

SAULT SURGE AQUATIC TEAM (SSAT)

GENERAL BY-LAW NO. 1

ARTICLE 1 INTERPRETATION

Interpretation

1.01 In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Corporations Act* R.S.O. 1990 c. 38 as amended from time to time or any other act or statute substituted therefore;
- (b) Auditor – an individual, partnership, or corporation appointed by the members at the annual meeting to audit the books, accounts and records of the Corporation for a report to the members at the next Annual Meeting in accordance with the act.
- (c) "Board" means the Board of Directors of the Club;
- (d) "By-laws" means this by-law and all other by-laws of the Club, from time to time, in force and effect;
- (e) "Club" means the Sault Surge Aquatic Team;
- (f) "Corporation" means the Sault Surge Aquatic Team;
- (g) "Directors" means the Directors of the Corporation and "Director" means any one of such Directors;
- (h) "Executive Committee" means the Board of Directors of the Club as defined in the *Act*;
- (i) "Letters Patent" means the articles of incorporation of the Corporation, the articles of amalgamation, and includes all supplementary letters patent and amended articles;
- (j) "Meeting of the Members" includes an annual meeting of the Members and a special meeting of Members;

- (k) "Member" means such individuals as qualified for membership pursuant to this Bylaw;
- (l) Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution.
- (m) "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the voting Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the voting Members entitled to vote at such meeting.
- (n) All terms which are used in this or any other by-law of the Corporation and which are defined in the *Act* shall have the meanings given to them in the *Act*;
- (o) Words importing the singular number include the plural and vice versa;
- (p) Words importing the masculine gender include the feminine and neuter genders; and
- (q) The word "person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative.
- (r) No Gain for Members – The Corporation will be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation will be used in promoting its objects.

ARTICLE 2 MISSION STATEMENT

Mission Statement

2.01 The Club shall be dedicated to teaching competitive and non-competitive swimming in a caring and supportive environment, fostering fairness, respect and good sportsmanship thereby contributing to the development of its swimmers and Members.

ARTICLE 3 OBJECTS

Objects

3.01 The Objects of the Club are:

- (a) To teach competitive and recreational swimming in a caring and supportive environment.
- (b) To teach fairness, respect and good sportsmanship.
- (c) To promote swimming, both recreational and competitive and to assist swimmers to achieve their swimming potential and their potential as persons.
- (d) To provide instructions to swimmers from a diverse group of Members, including people of different ages, ethnic backgrounds and physical abilities.
- (e) To teach the development and practice of competitive swimming for its Members.
- (f) To organize such fundraising activities needed to finance and further these Objects.
- (g) To foster goodwill and sportsmanship.
- (h) To arrange and participate in competitions for its Members and establish and award prizes and distinctions.
- (i) To encourage training for competition, self-development, leadership, sportsmanship and recreation in the field of amateur swimming in Sault Ste. Marie and area.
- (j) Such other complementary purposes not inconsistent with these Objects.

3.02 In furtherance of the Objects:

- (a) The Club is committed to treat everyone equally within the context of its activities regardless of sex, ethnic origin, religion, disability or political persuasion;
- (b) The Club shall be affiliated with Swim Ontario, Swim Canada and Northeastern Ontario Region ("NEOR") and shall adopt and conform to the rules of these

associations and to such other bodies as the Club may determine from time to time;

- (c) The business and affairs of the Club shall, at all times, be conducted in accordance with the laws and technical rules of Swim Ontario, and in particular:
 - (i) all competing Members shall be eligible Members as defined by Swim Ontario; and
 - (ii) the Club shall recognize that the welfare of children is everyone's responsibility and that all children and young people have a right to have fun, be safe and protected from harm;
- (d) By virtue of the Club's affiliation with Swim Ontario, the Club and all Members of the Club acknowledge that they are subject to the laws, rules and constitutions of:
 - (i) NEOR;
 - (ii) Swim Ontario
 - (iii) Swim/Natation Canada; and
 - (iv) FINA, the world governing body for the sport of swimming and all its disciplines (together "the Governing Body Rules");
- (e) In the event that there are any conflicts between rule or by-law of the Club and any of the Governing Body Rules, then the relevant Governing Body Rules shall prevail.

ARTICLE 4 SEAL, HEAD OFFICE AND FINANCIAL YEAR

Seal

4.01 The Corporation shall have a seal on which its name is engraved in legible characters.

Head Office

4.02 The head office of the Corporation shall be in the City of Sault Ste. Marie in the District of Algoma and at such address therein as the Directors may from time to time by resolution determine. The place where the head office is located may, in accordance with the *Act*, be changed from time to time by by-law. The Corporation may have other offices at such places as the Directors may from time to time by resolution determine.

Financial Year

4.03 Unless the Directors otherwise determine by resolution, the financial year of the Corporation shall end on August 31st in each year.

Not-For-Profit

4.04 The Club shall function solely as a non-political, non-partisan and non-sectarian amateur athletic organization for not-for-profit purposes.

Records

4.05 The records of the Club, except records of the Liaison Committee and Executive Committee records held in closed session, may be inspected by any Member of the Club at the annual general meeting or any time, upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Executive Committee has access to all records.

Contracts, Documents or Other Instruments

4.06 Any two (2) Members of the Executive Committee shall be entitled to sign contracts, documents, cheques and instruments in writing generally or to sign specific contracts, documents or instruments in writing. The term "contracts, documents or instruments in writing" as used in this by-law shall include cheques, deeds, mortgages, hypotheses, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or share warrants, stocks, bonds, debentures or other securities and all paper writings.

Sealing of Contracts

4.07 Any signing Officer may affix the corporate seal to any contract, document or instrument in writing requiring the same.

Banking

4.08 The Corporation's banking business, or any part thereof, shall be transacted with such bank, trust company or other corporation carrying on a banking business and by such Officer or Officers or person or persons and to such extent as the Directors may by resolution from time to time determine. Without restricting the generality of the foregoing, the authority conferred by any such resolution may extend to the operation of any and all of the Corporation's accounts; the making, the signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts,

acceptances, bills of exchange and orders for the payment of money, by way of overdraft or otherwise, including authority to any person to deposit with or transfer to the Corporation's account only, and endorse for that purpose by means of a stamp bearing the Corporation's name, any and all such instruments; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any Officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

Borrowing

4.09 The Directors of the Corporation may from time to time:

- (a) Borrow money upon the credit of the Corporation by obtaining loans or advances or by way of overdraft or otherwise;
- (b) Issue, sell or pledge securities of the Corporation including bonds, debentures, debenture stock, for such sums on such terms and at such prices as they may deem expedient;
- (c) Assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immovable property, rights, powers, chooses in action, or other assets, present or future, of the Corporation to secure any such securities or other securities of the Corporation or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise; and
- (d) Without in any way limiting the powers herein conferred upon the Directors, give security or promises to give security, agreements, documents and instruments in any manner or form under the *Bank Act* or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise. Any or all of the foregoing powers may from time to time be delegated by the Directors to any one or more of the Directors or Officers of the Corporation.

ARTICLE 5 BOOKS AND RECORDS

Corporate Records

5.01 The following records shall be kept at the head office of the Corporation or at such other place or places as the Directors may from time to time by resolution determine:

- (a) A copy of the Letters Patent and all by-laws of the Corporation;
- (b) A copy of all the Corporation's policies, procedures, rules and regulations
- (c) The names, alphabetically arranged, of all persons who are or have been Members of the Corporation, the address of every Member, as far as can be ascertained, and the category of membership of each Member;
- (d) The names and addresses of all persons who are or have been Directors, with the several dates on which each became or ceased to be a Director; and
- (e) Minutes of all proceedings at meetings of Members and any committee of Members and meetings of Directors and any committee of Directors

Accounting Records

5.02 Proper accounting records with respect to all financial and other transactions of the Corporation shall be kept by the Corporation at the head office of the Corporation or at such other place in Canada as the Directors think fit, and shall at all times be open to inspection by the Directors and the Members.

Auditor

5.03 The Members shall at each annual general meeting appoint an auditor to audit the accounts and financial statements of the Corporation for report to the Members at the next annual general meeting. The auditor shall not be a Director or Officer or employee of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act*, 2004, as amended. The auditor shall hold office until the next annual general meeting. The remuneration of the auditor shall be fixed by the Directors.

Dispensing with an Auditor

5.04 Notwithstanding article 5.03, the Members may dispense with the necessity of an auditor, if the Members comply with the provisions of the *Act*.

ARTICLE 6 MEMBERSHIP

Members

6.01 Members shall consist of both voting and non-voting Members.

6.02 The voting Members shall be:

- (a) Parents or guardians of swimmers that are under the age of 18 years of age;
- (b) 18 years of age or older;
- (c) Having all membership dues and fees paid up to date; and
- (d) Swimmers that are 18 years of age or older.

A voting member shall agree that,

- (e) Swimmers wishing to pursue extra swim coaching are permitted to arrange coaching on their own time and expense outside of the Sault Surge scheduled events. The only coaches allowed on deck at a Sault Surge scheduled event are the Sault Surge coaching staff as approved by the head coach and the president. Visiting/extra coaches can be allowed on deck during a Sault Surge scheduled event provided that a) approval is granted by the head coach and the president and b) the visiting/extra coach on deck is under the direction of the head coach and their instructional input benefits all the swimmers in that division and not just one individual athlete.

Non-Voting Members

6.03

- (a) Any individual, who is a volunteer or official (and who does not already qualify as a member according to clauses 6.02 a, b, c, or d above, who is registered directly with the club, and who has agreed to abide by the Club's By-laws, policies, procedures, rules and regulations.
- (b) Other individuals interested in swimming including minors and swimmers, as defined in the Mission Statement and Objects of the Club, may be non-voting Members of the Club.

- (c) The application form for any persons under the age of 18 years shall be signed by a parent or guardian.

Refusal to Accept or Renew Membership

6.04

- 1) A person who wishes to become a Member of the Club must submit a signed application to the Registrar, which shall include the applicant's commitment to abide by the Swimmers/Parent Code of Conduct, and all other Club rules and regulations.
- 2) The Executive Committee may refuse to accept or renew the membership of any member or candidate if, in the opinion of the Executive Committee:
 - (a) The member or candidate member does not meet any condition for membership outlined in articles 6.02, 6.03 or 6.04.
 - (b) The member or candidate member behaves in a manner contrary to the Corporation's Mission and Objects and
 - (c) Admitting the member or candidate member would cause the Corporation to violate its' obligations to any governing or regulatory body.
- 3) Any refusal to accept or renew membership shall be decided by an in-camera recorded vote and the result communicated accordingly.
- 4) Any decision of the Executive Committee to refuse to accept or renew the membership of any member or candidate member may be appealed in accordance with the Corporation's Dispute Resolution Policy attached hereto.

Limiting Membership

6.05 The number of memberships in the Club may be limited as recommended by the Executive Committee, confirmed by a Special Resolution of the Members, if there is good reason to impose a limit from time to time.

Application for Membership

6.06 The Club shall not refuse an application on any grounds prohibited by the Ontario Human Rights Code.

Membership Fees

6.07 The annual Swim Ontario fees (unless otherwise paid) and entrance fees (if any) shall be due on joining the Club and thereafter on the day of registration in each year.

6.08 Any Member who has any fees unpaid 30 days following the due date may be suspended by the Executive Committee from some or all of the Club activities from a date to be determined by the Executive Committee until such payment is made.

6.09 The Executive Committee shall, from time to time, have the power to determine the annual membership fees and other fees. Any increase in membership fees and other fees shall be on notice to the Members in writing with the reasons for any increase.

6.13 Unless otherwise determined by the Executive Committee, the membership year of the Corporation will be September 1st to August 31st.

Resignation

6.10 Members may resign by resignation in writing, which shall be effective upon any date or time after the execution of the instrument of resignation. In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Club prior to acceptance of the Member's resignation. The Member shall be responsible for any fees that may have been prepaid for the current month and will not receive a refund for the month of the resignation. Any prepaid amounts will be refunded for the months after the month of resignation, except that there shall be no refunds of any monies paid should the resignation occur after the last day of March in any given year.

Termination of Membership

6.11 Notwithstanding any other provisions of the within by-law, a Member whose fees are more than 2 months in arrears shall be deemed to have resigned. Where the membership of a Member shall be terminated in this way, the Member shall be informed in writing that the Member is no longer a Member and given to the Member personally or by regular, pre-paid, first-class mail or electronic mail to the Member's last-known address.

Expulsion and Other Disciplinary Action

6.12 The Executive Committee may recommend to expel a Member when, in its opinion, it would not be in the best interest of the Club for the Member to remain a Member. For a Member to be expelled, it must be approved by a Special Resolution of the Members.

6.13 The Executive Committee shall act in accordance with the Club's Guidelines for Handling Internal Club Disputes ("~~t~~The_Guidelines"), which Guidelines may be amended from time to time.

6.14 The Executive Committee may temporarily suspend or exclude a Member, including a parent and/or a swimmer, from particular training sessions and/or wider Club activities when, in its opinion, such action is in the interest of the Club. Where such action is taken, the complaint will thereafter be dealt with in accordance with the Guidelines.

Term of Membership

6.15 Membership of a Member in the Club is not transferrable and ceases upon death, mental incapacity or when a Member ceases to qualify as a Member in accordance with this By-Law the *Letters Patent and the Act*.

ARTICLE 7 MEETINGS OF MEMBERS

Annual General Meetings

7.01 The Annual General Meeting of the Members shall be held at such time and on such day in each year as the Executive Committee or the President may from time to time determine, for the purpose of receiving the reports and statements required by the *Act* to be placed before the annual meeting, electing directors, electing officers, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

The Agenda for the annual meeting may include:

- (a) Call to order
- (b) Establishment of quorum
- (c) Appointment of scrutineers
- (d) Approval of the agenda
- (e) Approval of minutes of the previous meeting
- (f) Presentation of reports
- (g) Report of auditors (if any)

- (h) Appointment of auditors (if any)
- (i) Business as specified in the meeting notice
- (j) Election of Directors

Meetings

7.02 The Club shall hold a minimum of TWO (2) meetings per year, one of which shall be the Annual General Meeting which will be held at the end of the swimming season (usually in the month of June) at which time the members of the Executive Committee and the Chairs of the Standing Committees for the next season shall be nominated and elected.

Special General Meetings

7.03 The Executive Committee may at any time call a special general meeting of the Members for the transaction of any business specified in the notice of the meeting.

Special Meetings

7.04 The Members may make a requisition for a special meeting if requested by twenty-five percent (25%) of the membership. If such a requisition of twenty-five percent (25%) of the membership is made and presented to the Executive Committee, then the Club shall follow the requirements of the By-Laws in this regard which includes that the notice must state the business to be transacted, and no other business shall be transacted or discussed at the special meeting, except with the approval of the Members at the meeting.

Place of Meetings

7.05 Meetings of Members shall be held at the Head Office of the Club or elsewhere in Ontario.

7.06 Any voting Member in good standing may propose revisions, additions or deletions to be made to the by-laws or the letters patent at a meeting of Members, provided that the proposal is requested by twenty-five percent (25) of other voting Members in good standing. If such a request is made, then the Directors shall include the proposed changes in any notices of Members for the next meeting or a special meeting of the Members.

Participation/Holding by Electronic Means

7.07 Any person entitled to attend a meeting of Members may participate in the meeting by telephone or electronic means that permit participants to communicate adequately with each other during the meeting if the Corporation 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 telephone or electronic means that permit all participants to communicate adequately with each other during the meeting.

Notice of Meetings

7.08 Notice in writing of the time and place of each meeting of Members shall be given, not less than ten (10) days before the day on which the meeting is to be held, to the auditor, if any, the Directors and each Member entitled to vote at the meeting. Notice of a special general meeting of Members shall state the nature of the business to be transacted in sufficient detail to permit the Members to form a reasoned judgment thereon. Notice of each meeting of Members shall include a statement advising Members that they have the right to vote by proxy.

Waiver of Notice

7.09 Any person who is entitled to notice of a meeting of the Members may waive notice. Attendance of the person at the meeting is a waiver of such 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 Bylaws.

Quorum

7.10 Except as otherwise provided by the *Act*, or by the letters patent or by any other by-law of the Corporation, in order to constitute a quorum for the transaction of business at any meeting of the Members, there shall be no minimum number of Members, as those Members present in person and represented by proxy, shall constitute a quorum of Members.

Adjournment

7.11 The Chairperson at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from the time to and from place to place.

Right to Vote

7.12 At all meetings of Members:

- (a) Every person shall be entitled to vote who is, at the time of the meeting, entered in the books of the Club as a voting Member in good standing.
- (b) A Member shall be entitled to the following number of votes:

- (i) A Member in good standing, which represents a family who has one swimmer in the Club, is entitled to one vote.
- (ii) A Member in good standing, which represents a family who has two swimmers in the Club, is entitled to two votes.
- (iii) A Member in good standing, which represents a family who has more than two swimmers in the Club, shall have votes equal to the number of swimmers in the Club of the same immediate family.
- (c) For greater clarity, if there are two or more parents or guardians of a swimmer or swimmers, then that family shall have the number of votes reflected above in total and not each individual parent or guardian.
- (d) If there is a disagreement between parents or guardians of a particular family as to the way a vote shall be cast, then those parents/guardians shall not be entitled to vote on that particular matter, unless there is an agreement of how that vote shall be cast.

Persons Entitled to be Present

7.13 The only persons entitled to attend a meeting of Members shall be those entitled to vote at the meeting and non-voting Members and the auditor, if any. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting. Non-voting Members cannot vote at meetings and cannot propose motions.

Proxies

7.14 Every Member entitled to vote at a meeting of Members may appoint one or more proxy-holders as the nominee of such Member to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy. A proxy shall be in writing executed by the Member and shall conform to the requirements of the *Act*.

Chairman, Secretary and Scrutineers

7.15 The President, or in his absence the Vice-President, shall be Chairman of any meeting of Members. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the Members present and entitled to vote at the meeting shall choose one of their number to be Chairman. The Chairman shall appoint some person to act as Secretary of the meeting. If desired, one or more scrutineers, who shall not be Members, may be appointed by resolution or by the Chairman with the consent of the meeting.

Votes to Govern

7.16 At any meeting of Members every question shall, unless otherwise required by the Letters Patent, the by-laws, the *Act* or other legislative requirements, be determined by a majority of the votes cast on the question. In case of an equality of votes, either upon a show of hands or upon a ballot, the Chairman shall not have a deciding vote. For clarification, if there is an equality of votes, then the resolution shall fail.

Show of Hands

7.17 At any meeting of the Members, unless a ballot is demanded, any vote may be taken by a show of hands. The declaration of the President that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Ballots

7.18 At any meeting of the Members, a ballot may (before or immediately following the declaration of the result of any show of hands) be directed by the President or demanded by any Member entitled to vote at the meeting or by his proxy. Upon a ballot, every Member or his proxy shall be entitled to one (1) vote and the ballot shall be taken in such a manner as the President directs and the result shall be the decision of the Members.

ARTICLE 8 DIRECTORS/EXECUTIVE COMMITTEE

Number

8.01 The number of Directors of the Corporation shall be a minimum of three (3) and a maximum of ten (10). The number of Directors to be elected at each annual general meeting, within the minimum and maximum permitted, shall be determined by the Executive Committee and notice of the number so determined shall be included in the notice of the annual general meeting sent to Members, provided that the number of Directors to be elected shall be confirmed by a Resolution of the Members, passed at a meeting of Members. In addition to the Directors elected to the Executive Committee, the immediate Past-President shall be a voting member of the Executive Committee following his/her term as President.

Quorum

8.02 In order to constitute a quorum for the transaction of business at any meeting of the Directors, a majority of the Directors in office shall be present in person or by telephone in accordance with the requirements of this by-law.

Qualification

8.03

(1) ___ No person shall be qualified for election or appointment as a Director if:

(a) ___ He/she is less than eighteen (18) years of age;

(b) ___ He/she is of unsound mind and has been so found by a Court in Canada or ___ elsewhere;

(c) ___ He/she is not an individual; or

(d) ___ He/she does not have the power under law to contract.

(e) ___ He/she has the status of bankrupt

(f) ___ He/she has been declared incapable by a court in Canada or in any other ___ country

(2) ___ A Director must be:

(a) ___ A resident Canadian;

(b) ___ Except for the immediate Past-President, a voting Member of the ___ Corporation;

(c) ___ A Member in good standing for a minimum of one (1) year immediately ___ preceding the his/her nomination/election and preferably will have served ___ one or more Club committees; or

(d) ___ Will have been a member in good standing of another swim club recognized ___ by Swim Ontario, Swim Canada or Swim U.S.A. for one (1) year ___ immediately preceding the application for membership in the Club.

- (3) ~~_____~~ No member of the Executive Committee shall be an active coach or spouse of an ~~_~~ active coach of the Club.¹

Term Limits

8.04 Directors will serve terms of two (2) years, to a maximum of three (3) consecutive terms, and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office.

Election of Directors

8.05

- (1) ~~—~~The election of Directors shall take place at each annual general meeting of ~~_____~~ Members..

- (2) ~~_____~~ The Members, by way of a Special Resolution, may vary the number of Directors that the Executive Committee shall have, in any given year.

Composition of the Executive Committee

8.06 From time to time, the Executive Committee shall consist of the following Officers:

- (i) President
- (ii) Vice-President
- (iii) immediate Past-President
- (iv) Secretary
- (v) Treasurer
- (vi) Registrar
- (vii) Meet Management Committee Chair
- (viii) Fundraising Committee Chair

The duties and responsibilities of the Executive Committee shall be as set out in Schedule "A" hereto.

Duties of Officers

8.07 The duties of the Officers shall be as follows:

¹ Amended June 7, 2016.

Original version dated August 31, 2015. Current version effective February 16, 2022.

- (a) President: The President shall have the general management and direction, subject to the authority of the Executive Committee, of the business and affairs of the Club. The President shall be the Chairperson of all meetings of the Executive Committee and membership meetings and be the Club's representative on other organizations as may be deemed appropriate by the Executive Committee.
- (b) Vice-President: During the absence or disability of the President, his/her duties shall be performed by his/her powers exercised by the Vice-President. The Vice-President shall assist the President as required and when requested.
- (c) Secretary: The Secretary shall attend and be the Secretary of all meetings of Members and the Executive Committee and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings thereat. He/she shall give, or cause to be given, as and when instructed, all notices to the Members and members of the Executive Committee. He/she shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Club and all books, papers, records, documents and other instruments belonging to the Club except when some other Officer or agent has been appointed for that purpose and to person such other duties as ordinarily pertain to the office of Secretary. The Secretary shall be responsible for the mailbox key and checking the mailbox of the Club on a regular basis.
- (d) Treasurer: The Treasurer shall cause to keep full and accurate books of the account in which shall be recorded all receipts and disbursements of the Club and, under the direction of the Executive Committee, shall control the deposit of money, the safe keeping of securities and the disbursement of the funds of the Club. He/she shall render to the Executive Committee, whenever required, a report and account of all his/her transactions as Treasurer and of the financial position of the Club, and at each regular Executive Committee meeting. He/She shall be responsible for the monthly posting of invoice items and payments to family accounts in the Club's Team Unify system. The Treasurer shall also prepare for submission to the annual general meeting a statement of activities of the financial position of the Club and submit a copy of same to the Secretary for the records of the Club.
- (e) Registrar: The Registrar shall be responsible for the proper registration of all Members and for the introduction of new Members to the Club. The Registrar shall also be responsible for the collection of all annual dues and shall see to the registration of amateur cards by all swimmers and proper processing to the Swimming/Natation Canada and to the Club's Team Unify software system.
- (f) Other Officers: The duties of all other Officers of the Club shall be such as the terms of their engagement call for or as the Executive Committee may prescribe.

Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the Executive Committee otherwise directs.

- (g) Variation of Duties: From time to time the Executive Committee may vary, add to or limit the powers and duties of any Officer.
- (h) Agents and Attorneys: The Executive Committee shall have power from time to time to appoint agents or attorneys for the Club with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.
- (i) Fidelity bonds: The Executive Committee may require such Officers, employees and agents of the Club, as the Executive Committee deems advisable, to furnish bonds for the faithful discharge of their duties, in such form and which such surety as the Executive Committee may from time to time prescribe.
- (j) Records: The Officers shall keep a permanent record of their work and shall turn the records over to their successors at the expiry of their term of office.

Nominating Committee

8.08 Nominations for a slate of Directors to be elected at an annual general meeting shall be made by the Directors each year after receiving advice from a nominating committee chaired by the immediate Past-President, and failing which the Vice- President or such other Director as the Executive Committee may decide. In considering nominations for election to the Executive Committee, the nominating committee shall be directed by the Executive Committee to ensure that the Executive Committee is composed of individuals who are representative in kind and number of the diverse membership of the Corporation.

Nominations by Members

8.09 Additional nominations for one or more Directors to be elected at an annual general meeting may be made by any voting Member in writing signed by the voting Member and seconded in writing by another voting Member. Nominations by a voting Member must be in hands of the Secretary at least 3 days prior to the annual general meeting.

Nominations from the Floor

8.10 Any Member can be nominated to the Board of Directors at the meeting of Members if nominated by two (2) Members present at the meeting and said Member agrees to stand for election to the Board.

Vacation of Office

8.11 The office of a Director shall be vacated if the Director:

- (a) dies;
- (b) is removed from office by the Members;
- (c) ceases to be qualified for the office of Director by reason of law, this By-Law, the Letters Patent or the *Act*; or
- (d) submits a written resignation which is received by the Corporation, at the time the written resignation is received or at the time specified in the resignation, whichever is later.

Deemed Resignation

8.12 A Director shall be deemed to have resigned if he is absent from more than three (3) consecutive regular meetings of the Executive Committee or is absent from more than six (6) regular meetings of the Executive Committee in any calendar year, unless a majority of the remaining Directors determine otherwise.

Removal of Directors

8.13 The Members entitled to vote may by a Special Resolution passed at an annual general meeting or special meeting of Members remove any Director from 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, and may by a majority of votes cast at the meeting elect any person in his stead for the remainder of his term.

Vacancies

8.14 Subject to the *Act*, the Directors remaining in office may fill a vacancy in the Executive Committee. A Director appointed to fill a vacancy shall hold office for the unexpired term of his predecessor.

8.15 The Executive Committee may appoint a Member to fill any vacancy on the Executive Committee, even if that Member was not nominated or elected by the Members, provided that the Member's appointment shall be affirmed by the Members at the next meeting of Members.

Remuneration of Directors

8.16 The Directors shall not be entitled to remuneration for their services as Directors. The Directors may award special remuneration to any Director undertaking any special services on the Corporation's behalf other than the routine work ordinarily required of a

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Director by the Corporation, and the confirmation of any such special remuneration by the Members shall not be required. The Directors shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation.

Interest of Directors in Contracts

8.17 Subject to the provisions of the *Act*, no Executive Committee member shall realize any profit or personal gain from such position. Furthermore, a Director, Officer or member of a Committee who has an interest or may be perceived as having an interest in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Executive Committee, 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.

Powers of Directors

8.18 The Directors of the Corporation shall manage the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Executive Committee shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

ARTICLE 9

MEETINGS OF DIRECTORS/EXECUTIVE COMMITTEE

Notice of Meetings

9.01 Meetings of the Executive Committee shall be held from time to time, at such time and on such day any two Directors may determine, and the Secretary shall call meetings when so directed or so authorized. Notice of every meeting shall be delivered or sent by telecopier or other electronic means or mailed to each Director not less than five (5) days before the time when the meeting is to be held if such notice is delivered or sent by telecopier or other electronic means and not less than ten (10) days before the time when the meeting is to be held if such notice is sent by mail. No notice of a meeting shall be

necessary if all the Directors are present or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

First Meeting of New Executive Committee

9.02 Provided a quorum of Directors is present, the Executive Committee may without notice hold its first meeting immediately following the meeting of Members at which such Executive Committee is elected.

Place of Meetings

9.03 Meetings of the Executive Committee shall be held at the head office of the Club or elsewhere in Ontario or, if the Executive Committee so determines or any absent Executive Committee members consent, at some place outside of Ontario.

Regular Meetings

9.04 The Executive Committee may appoint a day or days in any month or months for regular meetings of the Executive Committee at a place and hour to be named. A copy of any resolutions of the Executive Committee fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

Meetings by Telephone or Electronic Means

9.05 If all the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a meeting of the Executive Committee or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Executive Committee and of committees of the Board.

Resolutions in Writing

9.06 A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

Chairman

9.07 The President of the Corporation shall be Chairman of any meeting of the Directors. If the President is not present, the Directors present shall choose one of their number to be Chairman.

Secretary

9.08 At any meeting of the Directors, the Secretary shall take the minutes and notes.

Voting

9.09 At all meetings of the Executive Committee, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chairman of the meeting shall not be entitled to a second or casting vote. For clarification, if there is an equality of votes, then the resolution shall fail.

Validity of Act of Directors

9.10 All acts approved by the Directors or a committee of Directors, or by any person acting as such, shall be valid notwithstanding that it is discovered that there was some defect in the appointment of any such Director or person so acting or that they or any of them were disqualified.

ARTICLE 10 COMMITTEES

Standing Committees

10.01 Provided the Executive Committee determines that they are required there shall, in addition to the Executive Committee, be six (6) standing committees of the Club which shall report to the Club at the annual general meeting:

- (i) Meet Management Committee
- (ii) Fundraising Committee
- (iii) Liaison Committee
- (iv) Nominating Committee
- (v) Advisory Committee
- (vi) Communication/Social Committee

The composition, duties and responsibilities of such committees are as set out in the attached Schedules "B" through "G".

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Other Committees

10.02 The Executive Committee and/or the Club may by resolution create one or more committees and memberships on any such committees need not be restricted to Members; however, membership on any such committees by non-members will be decided at the sole discretion of the Executive Committee. Membership on committees shall be approved by the Executive Committee. Unless otherwise provided, the President shall be a Member ex-officio of all committees except the Nominating Committee. Other committees created by the Executive Committee and/or the Club shall be given written terms of composition, responsibilities and duties by the Executive Committee and/or the Club.

Transaction of Business

10.03 The powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all Members of such committee who would have been entitled to vote on that resolution at a meeting of the committee.

Advisory Bodies

10.04 The Executive Committee may from time to time appoint such advisory bodies as it may deem advisable.

Procedure

10.05 Unless otherwise determined by the Executive Committee, each committee and advisory body shall have power to fix its quorum at not less than a majority of its Members, to elect its President and to regulate its procedure.

ARTICLE 11 PROTECTION OF DIRECTORS AND OFFICERS

Standard of Care

11.01 Every Director and Officer of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the *Act*, the Letters Patent and the by-laws of the Corporation.

Indemnity of Directors and Officers

11.02 The Corporation shall indemnify each Director and Officer of the Corporation, each former Director and Officer of the Corporation and any person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a Member, shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Corporation or body corporate, and, with the approval of the court, in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour, to which he is made a party by reason of being or having been a Director or Officer of the Corporation or body corporate, against all costs, charges and expenses reasonably incurred by him in connection with such action, if he acted honestly and in good faith with a view to the best interests of the Corporation and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

Insurance for Directors and Officers

11.03 The Corporation will purchase and maintain insurance for the benefit of the Directors and Officers of the Corporation against any liability incurred by any such person, in his capacity as a Director or Officer of the Corporation, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Corporation, or in his capacity as a Director or Officer of another body corporate where he acts or acted in that capacity at the Corporation's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

ARTICLE 12 NOTICES

Method of Giving Notice

12.01 Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the *Act*, the Letters Patent, the by-laws or otherwise to a Member, Director, Officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if mailed to him at his recorded address by prepaid mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication including electronic mail. A notice so delivered shall be deemed to have been given when

it is delivered personally, a notice so mailed shall be deemed to have been given on the fifth day after it is deposited in a post office, and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

Computation of Time

12.02 In computing the period of days when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the period shall be deemed to commence the day following the event that began the period and shall be deemed to terminate at midnight of the last day of the period except that if the last day of the period falls on a Sunday or holiday the period shall terminate at midnight of the day following that is not a Sunday or holiday.

Undelivered Notices

12.03 If any notice given to a Member pursuant to this article eleven is returned on three consecutive occasions because he cannot be found, the Corporation shall not be required to give any further notices to such Member until he informs the Corporation in writing of his new address.

Omissions and Errors

12.04 The accidental omission to give any notice to any Member, Director, Officer, auditor or member of a committee of the Board, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

ARTICLE 13 AMENDMENTS

Patent

13.01 The Letters Patent of the Club may be amended at the annual general meeting or a special meeting called for that purpose. The ratification of any proposed amendment(s) requires a vote of not less than two-thirds (2/3) of Members in good standing present in person or by proxy for the meeting. Any amendment passed may be subject to the requirements of the *Act* and/or governmental approval.

13.02 The By-Laws of the Club may be amended only at an annual general meeting or a special meeting called for that purpose. The ratification of any proposed amendment(s) requires a vote of not less than two-thirds (2/3) of Members in good standing present in person or by proxy for the meeting.

ARTICLE 14 MISCELLANEOUS

Effective Date

14.01 This by-law shall come into force only after:

- (a) It has been adopted by the Executive Committee; and
- (b) It has been passed by a Special Resolution of the Members.

Parliamentary Authority

14.02 Robert's Rules of Order latest edition shall govern meetings of the Club and all Committees and for all parliamentary proceedings that are not provided for in this By-Law.

Dissolution

14.03 (1) Upon the dissolution of the Corporation, and upon payment of all of the Corporation's debts and liabilities, all monies raised through licensed lottery events, shall be disbursed to charitable organizations within Ontario.

(2) Subject to article 14.03(1), upon the dissolution of the corporation, and upon payment of all of the corporation's debts and liabilities, the remaining property shall be distributed equally amongst the regular general Members at the time of dissolution

SCHEDULE "A"

Executive Committee

The Executive Committee is responsible for providing leadership to the Club in developing and executing programmes, in order to achieve the objects of the Club as stated in the Constitution and Bylaws.

The Executive Committee is responsible for the management of the Club in accordance with the Constitution and By-laws of the Club, subject only to direction given by the Club from time to time at meetings held according to the By-Laws, and to *Acts* and Regulations of the Province of Ontario.

The Executive Committee will remain aware at all times of the Club's, and therefore the Executive Committee's responsibility for operation of the Club as a good employer, and to provide a safe and welcoming environment for members, their families and employees.

Composition:

All officers of the Club (6), Meet Committee Chair, One (1) Fundraising Chair, for a total of EIGHT (8). All members of the Executive Committee are Directors of the Corporation.

Additional Duties:

To call Club meetings in accordance with the By-laws.

To plan, in consultation with the coaching staff, activities for each season in order to ensure high standards of competition and the maximum development of all swimmers.

To define the duties of the Coach(es), to be reviewed annually by the Club at the AGM.

To develop employee evaluation policy and procedures and evaluate employees regularly according to same.

To hire and dismiss employees, in accordance with *Acts* and Regulations, and to keep the Club informed re same.

To be responsible, in conjunction with the Coach, for the institution and administration of constant recruiting programs as required throughout the year.

To establish fee schedules and fundraising commitments for members, including a definition for identifying members not in good standing.

To establish employee and/or volunteer fees, stipends and reimbursement procedures as necessary.

To develop all voting procedures for the Club, according to the bylaws.

To advise on the suspension or removal of membership in the Club if required, in accordance with Article 3b) of the By-Laws.

To make additional rules and regulations as necessary to comply with the Constitution and By-laws of the Club, and to facilitate the efficient management of the Club.

To keep in good order all records of the Club.

To recommend an auditor, according to the By-Laws, for consideration at the Annual General meeting.

To maintain the Corporation in good standing according to Acts and Regulations.

____ The committee will meet monthly, at a minimum, and report to the Club at the
____ Annual General Meeting.

SCHEDULE "B"

Meet Managing Committee

Swim Meets play a very important part in the development of swimmers, and in meeting the objects of the Club as defined in the Constitution and Bylaws.

Swim Meets are planned with the Executive Committee and Head Coach to meet the needs of SSAT swimmers and the objectives of the Club, and in accordance with Regional and other applicable timetables.

The Committee organizes and runs the planned Swim Meets according to guidelines established by Swim Ontario, in close co-operation with the coaching staff.

Composition:

Seven (7) members, to include the Meet Committee Chair of the Executive Committee who will Chair the Meet Managing Committee.

Duties:

The Committee is responsible for all issues related to the efficient running of Home Meets hosted by SSAT and Away Meets attended by SSAT swimmers.

The committee will assign and work with individual Committee members and/or groups of Club members to take primary responsibility for particular aspects of Meet Management, in co-operation with other committees when appropriate.

The committee will emphasize the preparation of new club members in learning about meet managing.

Responsibilities include, but are not limited to:

- (a) Organization of Meets;
- (b) Training and assignment of Officials;
- (c) Education of members on their responsibilities for Meets and preparation of a handout for swimmers and members;
- (d) Communications related to Meets;
- (e) Registration and finances related to Meets, including the posting of meet fees to family accounts in the Club's Team Unify software system;
- (f) Statistics;
- (g) Provision, custody and maintenance of all Meet equipment and supplies and swimmer clothing; and,

- (h) Any other matter that the committee finds necessary in order to fulfill its responsibilities.

The Committee will compile and keep an up-to-date record of all details required in the organization of Meets.

The Committee will prepare a report on their activities for each Annual General Meeting of the Club.

SCHEDULE "C"

Fundraising Committee

The Fundraising Committee will work to maintain the financial viability of SSAT and to keep members' fees to the lowest level possible so that swimming is accessible to all.

The committee is responsible for the planning and implementation of fundraising projects as approved by the Club and required by other organizations.

Composition:

A minimum of four (4) members including the Fundraising Committee Chair of the Executive who will chair the Fundraising Committee.

Duties:

To recommend, plan and implement all fundraising projects as required to meet the Club's objective of remaining financially viable;

To encourage full participation of Club members in all money making projects;

To organize the annual Swim-a-Thon according to the requirements of Swim Ontario or its successor;

To be responsible for custody and maintenance of all fundraising equipment and supplies;

To advise the Executive committee in establishing members' fundraising commitments;

To keep track of members' contributions/levies.

and any other matter that the committee finds necessary in order to fulfill its' responsibilities.

The Committee will compile and keep up-to-date a record of all details required in the organization of all fundraising projects.

The Committee will prepare a report on their activities for each Annual General Meeting of the Club.

SCHEDULE "D"

Liaison Committee

The purpose of the Liaison committee is to assist the Sault Surge Aquatic Team in its goal of “enhancing mutual respect, cooperation, and standards of behaviour” by keeping in touch with members, by identifying issues and problems that may arise from time to time, and to be responsible for these being brought to the attention of the appropriate person or persons in order to reach a fair solution.

Composition:

One member of the executive committee and an alternate; one club member from parents of swimmers from each level; one coach representative and an alternate, chosen by the coaches. The Committee will elect its own Chair (not from the coaching staff).

Duties:

To maintain an up-to-date Issue Resolution Procedure, including appropriate documents, for problems to be brought to the Club’s attention.

To make sure, on a regular basis, that members, swimmers and coaches are aware of the procedure for bringing forth a concern, are comfortable with the process, and use it.

To adhere to the procedures and timelines set out in the Issue Resolution Procedure.

To request a written notification from the Executive Committee to the Liaison committee Chair regarding the resolution of each issue.

To keep an accurate record of all concerns, the level of severity, and how they were resolved, and ensure records are kept safely in one place.

To respect the confidentiality of the process.

To report on the functioning of the Committee to the membership at the Annual Meeting.

Meetings:

The committee will meet once per year, shortly after formation, and at the call of the chair.

SCHEDULE "E"

Nominating Committee

To seek out those SSAT members who are ready to participate directly in the operations of the Club, thereby over time bringing in new ideas and approaches and ensuring the ongoing healthy operation of SSAT.

Composition:

Three Club members chosen by the Club at the preceding Annual General Meeting;

The President may not be a member of this committee.

Duties:

To approach members, and prepare a list of club members prepared and eligible to stand for election to office, for presentation to the Club each year at the Annual General Meeting;

To remind the President of the Club to ask for nominations from the floor at the AGM;

To advise on the filling of any vacancies on the executive or committees, as required.

SCHEDULE "F"

Advisory Committee

The Advisory committee will assist SSAT in maintaining contact with past members and swimmers and others interested in swimming in Sault Ste. Marie and elsewhere, and provide a pool of experience, skills and contacts from which the Club hopes to be able to draw from time to time.

Composition:

From 3-10 members, who shall choose their own Chair.

Duties:

To advise SSAT on any matter referred to the committee by the Club or a committee of the Club;

To advise SSAT on anything the committee deems appropriate.

The Committee will meet once a year, or at the call of the Chair or at the request of the President of the club.

Committee members will be Honorary Members of the Club, non-voting, and will be invited to all meetings and activities of the club that they indicate an interest in.

SCHEDULE "G"

Communications & Social Committee

The committee will be responsible for the communication and social needs of the Club in order to welcome new swimmers and their families, maintain good relationships and share information among members and with the wider community.

Composition:

Four or five members, who will elect their own Chair.

Duties:

Organize activities to support the social and communication needs of the Club as outlined above;

Develop and publicize matters relating to the activities of the Club so as to share information with members and stimulate interest in SSAT in the community;

Assist with the maintenance of the Club web-site and prepare and circulate press releases and the Newsletter;

Organize activities & refreshments and co-operate with other committees as required for meetings, swim meets and fundraisers etc. and any other matter that the committee finds necessary in order to fulfill its' responsibilities.

The Committee will compile and keep an up-to-date record of all details required in the organization of Communication and Social issues.

The Committee will prepare a report on their activities for each Annual General Meeting of the Club.