aspects of fundraising, social media, advertising and internet presence for the Club, and will perform such duties as may from time to time be established by the Board.
- (2)** Collaborate with the Board to create a fund development plan which increases revenues to support the strategic direction of the organization. Implement the fund development plans in accordance with ethical fundraising principles. Monitor and evaluate all fundraising activities to ensure that the fundraising goals are being achieved. Monitor trends in the community or region and adapt fundraising strategies as necessary
- (3)** Develop and manage timelines for various fundraising activities to ensure strategic plans and critical fund raising processes are carried out in a timely manner. Develop policies and procedures for the fundraising team which reflect ethical fundraising practices

- (4) Prepare and submit grant applications as outlined in the fund development plan to generate funds for the organization
- (5) Oversee the planning and execution of special fundraising events as specified in the fund development plan to generate funds for the organization
- (6) Identify and develop corporate, community and individual prospects for the organization's fundraising priorities.
- (7) Oversee the administration of a donor mailing list and database, which respects the privacy, and confidentiality of donor information.
- (8) Coordinate donations and make decisions regarding the issuing of receipts.
- (9) Maintains a high standard for Board conduct and uphold policies and By-laws regarding Director's conduct, with particular emphasis on promotion and marketing responsibilities.

v) The Director of of Human Resources

- (1) The Director of Human Resources works collaboratively with the Director of Club Management and Board to maintain and enhance the Club's Human Resources by planning, implementing, and evaluating employee and Member relations. The Director of of Human Resources will also manage volunteer resources to assist in the delivery of the organization's programs and services. This includes directly managing volunteers, and/or providing guidance, support, resources and tools to members who supervise volunteers.
- (2) Develop and implement goals and objectives for the volunteer program, which reflect the mission of the organization. Assess the need for volunteers to enhance program/service delivery. Develop a budget for the volunteer program activities. Conduct ongoing evaluation of the programs and services delivered by volunteers and implement improvements as necessary.
- (3) Develop, administer, and review policies and procedures, which guide the volunteer programs and services, and reflect the overall values of the organization. Develop and administer forms and records to document the volunteer activities. Identify volunteer assignments that provide meaningful work for volunteers and write the volunteer position descriptions in consultation with members as appropriate.
- (4) Promote the volunteer program to gain community support of the volunteer program and the Club. Develop and implement effective strategies to recruit the right volunteers with the right skills. Develop and implement an intake and interview protocol for potential volunteers to ensure the best match between the skills, qualification, and interests of the volunteers and the needs of the Club.
- (5) Train staff (if any) to work effectively and cooperatively with volunteers. Orient volunteers to increase their understanding of the organization, its clients, its

services and the role and responsibilities of volunteers. Ensure that volunteers are given appropriate training to be successful in their positions. Ensure that volunteer check-in procedures are followed and records of volunteer hours are maintained according to established procedures. Ensure that volunteers receive the appropriate level of supervision. Assist with conflict resolution among clients, staff and volunteers according to established procedures.

- (6) The Director of Human Resources will assign and distribute volunteer assignments among Members, evaluate the contribution of each volunteer on an annual basis to ensure volunteer commitments are met, prepare an annual report on the contribution of the volunteer program to the organization, and administer and monitor expenditures for the volunteer program against the approved budget.
- (7) In consultation with the Director of Club Management and the Head Coach will recruit, screen, interview, and select well-qualified staff. Will be responsible for the negotiation and consolidation of contracts, orient coaches to the Club, decide on compensation issues, and will perform other such duties as may from time to time be established by the Board.
- (8) The Director of Human Resources will keep a role of the names and volunteer assignments of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Committees and distribute to the Director of Administration. Have custody of all contracts, documents, registers and ensure that they are maintained as required by law. Ensure the proper recording and maintenance of all contractual documents and ensure that all official documents and records of the Club are properly kept and filed as required by law or requested by the Board.
- (9) Maintains a high standard for Board conduct and uphold policies and By-laws regarding Director's conduct, with particular emphasis on contractual coaching and volunteer responsibilities.

vi) Director(s) at Large

- (1) Will attend all the meetings of the Board and will perform such duties as may from time to time be established by the Board.
- (2) Maintains a high standard for Board conduct and uphold policies and By-laws regarding Director's conduct.

Section 8.13 Powers of the Board

- a) Except as otherwise provided in these Bylaws, the Board has the powers of the Club and may delegate any of its powers, duties and functions:

- i. Establish the Club's Mission, Vision, Values and monitor progress towards desired results;
 - ii. Prepare policies, procedures, and manage the affairs of the Club in accordance with these Bylaws.
 - iii. Make policies and procedures relating to discipline of the Members, and will have the authority to discipline Members in accordance with such policies and procedures.
 - iv. Make policies and procedures relating to management of disputes within the Club and all disputes will be dealt with in accordance with such policies and procedures.
 - v. Employ or engage under contract such persons, as it deems necessary to carry out the work of the Club.
 - vi. The Board may borrow money upon the credit of the Club, as it deems necessary.
 - vii. Approve annually all fees, dues, levies, tolls and charges imposed by the Club.
 - viii. Fulfill any responsibilities required by law.
 - ix. Undertake its activities and responsibilities in the best interests of the Club.
- b. A Director may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such Special Resolution is put to a vote.
- c. A quorum for any committee will be the majority of its voting members.
- d. The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.
- e. Where the position of a Director, excluding the Director of Club Management, 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 Director of Club Management position becomes vacant, the Member at Large or Director shall become Director of Club Management.
- f. The Director of Club Management will be an ex-officio (non-voting) member of all Committees of the Club.
- g. Removal – The Board may remove any member of any Committee.
- h. Conflict of Interest – Any Director 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 Club 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.

9) ARTICLE IX – COMMITTEES

Section 9.01 Committees of the Board

The Board may from time to time create Committees on such terms and conditions necessary to deal with matters the Board deems necessary to support the achievement of the desired direction of the Club. These may include but are not limited to the following Standing Committees:

- i)** Finance and Audit Committee shall assist the Board in fulfilling its oversight responsibilities relating to corporate auditing and reporting, financial policies and strategies and activities, and financial risk management. This responsibility is carried out in accordance with approved policy and generally accepted accounting principles (GAAP);
- ii)** Program Policy Committee shall advise the Board in fulfilling its oversight responsibilities as those relating to the strategy, policies and management and organization of the Club's program;
- iii)** Nominations Committee is responsible for ensuring, on a continuing basis, that the Board of the Club is composed of qualified and skilled persons capable of, and committed to, providing effective leadership to the Club.

Section 9.02 Terms of Reference

The following shall apply in respect of all Board Committees and Ad Hoc Committees of the Board:

- i)** All Committees shall have such numbers as may be determined by the Director of Club Management;
- ii)** The chairperson of each Committee shall be appointed by the Director of Club Management or Director of Human Resources, and such individual shall preside over all meetings of each respective Committee;
- iii)** Director and non-Directors of the committee are at the discretion of the Director of Club Management, Director of Human Resources and Chairperson;
- iv)** All Committee meetings shall be called by the Director of Club Management, Director of Human Resources and Chairperson; of each Committee;
- v)** Notice of a meeting of a Committee may be written or verbal and a quorum shall be a majority of members of the Committee;

- vi)** At all meetings of each Committee, minutes shall be taken and every issue shall be decided by a majority of votes cast.
- vii)** Voting shall be by an agreed upon method unless a majority of Committee members request a secret ballot.
- viii)** Resolutions shall be passed by a majority of the votes being in favour of the resolution. In the case of a tie, the motion will be considered defeated.
- ix)** Members of a Committee shall not be entitled to vote by proxy.
- x)** Members of a Committee shall be removable by a majority vote of the Board.
- xi)** All Ad Hoc Committees shall run until the next Annual Meeting unless otherwise concluded.

Section 9.02 Removal

- a)** The Board may remove any member of any Committee.

Section 9.03 Debts

- a)** No Committee will have the authority to incur debts in the name of the Club.

10) ARTICLE X – FINANCE AND MANAGEMENT

Section 10.01 Fiscal Year

- a)** The fiscal year of the Club will be July 1 to June 30, or such other period as the Board may from time to time determine.

Section 10.02 Bank

- a)** The banking business of the Club will be conducted at such financial institution as the Board may designate. All financial transactions must be signed or authorized by two Directors of the Board.

Section 10.03 Auditors

- b)** At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Club in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Club and must be permitted to conduct an audit or review engagement of the Club under the Public Accounting Act, 2004, as amended.
- c)** The financial statements of the Club will be presented annually to the members at the Annual Meeting in accordance with the Act and must be:

- i) Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Club's annual gross revenue is greater than or equal to \$150,000, or the Club has greater than or equal to 1000 registered individuals; or
- ii) Reviewed by a Public Accountant, Certified General Accountant or Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Club's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Club has fewer than 1000 but greater than or equal to 500 registered individuals; or
- iii) Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or Certified Management Accountant if the Club's annual gross revenue is less than \$100,000 but greater than or equal to \$10,000.

Section 10.04 Annual Financial Statements

- a) The Board will approve financial statements (evidenced by signature of one or more Director) of the Club of the last fiscal year of the Club but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
 - i) The financial statements
 - ii) The auditor's report
 - iii) Any further information respecting the financial position of the Club

Section 10.05 Books and Records

- a) The necessary books and records of the Club required by these By-laws or by applicable law will be necessarily and properly kept.
 - i) The books and records of the Club may be inspected by any Member at the annual General Meeting, or, at any time upon giving reasonable notice and arranging a time satisfactory to the Director of Finance having charge of same, with the exception of paid staff. Each member of the Board shall, at all times, have access to such books and records.

Section 10.06 Signing Authority

- a) Signing authority to bind the Club shall include any two of the following: the Director of Club Management, the Director of Finance or Director of Administration. The Board may authorize other persons to sign on behalf of the Club. The Director of Human Resources may sign staffing agreements.

Section 10.07 Property

- a)** The Club 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.

Section 10.08 Borrowing

- a)** The Club may borrow funds upon such terms and conditions as defined in these By- Laws.

Section 10.09 Conflict of Interest

- a)** A Director 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 Club 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.

11) ARTICLE XI – AMENDMENT OF BYLAWS

Section 11.01 Voting

- a)** These By-laws may only be amended, revised, repealed or added to:
 - i)** Under the jurisdiction of the Ontario Associations Act, by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- b)** Under the jurisdiction of the Ontario Not-for-Profit Associations Act:
 - i)** By Ordinary Resolution of the Board. 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 Bylaws by Ordinary Resolution.
 - ii)** By a Member entitled to vote who may make a proposal to make, amend, or repeal a 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.
- c)** By-law amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

Section 11.02 Notice in Writing

- a)** In these Bylaws and Constitution, written notice will mean notice, which is hand- delivered or provided by mail, fax, electronic mail or courier to the latest address of record of the Club, Director or Member, as the case may be.
- b)** The effective date of any Written Notice shall be:
 - i)** Where the notice is hand-delivered, delivered electronically, or by courier, the Day after which the Written Notice is received; or
 - ii)** Where the Written Notice is delivered by ordinary mail, five Days after the date the mail is post-marked.
- d)** The accidental omission to give notice of a Meeting of Boards or the Members, the failure of any Director or Member to receive notice, or an error in any notice that does not affect its substance will not invalidate any action taken at the Meeting.

12) ARTICLE XII – DISSOLUTION

- a)** The Club may be dissolved in accordance with the Act. Upon the dissolution of the Club, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Club as determined by the Board.

13) ARTICLE XIII – INDEMNIFICATION

Section 13.01 Shall Indemnify

- a)** The Club will indemnify and hold harmless out of the funds of the Club each Director and any individual member who acts at the Club'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 an Director or and any individual who acts at the Club's request in a similar capacity.

Section 13.02 Shall Not Indemnify

- a)** The Club will not indemnify a Director or any individual who acts at the Club'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 Club will not indemnify an individual unless:
 - i)** The individual acted honestly and in good faith with a view to the best interests of the Club; and
 - ii)** 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.

Section 13.03 Insurance

- a) The Club will, at all times, maintain in force such Directors and the Board may approve officers' liability insurance.

14) ARTICLE XIV – DISBURSEMENT OF PROCEEDS FROM FUNDRAISING ACTIVITIES

- a) The Club shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Club shall be used in promoting its objectives.
- b) All proceeds received or earned by the Club from the proceeds of licensed lottery events shall only be used for those purposes specifically permitted from time to time by the Alcohol and Gaming Commission of Ontario.
- c) Upon the dissolution of the Club, all of its remaining assets and property held or acquired from the proceeds of licensed lottery events, including, without limitation, all monies held in any lottery trust accounts maintained by the Club, and property purchased with lottery proceeds, shall be distributed only to charitable organizations that are eligible to receive lottery proceeds in the Province of Ontario.

15) ARTICLE XV – ADOPTION OF BYLAWS

Section 15.01 Ratification

- a) These Bylaws are ratified by a two-third affirmative vote of the members present and entitled to vote at a Meeting of Members duly called and held on June 13, 2021.

Section 15.02 Repeal

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