



**SWIM
ONTARIO**

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BY-LAWS (05/01/94)

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SWIM ONTARIO BY-LAWS

A By-Law relating to the organization of Swim Ontario

PREAMBLE

Mission Statement

Swim Ontario, its affiliates and stakeholders shall provide an environment through which its participants lead Canadian swimming on all levels.

WHEREAS Swim Ontario is a member of SNC which is a member of AC which is, in turn, the Canadian representative swimming body of FINA;

AND WHEREAS Swim Ontario shall at all times govern itself in accordance with the rules of SNC, AC and FINA;

AND WHEREAS all Members and Registrants shall be governed by and comply with the rules of FINA, AC, SNC and Swim Ontario, and accordingly all Members shall, where necessary, amend their own rules to comply with those of FINA, AC, SNC, and Swim Ontario;

AND WHEREAS any Member or Registrant who refuses to comply with the rules of FINA, AC, SNC and Swim Ontario or refuses to amend its own rules to comply with those of FINA, AC, SNC, or Swim Ontario, may have its Membership in Swim Ontario suspended or terminated;

AND WHEREAS, by the authority vested in it, Swim Ontario is the only authority specifically governing swimming in Ontario; BE IT ENACTED AS A BY-LAW OF Swim Ontario:



ARTICLE I

General

Section 1.01 Purpose

These by-laws relate to the general conduct of the affairs of Swim Ontario, an organization incorporated under the Ontario Corporations Act, R.S.O. 1990, CHAPTER C.38 and subject to the Ontario Not for Profit Act, 2010.

Section 1.02 Definitions

In these By-Laws, unless the context otherwise requires:

- a) "AC" means Aquatics Canada Aquatiques;
- b) "Act" means the Ontario Corporations Act, R.S.O. 1990, CHAPTER C.38, as amended from time to time, and any legislation that may be substituted therefore including but not limited to the Not for Profit Act, 2010;
- c) "A.G.M." means the Annual General Meeting of the Members;
- d) "Auditor" means the individual appointed by the Members at the Annual General Meeting to audit the books, accounts and records of the Organization for a report to the Members at the Annual General Meeting.
- e) "Board" means the Board of Directors of Swim Ontario;
- f) "Board Meeting" means Meetings of the Board and Special Board Meetings;
- g) "By-Law" or "By-Laws" means this by-law including the preamble and table of contents thereto, as amended from time to time;
- h) "Club" means a certified coach, competitive athletes and the organized group of persons associated for the purpose of swimming and recognized as a Member of Swim Ontario;
- i) "Coach" means an "eligible coach" as defined by the rules of FINA, SNC, CSCTA, OSCC, and Swim Ontario who is a Member and who is in compliance at all times with FINA, SNC, CSCTA, OSCC, and Swim Ontario rules;
- j) "Committee" means Standing Committees, Ad Hoc Committees, Committees of the Board and Committees of the Executive Director;
- k) "CSCTA" means the Canadian Swimming Coaches and Teachers Association;
- l) "Days" shall mean days, irrespective of weekends and holidays;
- m) "Director" means an individual elected to serve on the Board pursuant to these By-Laws.
- n) "FINA" means the "Federation Internationale de Natation Amateur";

- o) "HOF" means the Ontario Aquatic Hall of Fame Committee; being a Committee of Swim Ontario which deals with areas associated with awards and recognitions;
- p) "Letters Patent" means the letters patent incorporating Swim Ontario, as from time to time amended by supplementary letters patent;
- q) "Member" means any registered club of Swim Ontario, who remains in Good Standing, incorporated or unincorporated, as are more particularly described herein;
- r) "Members' Meetings" means the A.G.M. and Special Members' Meetings of Swim Ontario;
- s) "Officer" means an individual elected or appointed to serve as an Officer of the Organization pursuant to these By-Laws.
- t) "Official" means an eligible official as defined by the rules of FINA, SNC and Swim Ontario and who is in compliance at all times with FINA, SNC, and Swim Ontario rules
- u) "Ordinary Resolution" means a resolution passed by a majority of the votes cast at a meeting of the Board, meeting of a Committee, or a meeting of Members;
- v) "Organization" means Swim Ontario
- w) "Poll" means a requested vote whereby each Delegate indicates his or her position either for or against the resolution under consideration. Scrutineers, appointed prior to the taking of the poll, then note the number of votes held by the Delegate. Scrutineers tally votes for and against the resolution;
- x) "PSO" means Provincial Swimming Organization;
- y) "Registrant" is the individual duly registered with a recognized Swim Ontario club or organization.
- z) "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 Swim Ontario, the compliance by such Member with all other policies of Swim Ontario, and the inclusion of such Member's name on the Membership rolls at the Head Office of Swim Ontario;
- aa) "SNC" means Swimming/Natation Canada;
- bb) "Special Meeting" means a meeting specially called to discuss a particular item of the Organization's business, usually one of some importance. A Special Members' Meeting may be called by the Secretary, by a majority vote of the Board upon written request to the Secretary, or by the written request to the Secretary of not less than twenty five

(25) Members (Clubs) and must include at least three (3) Members (Clubs) from each region.

- cc) "Special Resolution" means a
 - i) Resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which twenty-one (21) days' notice has been given specifying the intention of the resolution, provided quorum has been met; or
 - ii) Resolution proposed and passed as a Special Resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the Members meeting so agree; or
 - iii) Resolution consented to in writing by all Members who would have been entitled at a Members meeting to vote on the resolution.
- dd) "Suspension" means immediate temporary cessation of Membership in Swim Ontario (subject to possible reinstatement or termination) in accordance with the provisions of any Swim Ontario By-Law or policy respecting Suspension;
- ee) "Swim Ontario Region" means the geographic area of the province to which affiliated clubs are allocated by Swim Ontario
- ff) "Swim Ontario Team" means the Provincial Swim Team as determined by Swim Ontario from time to time;
- gg) "Swimmer" means an "eligible competitor" as defined by the rules of FINA, who is a registrant in Good Standing of Swim Ontario and who is in compliance at all times with FINA, SNC and Swim Ontario rules;
- hh) "Termination" means the immediate permanent cessation of Membership in Swim Ontario in accordance with the provisions herein and the provisions contained in Swim Ontario's policies;
- ii) "Members" means Clubs.

Section 1.03 Head Office

The Head Office of Swim Ontario shall be located at all times within Metropolitan Toronto, in the Province of Ontario, as determined by the Directors by Ordinary Resolution. Any amendment to the location of the Head Office shall be notified to the Members within fifteen (15) days after any change in the place or address of its Head Office.

Section 1.04 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation and shall remain at all times in the Head Office of the Organization.

Section 1.05 No Gain for Members

The Organization shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Organization shall be used in promoting its objectives.

Section 1.06 Ruling on By-Laws

Except as provided in the Act, the Board shall 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 Organization.

Section 1.07 Conduct of Meetings

Unless otherwise specified in the Act or these By-Laws, meetings of Members and meetings of the Board shall be conducted according to Roberts Rules of Order (current edition).

Section 1.08 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 shall prevail.

Section 1.09 Interpretation

Words importing the singular shall include the plural and vice versa, words importing the masculine shall include the feminine and vice versa, and words importing persons shall include bodies corporate.

Section 1.10 Headings

The headings used in these By-Laws are inserted for convenience of reference only.

ARTICLE II

Membership

Swim Ontario has one (1) category of Membership; clubs. Membership shall be governed by the provisions of these By-Laws as well as the provisions contained in Swim Ontario's Membership Policy, Code of Conduct and Discipline/Complaints Policy. Members must have residence within the province of Ontario.

Section 2.01 Member Representation

Members shall annually record with Swim Ontario their representative for meetings and communication. Any change during the membership year to this representation must be recorded with Swim Ontario.

Section 2.02 Qualifications for Membership

Clubs which have applied for Membership and meet all requirements and are registered annually with Swim Ontario.

Clubs which have upheld their previous year admission of membership and meet all requirements must register annually with Swim Ontario. New member requests must meet the acceptance criteria as defined and approved by the Board.

Section 2.03 Admission of Members

Application for affiliation

- a) Membership shall not be unreasonably withheld when the candidate Member has made an application for Membership in a manner prescribed by Swim Ontario;
- b) the candidate Member has agreed to comply with and meets the requirements of the By-Laws, policies, procedures, rules and regulations of Swim Ontario;
- c) if at the time of applying for Membership, the candidate Member is a Member in Good Standing (as defined under Section 2.06).;

Application for new affiliation

- a) the candidate Member has made an application for Membership in a manner prescribed by Swim Ontario;
- b) the candidate Member meets, to the satisfaction of the Board, all requirements for admission as set out in the application process; and
- c) the candidate Member has been approved by a majority vote by the Board as a Member or by any committee or individual delegated this authority by the Board.

Section 2.04 Membership Duration and Dues

- a) **Year** – Unless otherwise determined by the Board, the Membership year shall be September 1st to August 31st.
- b) **Duration** – Membership is accorded on an annual basis and Members shall re-apply for Membership each year. Each Member shall remain a Member throughout the Membership year provided that the Member remains in Good Standing, or until it withdraws as a Member or until its Membership with Swim Ontario is suspended or terminated.
- c) **Dues** – Membership fees shall be determined by the Board of Directors.

Section 2.05 Withdrawal and Termination of Membership

- a) **Resignation** – A Member may resign by delivering written notice of such resignation to the Secretary or the Head Office of Swim Ontario, and such resignation shall take effect upon delivery.
- b) **Arrears** – A Member shall be suspended and subject to expulsion from the Organization by way of Ordinary Resolution of the Board of the Directors for failing to pay Membership dues or money owed to Swim Ontario by the deadline dates prescribed by the Organization.
- c) **Failure to Renew** – membership will be deemed to have lapsed should a Member fail to apply for membership within 90 days of the start of the season. Lapsed members will need to reapply for affiliation as a new member.
- d) **Discipline** – In addition to expulsion for failure to pay Membership dues, a Member may be suspended or expelled from Swim Ontario if it fails to comply with any of the Organization's policies and procedures, in accordance with the Discipline/Complaints Policy of Swim Ontario.
- e) **Removal** – A Member may be removed by Special Resolution of the Members present at an Annual General Meeting, provided the Member has been given proper notice of and the opportunity to be present and to be heard at such a meeting.

Section 2.06 Good Standing

- a) **Definition** - A Member of Swim Ontario, shall be in Good Standing provided that the Member:
 - i) Has not ceased to be a Member;
 - ii) Is not currently suspended or expelled from Membership, or had other Membership restrictions or sanctions imposed;
 - iii) Has completed and remitted all documents and certifications, if necessary, as required by the Swim Ontario;

- iv) Complies with the By-Laws, policies, procedures, rules and regulations of Swim Ontario;
 - v) Is not subject to a disciplinary investigation or action by the Swim Ontario, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - vi) Has paid all required Membership fees.
- b) **Privileges** – Subject to these By-Laws and other governing documents of Swim Ontario, Members in Good Standing may be entitled to the following privileges:
- i) To vote, subject to these By-Laws;
 - ii) To attend and participate in the meetings and affairs of the Organization, subject to these By-laws;
 - iii) Participate in sanctioned competitions, training camps, or clinics of Swim Ontario subject to these By-laws; or
 - iv) Participate in other events associated with the Organization.
- c) **Cease to be in Good Standing** – Members who cease to be in Good Standing may have privileges suspended and shall not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member has met the definition of Good Standing as set out above.

ARTICLE III

Meetings of Members

Section 3.01 Annual General Meetings

The Annual General Meeting (A.G.M) shall be held at such time and on such day as shall be determined by the Board within fifteen (15) months of the last A.G.M. At the A.G.M., the most recent financial statements shall be reviewed, auditors shall be appointed and Directors shall be elected. All other transactions as may properly be brought before the A.G.M. shall be done so.

Section 3.02 Special Meetings

Unless otherwise provided in this or another By-Law, a Special Members' Meeting may be called by the Secretary, by a majority vote of the Board upon written request to the Secretary, or by the written request to the Secretary of not less than twenty five Members and must include at least three (3) Members from each region. Upon receipt of such written request, the Secretary shall forthwith call the Special Members' meeting in accordance with the provisions hereof.

Section 3.03 Location of Meetings

The organization shall hold meetings of Members at the Head Office of Swim Ontario or elsewhere in Canada as the Board may designate.

Section 3.04 Notice of Annual General Meetings

Notice of the time and place of each A.G.M. shall be provided to all Members, Directors, and auditors of Swim Ontario as hereinafter described. Such notice shall state the general nature of the matters to be considered at the A.G.M. Notice shall be provided to the Member representative recorded with Swim Ontario by written notification and shall be electronic mail dated or postmarked not fewer than thirty (30) days prior to the A.G.M.

Section 3.05 Notice of Special Members' Meetings

Notice of the time and place of each Special Members' Meeting shall be provided to all Members, Directors and auditors of Swim Ontario as hereinafter described. Such notice shall state the nature of the matters to be considered at the Special Members' Meeting in sufficient detail to allow the Members to form a reasoned judgment in respect of such matters and the notice shall include a draft copy of any resolution or by-law to be considered at such meeting. Notice shall be provided to the Member representative recorded with Swim Ontario by written notification and shall be electronic mail dated or postmarked not fewer than thirty (30) days prior to the A.G.M.

Section 3.06 Invalidation of Proceedings

The omission to give notice or the non-receipt of notice shall not invalidate any resolution, act or any proceedings taken at any Members' Meetings, so long as members were given reasonable notice of the matters under discussion and quorum was met.

Section 3.07 Motions

Any and all motions relevant to the affairs of Swim Ontario shall be received in writing by the Secretary not less than twenty (20) days prior to the date of the meeting at which the motion is to be presented. Motions so received shall be circulated to the Members at least fifteen (15) days prior to the meeting. No other motions shall be considered without permission by a 2/3 vote of Members present at said meeting.

Section 3.08 Chairperson of the Members' Meetings

The President, Vice-President or an appointee by resolution of the Board of Directors, shall be the chairperson of any Members' Meeting. Where none is present, the Delegates present shall be entitled to vote to choose one of their numbers who shall act as chairperson of such Members' Meetings.

Section 3.09 Quorum

Twenty-five (25) Members in attendance shall constitute a quorum. The Quorum present must include at least three Members from each Swim Ontario Region.

Section 3.10 Order of Business

The Chairperson of the A.G.M. shall determine, in his or her sole discretion, the order of business at that A.G.M. Subject to the foregoing, the order of business at the A.G.M. shall be as follows:

- a) call to order;
- b) reading of notice;
- c) acceptance of credentials;
- d) approval of agenda;
- e) appointment of scrutineers;
- f) reading and approval of previous minutes;
- g) presentation of report from the President,
- h) presentation of reports from the Executive Director
- i) presentation of Regional reports;
- j) presentation of reports from the Committees of the Board;
- k) presentation of reports from the Committees of the Executive Director;
- l) ratification of business conducted by the retiring Board during the past financial year of Swim Ontario;
- m) motions;
- n) election of Directors;
- o) appointment of auditor; and
- p) adjournment

Section 3.11 New Business

Any Member who wishes to have new business placed on the agenda of a meeting shall give written notice to the Organization at least ten (10) days prior to the meeting date or may be placed on the agenda at the sole discretion of the President or designate.

Section 3.12 Closed Meetings

Meetings of Members shall be closed to the public except by invitation of the Board.

Section 3.13 Voting at Meetings of Members

At every Member's Meeting, every question shall be determined by a majority of votes cast on the question, unless otherwise required by the Act, the Letters Patent or the By-Laws.

Section 3.14 Voting Privileges

Members shall have the following voting rights at all meetings of Members:

- a) **Clubs:** Clubs shall annually record and appoint or elect one Delegate to represent that Member. Each Member shall have full vote, voice and privilege equal to every other Member through its Delegates as follows:
 - (i) Each Club shall be entitled to a number of votes based on the number of paid up competitive swimmers registered with Swim Ontario at the conclusion of the previous season (August 31) where this voting privilege can next be exercised. Votes shall be cast by a Delegate appointed or elected by each Member Club and duly registered with Swim Ontario prior to the call to order of the Annual or Special Members meeting.
 - (ii) The status of "probationary member" - applicable to:
all new clubs, any Member on probation
Voting Privilege - None
 - (iii) The status of "suspended member" - applicable to:
any Member under suspension
Voting Privilege - None

<u>Registered Swimmers</u>	<u>Votes</u>
01-50	1 Vote
51-100	2 Votes
101-150	3 Votes
Over 150	4 Votes

Delegates shall be entitled to vote on behalf of only one Member at a time.

Section 3.15 Delegates

Delegates must be eighteen (18) years of age and older. The Board reserves the right to refuse delegates who fail to act honestly or in the best interests of the Organization, or otherwise fail to meet the requirements set out in any of Swim Ontario's policies.

Section 3.16 Scrutineers

At the beginning of each meeting, the Board may appoint one or more scrutineers who shall be responsible for ensuring that votes are properly cast and counted.

Section 3.17 Proxy Voting

A proxy shall be mailed or electronically transmitted with the member meeting notice and shall include an absentee ballot that must be identical in all significant respects to the ballot provided to members voting in person.

Every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxy holder as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy or to achieve quorum.

A proxy must include the full name of the proxy holder and be signed by the Membership Representative as recognized in the Swim Ontario role for the season.

Proxies are to be delivered by either mail or electronic means at least 48 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the members before which time proxies to be used at that meeting at the Swim Ontario office. A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.

A member may revoke a proxy at the Swim Ontario offices or with the Secretary at any time up to and including the last business day before the day of the meeting or, if the meeting is adjourned, of the continued meeting, at which the proxy is to be used or by the chair of the meeting on the day of the meeting or, if it is adjourned, of the continued meeting.

A person who is appointed a proxy holder shall attend in person, the meeting in respect of which the proxy is given and shall comply with the directions of the member who appointed the person. A proxy holder may only represent one Member.

A proxy holder or an alternate proxy holder has the same rights as the member who appointed him or her to speak at a meeting of the members in respect of any matter, to vote by way of ballot at the meeting and except where a proxy holder has conflicting instructions from more than one member, to vote at the meeting in respect of any matter by way of a show of hands.

Section 3.18 Show of Hands

Voting shall be made by show of hands (i.e. ballots), except in respect of elections, or in situations where a ballot is specifically requested by a majority of the Delegates present.

Section 3.19 Polls

The chairperson at a Members' Meeting, or any person entitled to vote on a given question, may demand a Poll of a vote. A demand for a Poll may be withdrawn at any time prior to the taking of such Poll.

Section 3.21 Majority of Votes

Except as otherwise provided in the Act or these By-laws, the majority of votes of Members present who are entitled to vote, shall decide each issue. In the case of a tie, a motion will be considered defeated.

Section 3.22 Secret Ballot

All elections shall be held by secret ballot.

Section 3.23 Electronic Voting

Voting by mail or by telephonic or electronic means is allowed where,

- a) the votes may be verified as having been made by members entitled to vote; and
- b) the meeting has been identified in the member meeting notice as being prepared to accept this method of vote.

Section 3.24 Absentee Ballot

A member may only execute and file a proxy without an absentee ballot if used solely to determine whether a quorum exists.

ARTICLE IV GOVERNANCE - Directors

Section 4.01 Composition of the Board

The Board shall consist of seven (7) elected Directors.

Section 4.02 Eligibility

A “resident” of Ontario as that term is defined in the Income Tax Act (Canada). The following persons are disqualified from being a director:

- a) A person who is not an individual.
- b) A person who is under 18 years old.
- c) A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
- d) A person who has been found to be incapable by any court in Canada or elsewhere.
- e) A person who has the status of bankrupt.
- f) A person not in Good Standing with Swim Ontario or any other sport organization.

Each Director shall not be an employee of Swim Ontario, Swim Ontario Regions and Swimming/Natation Canada or any other PSO.

Section 4.03 Election

At each A.G.M., the following Directors shall be elected:

- a) The Members shall, collectively, elect three Directors at each A.G.M falling on odd-number years.
- b) The Members shall, collectively, elect four Directors at each A.G.M falling on even-number years.

Section 4.04 Term

The term shall be for a period of two (2) years and shall commence at the conclusion of each A.G.M. at which such Director is elected

Section 4.05 Resignation/Termination

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) if a Director resigns by delivering a written notice of such resignation to the Secretary, such resignation shall take effect upon delivery;
- b) if the Director fails to act honestly or in the best interests of the Organization;
- c) if the Director fails to remain a Member in Good Standing; or

- d) is removed by not less than two-thirds (2/3) of votes cast by the Delegates at an A.G.M. or Special Members' Meeting called for the purpose of removal of such Director.

Section 4.06 Vacancy

- a) Any vacancy in the office of Director may be filled for the remainder of the term by an individual appointed by a majority vote of the Board provided that the remaining Directors constitute a quorum.
- b) The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of the members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members

ARTICLE V

GOVERNANCE – The Board

Section 5.01 Powers of the Board

Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Organization and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board shall be empowered to:

- a) Establish the Swim Ontario Mission, Vision, Values and monitor progress towards desired results;
- b) Prepare governing documents and organizational policies that, at the broadest levels, address:
 - (i) Governance Process – how the Board carries out and monitors its own tasks,
 - (ii) Form committees as described in the bylaws and ad hoc committees as necessary,
 - (iii) Board/Committee/Staff Relationships – how the Board maintains positive relations among the board, board committees and staff, and how the board delegates authority to and holds board committees and staff accountable for their duties,
 - (iv) Monitoring the Organization’s Ethical Values and Behaviour – these are the boundaries of prudence and ethics within which all activities and decisions will take place, and
 - (v) Recommend amendments to the Bylaws;
- c) Recruit, hire and supervise the Executive Director (ED); ongoing evaluation of the ED’s performance, competence and integrity; and setting the ED’s compensation package;
- d) Advocate and Liaise with the stakeholder bodies including but not limited to government and Swimming Canada and other PSO’s;
- e) Oversee mechanisms for mediation of disputes, appeals and independent arbitration;
- f) Assess the Board’s performance and effectiveness in relation to these outputs;
- g) Present annually to the membership an audited financial statement and a review of Swim Ontario’s progress toward achievement of stated results;
- h) Direct and control monies, funds, investments and securities of Swim Ontario including the power to:
 - (i) borrow money upon the credit of Swim Ontario;

- (ii) limit or increase the amount to be borrowed;
 - (iii) issue debentures or other securities;
 - (iv) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and/or
 - (v) secure any such debentures, or other securities, or any other present or future borrowing or liability of Swim Ontario, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of Swim Ontario;
- i) Approve annually all fees, dues, levies, tolls and charges imposed by the organization.
 - j) Fulfill any responsibilities required by law; and
 - k) Undertake its activities and responsibilities in the best interests of the Swim Ontario.

Section 5.02 Meetings of the Board

- a) **Call of Meeting** – Directors’ meetings may be formally called by the President or by a Vice President, or the Secretary on direction of the President, or by a Vice President or the Secretary upon direction, in writing, of two (2) Directors.
- b) **Notice** – Notice of such meetings shall be given in person, or by telephone, facsimile or electronic mail to each Director as least forty-eight (48) hours prior to the scheduled meeting, or shall be mailed to each Director not less than five (5) business days before the meeting is to take place. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- c) **Number of Meetings** - The Board shall meet not fewer than three times in each financial year, which meetings shall be held at a time and place to be determined by the President, or a majority of the Board of Directors.
- d) **Special Board Meetings** - Special Board Meetings may be held from time to time by requisition of the President, a Vice-President or by requisition by a quorum of Directors. The only business that may be transacted at a Special Board Meeting shall be that business referred to in the requisition. Special Board Meetings shall be held at a time and place determined by the President, or a majority of the Board of Directors.
- e) **Quorum** – At any meeting of the Board of Directors, quorum shall consist of four (4) Directors.
- f) **Chairperson** - The President or, in his or her absence, a Vice-President selected by the Board from among its number, shall preside over all Board Meetings and

Special Board Meetings as chair. In the absence of any of the foregoing, the Directors shall elect the chair from amongst their number.

- g) **Voting** – Each Director is entitled to one (1) vote. Voting shall be by a show of hands, unless a majority of Directors present request a secret ballot. Resolution shall be passed upon a majority vote unless otherwise specified herein. In the event of a tie, the Chairperson shall direct the issue to be discussed again and a second vote shall be taken. If following the second vote there is a tie, the motion will be considered defeated.
- h) **Attendance of Executive Director** - The Executive Director is entitled to attend and participate in all Board Meetings and Special Board Meetings, but shall not be authorized to vote at such meetings.

Section 5.03 Validity of Acts of Directors

No act of the Board or a Director shall be nullified if it is discovered after the fact that the Director was improperly appointed or elected.

ARTICLE VI

Officers

Section 6.01 Composition

The Officers of Swim Ontario shall be:

- a) the President;
- b) the Vice-President;
- c) the Secretary;
- d) the Treasurer

Section 6.02 Eligibility

Any Director in Good Standing may be elected as an Officer.

Section 6.03 Manner of Election or Appointment

Elections shall be decided by a majority vote of the Directors and shall take place within thirty (30) days after a Members Special or Annual General Meeting at which elections for officers occur. The Board shall elect a President, a Vice-President, the Treasurer and Secretary. The Officers shall number not fewer than three (3).

Section 6.04 Term

All Officers shall hold office for a term of one year unless they resign, are removed from, or vacate their office. Retiring Officers shall be eligible for re-appointment. Any vacancy occurring in respect of any office may be filled at any time by a Board member.

Section 6.05 Vacate Office

The office of any Officer shall be vacated automatically if:

- a) an Officer resigns by delivering a written notice of such resignation to the Secretary which resignation shall take effect upon delivery;
- b) at a duly called Board Meeting or Special Board Meeting, a resolution is passed by not less than seventy-five percent of votes cast, removing the Officer;
- c) the Officer fails to act honestly or in the best interests of the Organization;
- d) the Officer fails to meet the requirements of the Organizations' Screening Policy;
- e) the Officer is found by a court to be of unsound mind;
- f) the Officer becomes bankrupt; or
- g) the Officer is deceased.

Section 6.06 Duties of Officers

- a) **The President** shall:
- i) be responsible for the general guidance of the Executive Director in the affairs and operations of the Organization;
 - ii) preside as chairperson over all Members' Meetings, Special Members' Meetings, Board Meetings and Special Board Meetings unless an alternate Executive Member or Board Member has been appointed chair.
 - iii) be the official spokesman of Swim Ontario; and
 - iv) perform such other duties as may from time to time be established and/or delegated by the Board.
- b) **The Vice President** shall:
- i) support and assist the President in all duties;
 - ii) in the absence or disability of the President, have the authority of and perform the duties of the President; and
 - iii) have such other powers and duties as may, from time to time, be delegated by the President or by the Board.
- c) **The Secretary** shall:
- i) be responsible for the documentation of all amendments to the Organization's By-Laws;
 - ii) ensure that all official documents and records of the Organization are properly kept;
 - iii) keep attendance records of all Board meetings;
 - iv) Cause to be recorded and drafted the minutes of all Board Meetings and Members' Meetings;
 - v) send out any notice requirements as described herein;
 - vi) be the custodian of the corporate seal; and
 - vii) perform such other duties as may from time to time be delegated to the Secretary by the Board.

- d) **The Treasurer shall:**
- i) Act as the Chair of the Finance and Audit Committee of the Board and in this role oversee the preparation of financial statements for Swim Ontario and the organization of the annual audit of Swim Ontario; and
 - ii) Perform such other duties as may from time to time be delegated to the Treasurer by the Board.

Section 6.08 No Proxies

No Officer may appoint a proxy to represent him at meetings which they attend in their capacity as an Officer.

Section 6.09 Remuneration

The Secretary may receive a salary to be determined by the Board, if such Officers are not Board Members. All other Directors, Officers and Members of Committees shall serve their term of office without remuneration, except for reimbursement of expenses as approved by the Board.

Section 6.10 Conflict of Interest

A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with Swim Ontario shall disclose fully and promptly the nature and extent of such interest to the Board, shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with requirements of the *Act* regarding conflict of interest.

ARTICLE VII Committees

Section 7.01 Committees of the Board

All Board Committees shall be chaired by Directors appointed by the President. These include but are not limited to,

- a) 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);
- b) 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 Swim Ontario program;
- c) Nominations Committee is responsible for ensuring, on a continuing basis, that the Board of Swim Ontario is composed of qualified and skilled persons capable of, and committed to, providing effective leadership to Swim Ontario.;

Section 7.02 Ad Hoc Committees

The Board may from time to time create Ad Hoc Committees on such terms and conditions as they deem necessary to deal with matters which the Board deems necessary.

Section 7.03 Committees of the Executive Director

The Executive Director may from time to time and with the approval of the Board create Committees on such terms and conditions as necessary to deal with matters which the Executive Director deems necessary to support the achievement of the desired direction of the organization.

Section 7.04 Terms of Reference

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

- a) all Committees shall have such numbers as may be determined by the President in the case of Board committees or by the Board if an Ad Hoc Committee is created by the Board;
- b) the chairperson of each Committee shall be appointed by the President at the time the President or the Board appoint the members thereof, and such individual shall preside over all meetings of each respective Committee;
- c) Director and non-Director members of the committee are at the discretion of the President and Chairperson;

- d) all Committee meetings shall be called by the President or by the chairperson of each Committee;
- e) notice of a meeting of a Committee may be written or verbal and a quorum shall be a majority of members of the Committee;
- f) at all meetings of each Committee, minutes shall be taken and every issue shall be decided by a majority of votes cast.
- g) voting shall be by an agreed upon method unless a majority of Committee members request a secret ballot.
- h) resolutions shall be passed by a majority of the votes being in favor of the resolution. In the case of a tie, the motion will be considered defeated.
- i) members of a Committee shall not be entitled to vote by proxy; and
- j) members of a Committee shall be removable by a majority vote of the Board all Ad Hoc Committees shall run until the next A.G.M. unless otherwise concluded.

ARTICLE VIII

Finance and Management

Section 8.01 Fiscal Year

The fiscal year of the Organization shall be April 1st to March 31st, or such other period as the Board may from time to time determine.

Section 8.02 Bank

The banking business of the Organization shall be conducted at such financial institution as the Board may designate.

Section 8.03 Auditors

At each A.G.M., the Members shall appoint an auditor to audit the accounts, books and records of Swim Ontario and to hold office until the next A.G.M. The auditor shall not be an Employee or a Director of the Organization. The audited financial statement shall be filed in accordance with the requirements of the Act. The remuneration of the auditor shall be approved by the Board.

Section 8.04 Financial Statement Approval

The Finance/Audit committee shall review the financial statements of the corporation before they are approved by the directors.

Swim Ontario shall not issue, publish or circulate copies of the annual financial statements unless they are,

- a) approved and signed by the Finance/Audit Committee Chair
- b) accompanied by the audit or review engagement report

Section 8.05 Presentation of annual financial statements to members

The Boards shall place before the members at every A.G.M.,

- a) the financial statements approved by the Finance/Audit Committee
- b) the report of the auditor
- c) any further information respecting the financial position Swim Ontario.

Section 8.06 Books and Records

The necessary books and records of the Organization required by these By-Laws or by applicable law shall be necessarily and properly kept. The books and records of Swim Ontario are open for inspection by the Members at the Head Office, upon 48 hours' notice, during regular business hours.

Section 8.07 Signing Authority

Signing authority to bind the Organization shall include any two of the following: the President, the Vice President, Treasurer, Secretary or Executive Director. The Board of Directors may

authorize other persons to sign on behalf of the Corporation. Staffing agreements may be signed by the Executive Director.

Section 8.08 Property

Swim Ontario may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property, or any right of interest therein, for such consideration and upon such terms and conditions as the Board may determine.

Section 8.09 Borrowing

Swim Ontario may borrow funds upon such terms and conditions as defined in these By-Laws.

ARTICLE IX

Parliamentary Authority

Section 9.01 Voting

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Swim Ontario in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order Swim Ontario may adopt.

ARTICLE X

Amendment of By-Laws

Section 10.01 Voting

These by-laws may only be amended, revised, repealed, or added to by a Special Resolution of the Members present at a meeting duly called to amend, revise, or repeal these By-laws. Upon an affirmative two-thirds (2/3) majority vote and registration in accordance with the Act, any amendments, revisions, additions or deletions shall be effective immediately.

Section 10.02 Notice in Writing

Notice in writing is to be delivered to Members twenty-one (21) days or more prior to meeting at which time it is to be considered a General Meeting.

ARTICLE XI

Dissolution

Section 11.01 Dissolution

In the event of dissolution, Swim Ontario shall comply with the requirements of the Act.

ARTICLE XII

Indemnification

Section 12.01 Shall Indemnify

Swim Ontario shall indemnify and hold harmless out of the funds of the Organization each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

Section 12.02 Shall Not Indemnify

Swim Ontario shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

Section 12.03 Insurance

The Organization shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XIII

Adoption of These By-Laws

Section 13.01 Ratification

These By-Laws are ratified by a Special Resolution of the Members of the Organization present and entitled to vote at a Meeting of Members duly called and held on September 23, 2012.

Section 13.02 Repeal of Prior By-Laws

In ratifying these By-Laws, the Members of the Organization repeal all prior By-Laws of Swim Ontario provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.

President

Secretary