

## **BY-LAW NO. 1**

A by-law relating generally to the conduct of affairs of the Orillia Channel Cats Swim Club.

**BE IT ENACTED AND IT IS HEREBY ENACTED** as a by-law of the Orillia Channel Cats Swim Club ("the Corporation") as follows:

### **HEAD OFFICE**

1. The Head Office of the Corporation shall be in the City of Orillia, in the Province of Ontario or at such place as the directors may from time to time determine.

### **BOARD OF DIRECTORS**

2. Subject to the provisions of this paragraph, the affairs of the Corporation shall be managed by a board of no less than five (5) directors and no more than nine (9) directors, each of whom at the time of his or her election and throughout his or her term of office shall be a member of the Corporation. A director may not be married to or living in a common-law relationship with any other director. The number of directors may be increased or decreased by Special Resolution from time to time in accordance with the *Corporations Act* (Ontario). At the first election of directors following the approval of this by-law, one half of the directors shall be elected for a two-year term and one half of the directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two-year terms. No director shall serve more than three consecutive two-year terms for a total of six consecutive years provided that any director may be eligible for re-election on the passing of one year from the end of his or her previous term. The election of directors at the annual general meeting of the members may be by a show of hands unless a ballot is demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

### **VACANCIES, BOARD OF DIRECTORS**

3. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the members of the Corporation. Otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall immediately call a meeting of the members to fill the vacancy.

### **QUORUM AND MEETINGS, BOARD OF DIRECTORS**

4. A majority of the directors shall form a quorum for the transaction of business. Except as required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair or by the Secretary on direction of the Chair, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or sent by electronic mail to each director not less than twenty-four hours before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. The directors may consider or transact any business either special or general at any meeting of the board.

If all the directors present or participating in a meeting consent, a meeting of the board or of a committee of directors may be held by such telephone, electronic or other communication 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 shall be 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 need not be in writing.

### **VOTING, BOARD OF DIRECTORS**

5. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

### **POWERS**

6. The directors of the Corporation shall administer the affairs of the Corporation in all things and 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 charter or otherwise authorized to exercise and do.

### **REMUNERATION OF DIRECTORS**

7. The directors shall receive no remuneration for acting as such. The foregoing does not affect the policy that directors or committee chairpersons are eligible for a reduction of club fees for the current or subsequent year.

### **OFFICERS OF THE CORPORATION**

8. There shall be a Chair (who may also be referred to as President), Vice-President, Secretary and a Treasurer. One person may hold more than one office except the office of Chair. Officers shall be elected by the board of directors, from among the directors, at the first board meeting following the annual general meeting.

### **DUTIES OF CHAIR**

9. The Chair shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The Chair shall be charged with the general management and supervision of the affairs and operations of the Corporation. The Chair with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws. During the absence or inability of the Chair, his or her duties and powers may be exercised by the Vice-President, or such other director as the board may from time to time appoint for the purpose.

### **DUTIES OF VICE-PRESIDENT**

10. During the absence or inability of the Chair, his or her duties may be performed and his powers may be exercised by the Vice-President. A Vice-President shall also perform such duties and exercise such powers as the Chair may from time to time designate to him or as the Board may prescribe.

### **DUTIES OF SECRETARY**

11. The Secretary may be ex officio clerk of the board of directors. He or she shall attend all meetings

of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to directors. He or she shall keep an accurate file of club membership. He or she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the board of directors.

### **DUTIES OF TREASURER**

12. The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He or she shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the board of directors.

### **MEMBERSHIP**

13. Members shall consist of such individuals as are admitted as members by the board of directors. Each Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Unless otherwise determined by the board, individuals shall be admitted as members upon payment of the prescribed swim registration fees.

There shall be a maximum of one member from each family with swimmers in the Corporation. A parent or other person in loco parentis may be the member. If a swimmer is 18 years of age or older, he or she may be a member. In case of dispute, the Secretary shall have discretion to choose the member from a family.

Each member shall promptly be informed by the Secretary of his or her admission as a member.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his or her resignation.

The interest of a member in the Corporation is not transferrable and lapses and ceases to exist upon the death of the member or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

Upon thirty (30) days' notice in writing to a member of the Corporation, the board may pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. Any such member may reapply for membership in the Corporation.

### **ANNUAL AND OTHER MEETINGS OF MEMBERS**

14. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the

directors, and the financial statements shall be presented and a board of directors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the Chair shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, electronic mail or fax, ten days before the time fixed for the holding of such meeting.

Coaches employed by the Corporation will be invited to attend all annual or any other general meeting of the members. Unless such coaches are members, as described above, they will not be allowed to vote and do not count for the purposes of quorum.

### **ERROR OR OMISSION IN NOTICE**

15. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer shall be his or her last address recorded on the books of the Corporation.

### **ADJOURNMENTS**

16. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **QUORUM OF MEMBERS**

17. A quorum for the transaction of business at any meeting of members (whether such meeting be a general or special meeting) shall consist of not less than ten (10) members present in person or represented by proxy. Meetings of members may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and any member participating in such a meeting by such means shall be deemed to be present at the meeting.

### **VOTING OF MEMBERS**

18. Subject to the provisions, if any, in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he or she may vote by proxy. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he or she has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. In the case of an equality of votes, the Chairman presiding at the meeting has a second or casting vote. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. A declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

## **BOOKS AND RECORDS**

19. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **FINANCIAL YEAR**

20. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of July in each year.

## **FINANCIAL TRANSACTIONS & EXECUTION OF DOCUMENTS**

21. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by two officers. Transfers, contracts, instruments and engagements on behalf of the Corporation shall be signed by two officers.

## **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

22. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **INDEMNITIES TO DIRECTORS**

23. Every director and officer of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- a. all costs, charges, and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his or her office; and
- b. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his or her own willful neglect or default.

No directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and willful act or through his or her own wrongful and willful neglect or default.

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board.

## **NOTICE**

24. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Corporations Act (Ontario), the Letters Patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her recorded address or if mailed to him at his or her recorded address by prepaid air or ordinary mail, or if sent to him at his or her recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

## **CONFLICT OF INTEREST**

25. A director or officer of the Corporation who,
- a. is a party to a contract or transaction or proposed contract or transaction with the Corporation; or
  - b. is a director or an officer of, or has a direct or indirect interest in, any person who is a party to a contract or transaction or proposed contract or transaction with the Corporation,
- shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest. If such contract provides no direct or indirect profit or remuneration to the director or officer, the director after disclosure may remain in office. If such contract provides any direct or indirect profit or remuneration to such director he or she shall resign forthwith.

The disclosure and resignation required by Section (a) hereinbefore shall be made, in the case of a director upon the earliest of:

- c. his obtaining knowledge of the existence of the contract or proposed contract;
- d. at the meeting at which a proposed contract or transaction is first considered;
- e. if the director did not have an interest in a contract or proposed contract or transaction, upon his or her acquiring such an interest.

A director referred to in section (a) who remains in office shall not vote on any resolution to approve the contract or transaction, but shall be included in the number of directors for the purpose of determining a quorum.

For the purposes of this section a general notice to the directors by a director disclosing that he or she is a director or officer of or has an interest in a person and is to be regarded as interested in any contract made or any transaction entered into with that person, is a sufficient disclosure of interest in relation to any contract so made or transaction so entered into provided the provisions of section (c) herein are followed with respect to approval of such a contract or transaction.

Notwithstanding anything to the contrary in the bylaws of the Corporation, any such contract or transaction or proposed contract or transaction referred to above must be approved by the board, regardless if the nature of such contract or transaction would not usually require board approval.

## **INSURANCE**

26. Subject to the limitations contained in the *Corporations Act* (Ontario), the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.


### INTERPRETATION

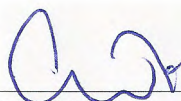
27. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

### AMENDMENTS TO BY-LAWS


28. These by-laws shall not be amended, added to, or changed in any way except in accordance with the *Corporations Act* (Ontario).


ENACTED as By-Law No. 1 by the Directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 16<sup>th</sup> day of FEBRUARY, 2016.

  
Chair

  
Secretary

The foregoing By-Law No. 1 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the two-third affirmative vote of all members entitled to vote at a meeting of members duly called and regularly held in the City of Orillia, in the County of Simcoe at which a quorum was present on the 11<sup>th</sup> day of MAY, 2016.

  
Chair

  
Secretary