

UPPER CANADA SWIM CLUB

Bylaw

WHEREAS the Upper Canada Swim Club (Corporation) was incorporated on July 7, 1986 by Letters Patent by the Ontario Government under the Corporations Act (Ontario).

NOW THEREFORE BE IT ENACTED that this bylaw is the general operating bylaw, relating to the transaction of affairs of the Upper Canada Swim Club, as follows:

Article I. General

1.01 Definitions

- (a) "Act" means the Ontario Not-for-Profit Corporations Act, 2010 and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) "Board" means the board of directors of the Corporation;
- (c) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- (d) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (e) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- (f) "Member" means a member of the Corporation;
- (g) "Members" means the collective Membership of the Corporation; and
- (h) "Officer" means an officer of the Corporation (President, Treasurer and Secretary).

1.02 Interpretation

- (a) Other than as specified in Section 1), all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act.
- (b) Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

- (a) The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

- (a) The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Documents

- (a) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

Article II. Directors

2.01 Election, Appointment and Term

- (a) The Directors shall be elected by the Members at each annual meeting.
- (b) Directors may be appointed; however, they must be elected by the members at the first members' meeting following their appointment.
- (c) Each term served by a Director shall be for two (2) years.
- (d) The maximum number of consecutive terms for a Director shall be three (3) terms.
- (e) If a new incoming Director is appointed to replace an outgoing Director, who leaves before their term has expired, the incoming Director assumes the remainder of the outgoing Director's term. This shortened term counts as the first term for the incoming new Director.
- (f) Election of Directors shall be staggered so as not to elect more than two thirds (2/3) of the Directors at any one Annual Meeting, as follows:
 - (i) Group 1 – President, Secretary and one (1) other Director (e.g. Fundraising)
 - (ii) Group 2 - Treasurer and 2 or 3 other Directors (e.g. Volunteer Coordinator, Marketing)

2.02 Size

- (a) At any time, the Board shall consist of a minimum of three (3) and a maximum of seven (7) directors.

2.03 Vacancies

- (a) The office of a Director shall be vacated immediately:
 - (i) if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
 - (ii) if the Director dies or becomes bankrupt;
 - (iii) if the Director is found to be incapable of managing property by a court or under Ontario law; or
 - (iv) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

- (a) The vacancy of a position on the Board, whether it is an Officer or a Director-at-Large, shall be filled by a majority vote of the remaining Directors.
- (b) A Director need not be a Member of the Corporation, but a non-Member must demonstrate that they wish to further the purposes of the Corporation to become a Director.

2.05 Committees

- (a) Committees may be established by the Board as follows:
 - (i) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
 - (ii) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.
 - (iii) The Board shall determine the composition and produce terms of reference for any such committee.
 - (iv) The Board may dissolve any committee by resolution at any time.

2.06 Remuneration of Directors

- (a) No Director shall directly or indirectly receive any profit from occupying the position of Director.

Article III. Board Meetings

3.01 Calling of Meetings

- (a) Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this by-law, by giving not less than seven (7) days notice to each Director, stating the time and place of the meeting.

3.02 Regular Meetings

- (a) The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
- (b) Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.
- (c) If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.03 Chair

- (a) The Directors shall choose, from their number, a Chair of the Board of Directors who shall carry out the duties of the Chair in accordance with the by-laws.
- (b) The Chair shall preside at Board meetings.
- (c) In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.04 Voting

- (a) Each Director has one vote.
- (b) Questions arising at any Board meeting shall be decided by a majority of votes.
- (c) A simple majority of directors must be present to have a quorum at a Board meeting.
- (d) In case of an equality of votes, the President shall not have a second vote.

Article IV. Financial

4.01 Banking

- (a) The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) Authorization from any two (2) Officers or Directors is required to transact the banking business, or any part thereof, of the Corporation with the banks, trust companies, or other financial depositories carrying on a banking business that the Board has designated as the Corporation's bankers.
 - (i) One (1) officer's authorization is required for payments made with a Corporation credit card, up to the card's credit limit. The board may allow electronic access to credit card statements at their discretion.
- (c) Those Officers and Directors shall have the authority set out in the resolution including, unless otherwise restricted, the power to:
 - (i) operate the Corporation's accounts with the bankers; and
 - (ii) make, sign, draw, accept, endorse, negotiate, lodge, deposit, or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money of the Corporation; and
 - (iii) issue receipts for and orders relating to any property of the Corporation; and
 - (iv) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
 - (v) authorize any officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business.

4.02 Financial Year

- (a) The financial year of the Corporation ends on August 31 in each year or on such other date as the Board may from time to time by resolution decide.

Article V. Officers

5.01 Officers

- (a) The Board shall appoint from among the Directors a President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation.
- (b) The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer.
- (c) The office of Chair and president may be held by the same person.
- (d) The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

- (a) Any Officer shall cease to hold office upon resolution of the Board.

5.03 Duties

- (a) Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

- (a) The Chair shall perform the duties described in sections 3.03 and such other duties as may be required by law or as the Board may decide from time to time.

5.05 Duties of the President

- (a) The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may decide from time to time.

5.06 Duties of the Treasurer

- (a) The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may decide from time to time.

5.07 Duties of the Secretary

- (a) The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may decide from time to time.

Article VI. Protection of Directors and Others

6.01 Protection of Directors and Officers

- (a) No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for any loss, damage, or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
 - (i) complied with the Act and the Corporation's articles and By-laws; and
 - (ii) exercised their powers and discharged their duties in accordance with the Act.

Article VII. Conflict of Interest

7.01 Conflict of Interest

- (a) A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act.
- (b) Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Article VIII. Management of the Corporation's Activities

8.01 Employees

- (a) Employees of the Corporation will generally include a Head Coach and Assistant Coaches.
- (b) On approval from the Board, the Head Coach will be responsible for sourcing and hiring Assistant (paid and volunteer) Coaches. Other Head Coach duties shall include mentoring, scheduling, and assessing the Assistant Coaches.

Article IX. Members

9.01 Membership

- (a) There shall be one (1) class of Members of the Corporation.
- (b) No person shall be a member of the Corporation unless he or she is the parent or guardian of a swimmer who is duly registered with the Corporation for the current year.
- (c) There shall be only one (1) member per family.

9.02 Resignation of Membership

- (a) A member resigns from the Corporation at such time as the swimmer(s) they are the parent or guardian of have been unregistered from and are no longer participating in a program offered by the Corporation.
- (b) In case of the resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable to the corporation prior to acceptance of their resignation.

9.03 Power to Discipline or Terminate a Member

- (a) The directors, the Members or any committee of directors or Members have power to discipline a member or to terminate their Membership.
- (b) In order to exercise such power, the Corporation must set out the circumstances and the manner in which that power is exercised.

Article X. Members' Meetings

10.01 Annual Meetings

- (a) The annual meeting shall be held on a day and at a place within Ontario fixed by the Board.
- (b) Any member, upon request, shall be provided, not less than 7 days before the annual meeting, with a copy of the approved financial statements and other financial information required by the By-laws.
- (c) The business transacted at the annual meeting shall include:
 - (i) receipt of the agenda;
 - (ii) receipt of the minutes of the previous annual and subsequent special meetings;
 - (iii) consideration of the financial statements;
 - (iv) report from an independent review of the financial statements (audit, review engagement or other) if an independent review is required by the Member in accordance with the Act;
 - (v) reappointment or new appointment of an independent reviewer (auditor, review engagement person or other) for the coming year if required by the Members in accordance with the Act;
 - (vi) election of Directors and
 - (vii) such other or special business as may be set out in the notice of meeting.
- (d) No other item of business shall be included on the agenda for an annual meeting unless a member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

10.02 Special Meetings

- (a) The Directors may call a special meeting of the Members.
- (b) The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within 21 days from the date of the deposit of the requisition.

10.03 Notice

- (a) Not less than 7 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each member.
- (b) Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- (c) Notice of each meeting must remind the member of the right to vote by proxy.

10.04 Quorum

- (a) The annual Members' meeting will be considered to have a quorum if a minimum of one third of the Members are present, provided the date and time of the annual meeting has been communicated to Members at least 7 days before the meeting.
- (b) A quorum for the transaction of business at a special Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy.
- (c) If a quorum is present at the opening of a special meeting of the Members, the Members present may proceed with the business of the special meeting, even if a quorum is not present throughout the meeting.

10.05 Chair of the Meeting

- (a) The President shall be the chair of the Members' meeting.
- (b) In the President's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

10.06 Voting of Members

- (a) Each member shall be entitled to one vote on each question arising at any general or special meeting of the Members, except for a member who is the parent or guardian of more than one registered swimmers, who will be entitled to a vote for each registered swimmer they are the parent or guardian of.
- (b) Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law, provided that:
 - (i) votes shall be taken by a show of hands among all Members present, The chair of the meeting, if a member, shall have a vote;
 - (ii) an abstention shall not be considered a vote cast;
 - (iii) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
 - (iv) if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second vote. If there is a tie vote upon written ballot, the motion is lost;
 - (v) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.07 Persons Entitled to be Present

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

10.08 Rules of Order

- (a) Any questions of procedures at or for any meetings of the Members, which have not been provided for in this bylaw or by the Acts, shall be determined by the chair of the meeting in accordance with the most current edition of Robert's Rules of Order

Article XI. Proxies

11.01 Proxies

- (a) Every member entitled to vote at a meeting of the Members may, by means of a proxy, appoint another Member as proxyholder 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.
- (b) The proxy must be signed by the granting Member.

11.02 Rights of Proxyholder

- (a) A proxyholder 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 proxyholder or an alternate proxyholder 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.

Article XII. Notices

12.01 Service

- (a) Any notice required to be sent to any member or Director shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

12.02 Error or Omission in Giving Notice

- (a) No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Article XIII. Policies

13.01 Board Policies

- (a) The Board may adopt, amend, or repeal by resolution such board policies that are consistent with bylaws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

Article XIV. Records

14.01 Corporate Records to be Kept

- (a) The corporation shall prepare and maintain records containing:
 - (i) the corporation's articles and by-laws, and amendments to them;
 - (ii) the minutes of meetings of the Members and of any committee of Members;
 - (iii) the resolutions of the Members and of any committee of Members;
 - (iv) the minutes of meetings of the directors and of any committee of directors;
 - (v) the resolutions of the directors and of any committee of directors;
 - (vi) a register of directors;
 - (vii) a register of officers;
 - (viii) a register of Members;
 - (ix) accounting records adequate to enable the directors to ascertain the financial position of the corporation with reasonable accuracy on, at minimum, a quarterly basis;
 - (x) insurance records showing commercial general liability insurance coverage for the Corporation;
 - (xi) an inventory of all goods or properties owned by the Corporation.

Article XV. Adoption and Amendment of the By-laws

15.01 Amendments to By-laws

- (a) The Board may from time to time, in accordance with the Act, pass or amend this by-law, other than a provision respecting the transfer of a Membership or to change the method of voting by Members not in attendance at a meeting of Members.

- (b) The Members at the annual meeting or special meeting may confirm the bylaw as presented or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it thereupon takes effect as amended. Any rejection, amendment, or refusal to approve the bylaw or part of the bylaw made in accordance with this Section shall not invalidate any act done or right acquired under any such bylaw prior to its rejection, amendment or refusal to approve.

Approved on _____ in Brockville, Ontario at the Annual General Meeting of Members.

President _____
Fiona Goodman

Secretary _____
Amy Melko

History of By-Law Revisions

Date	Sections Updated
Sept 22, 2024	Overall general revision to align with ONCA requirements
May 5, 2025	Directors Election, Appointment, Term – addition of defined terms for directors - 2.01, b) to f)
Aug 11, 2025	Banking – addition of credit card payment option - 4.01 b) i)

Schedule A

Position Description of the President

- 1) Role Statement
 - a) The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation.
 - b) The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
 - c) The president shall be entitled to receive notice of and to attend and speak at all meetings of the Board and Committees and of meetings of Members.

- 2) Responsibilities
 - a) Agendas
 - i) Ensure agendas are aligned with annual Board goals and preside at Board meetings if also holding the office of Chair.
 - ii) Ensure meetings are effective and efficient for the performance of governance work.
 - iii) Ensure that a schedule of Board meetings is prepared annually.

- 3) Direction
 - a) Serve as the Board's central point of communication with the Head Coach.
 - b) Provide guidance to the Head Coach regarding the Board's expectations and concerns.
 - c) In collaboration with the Head Coach, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board for consideration and approval.

- 4) Performance Appraisal
 - a) Lead the Board in monitoring and evaluating the performance of the Head Coach through an annual process.

- 5) Work Plan
 - a) Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

- 6) Representation
 - a) Serve as the Board's primary contact with the public.

- 7) Reporting
 - a) Report regularly to the Board on issues relevant to its governance responsibilities.

- 8) Board Conduct
 - a) Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

- 9) Mentorship
 - a) Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

10) Succession Planning

- a) Ensure succession planning occurs for the Head Coach and Board.

11) Committee Membership

- a) Serve as member on all Board committees.

Schedule B

Position Description of the Treasurer

12) Role Statement

- a) The treasurer works collaboratively with the president and the Head Coach to support the Board in achieving its fiduciary responsibilities.

13) Responsibilities

a) Custody of Funds

- i) The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.
- ii) The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.
- iii) The treasurer shall also perform such other duties as may from time to time be directed by the Board.

14) Board Conduct

- a) Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- b) Mentorship
 - i) Serve as a mentor to other Directors.
- c) Financial Statement
 - i) Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

15) Role Statement

- a) The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

16) Responsibilities

- a) Board Conduct
 - i) Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- b) Document Management
 - i) Keep a roll of the names and addresses of the Members.
 - ii) Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees.
 - iii) Attend to correspondence on behalf of the Board.
 - iv) Have custody of all minute books, documents, registers, and the seal of the Corporation and ensure that they are maintained as required by law.
 - v) Ensure that all reports are prepared and filed as required by law or requested by the Board.
- c) Meetings
 - i) Give such notice as required by the By-Laws of all meetings of the Corporation and the Board.
 - ii) Publish agendas for Board meetings and meetings of the Members ensuring that the President, in particular, and all other Board Members have an opportunity to bring forward agenda items.
 - iii) Reserve meeting space in advance for all Board meetings.
 - iv) Attend all meetings of the Corporation, the Board and Board committees.