



AQUATICS CANADA AQUATIQUE

BY-LAWS

ARTICLE 1: GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of Aquatics Canada Aquatique, a Canadian Corporation.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
 - b) *Annual Meeting* – the annual meeting of the Members;
 - c) *Articles* – the restated articles of continuance of the Corporation;
 - d) *Board* – the Board of Directors of the Corporation;
 - e) *Corporation* – Aquatics Canada Aquatique;
 - f) *Days* – days irrespective of weekends and holidays;
 - g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
 - h) *FINA* – Fédération Internationale de Natation;
 - i) *Member* – those entities meeting the definition of member and admission of member as defined within these By-laws;
 - j) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
 - k) *Ordinary Resolution* – a resolution passed by a majority of not less than half (½) plus one of the votes cast on that resolution;
 - l) *Proposal* – a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act;
 - m) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time;
 - n) *Senior Staff Representative* – the most senior staff person hired by a Member to oversee the business and day-to-day operations of that Member;
 - o) *Special Resolution* – a resolution passed by a majority of not less than two-thirds (2/3) plus one of the votes cast on that resolution; and
 - p) *UANA* – Union Americana de Natacion.
- 1.3 Registered Office – The registered office of the Corporation will be located in the province of Ontario at such address as the Board may determine.
- 1.4 No Gain for Members – The business and affairs of the Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.
- 1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Corporation as set out in the Articles.
- 1.6 Interpretation – Words importing the singular will include the plural and vice-versa, words importing the masculine will include the feminine and vice-versa, and words importing persons will include bodies corporate. Words importing an organization name, title or program will include any successor organizational name, title or program.

- 1.7 Language – These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

ARTICLE 2: MEMBERSHIP

- 2.1 Definition of Member – The Corporation has one class of Member, which is those organizations that serve as the national governing bodies for each of the four Olympic aquatics disciplines in Canada (Diving, Swimming, Synchronized Swimming, and Water Polo). Each Member will designate a representative to represent that Member at meetings of Members. Each Member agrees to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

Transfer of Membership

- 2.2 Transfer – Membership is not transferable.

Membership Dues

- 2.3 Dues – Membership dues will be determined from time to time by the Board.
- 2.4 Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within sixty (60) days of the membership renewal date, the Member in default will automatically cease to be a Member of the Corporation.

Reciprocity of Discipline

- 2.5 Suspension – Any suspension imposed by FINA or by UANA will be recognized by the Corporation.
- 2.6 Member Relationships – Discipline, suspension, and expulsion of an individual participant registered with a Member will be recognized by all Members.

Withdrawal and Termination of Membership

- 2.7 Withdrawal and Termination – Membership in the Corporation is terminated when:
- a) The Member dissolves or is liquidated;
 - b) The Member resigns from the Corporation by giving written notice to the President, in which case the resignation becomes effective on the date specified in the notice. The Member will be responsible for all dues, fees and debts payable up to the date of resignation;
 - c) The Member fails to pay membership dues, fees or debts owed to the Corporation and such dues, fees or debts remain unpaid for sixty (60) days; or
 - d) The Corporation is liquidated or dissolved under the Act.

ARTICLE 3: MEETINGS OF MEMBERS

- 3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.
- 3.2 Special Meeting – A Special Meeting of the Members may be called at any time by the Board or upon the written requisition of one Member. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.
- 3.3 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.
- 3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

- 3.6 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member and the Board by the following means:
- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
 - b) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held.
- 3.7 Change in Notice Requirements – A Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.
- 3.8 Persons Entitled to Attend – The Members, the Directors of the Corporation, the Senior Staff Representative of each Member, the President-Elect and the Canadian Representative to the FINA Bureau are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.
- 3.9 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board 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 will be required for any adjourned meeting.
- 3.10 Agenda – The agenda for the Annual Meeting will be:
- a) Call to order
 - b) Establishment of Quorum
 - c) Approval of the Agenda
 - d) Declaration of any Conflicts of Interest
 - e) Adoption of Minutes of the previous Annual Meeting
 - f) President, Director, Committee e and Staff Reports
 - g) Appointment of auditors
 - h) Business as specified in the meeting notice
 - i) Election of Directors
 - j) Adjournment
- 3.11 New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least thirty (30) days prior to the meeting date.
- 3.12 Quorum – A minimum of three Members will constitute a quorum.
- 3.13 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

- 3.14 Voting Privileges – Each Member is entitled to one vote, to be exercised by its designated representative.
- 3.15 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes cast will decide each issue. In the case of a tie, the vote is defeated.

ARTICLE 4: GOVERNANCE

Composition of the Board

- 4.1 Directors – The Board will consist of a minimum of five and a maximum of six Directors as follows:
- a) A President, elected by the Members;
 - b) Four Directors, elected by the Members; and
 - c) An Appointed Director, as set out in article 4.13.

Eligibility of Directors

- 4.2 Eligibility – Any individual, who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.

Election of Directors

- 4.3 Member Nomination – Each Member will submit the name of a single nominee for a Director position.
- 4.4 Form of Nominations – Any nomination of an individual for election as a Director will include the written consent of the nominee, and will be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting.
- 4.5 Director Nominations – The nominations for the Director positions will be on individual ballots, not on a single slate.
- 4.6 President Nominations – A nomination for President must be supported in writing by at least two Members, will include the written consent of the nominee, and must be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting.
- 4.7 Circulation of Nominations – The nominations for Directors and valid nominations for President will be circulated to Members at the Annual Meeting prior to the elections.
- 4.8 Election – The election of the President and the Directors will take place at the Annual Meeting of members. The nominations for Directors will be elected by majority vote of the members. The nominee for President receiving the greatest number of votes will be elected. If there are more than two nominees and there is a tie, then the nominee receiving the fewest votes will be removed from the ballot and a second vote will be conducted. This process will be repeated and if a tie remains between the final two nominees, then the winner will be decided by an Ordinary Resolution of the Board.
- 4.9 Director Term – Elected Directors will hold office for a term of one year and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.
- 4.10 President Term – The President will be elected to a four-year term that coincides with the Summer Olympic Quadrennial. The President's term will begin at the first Annual Meeting after the Olympic Summer Games.
- 4.11 Term Limits – There is no limit on the number of terms a Director may serve. The President will be limited to two consecutive terms of office but is permitted to be nominated for President following at least one term out-of-office.

Appointment of Directors

- 4.12 Appointment – The Board may appoint one Director upon Ordinary Resolution of the Board after the Annual Meeting. An appointed Director will serve a term of one (1) year and may be reappointed.

Suspension, Resignation and Removal of Directors

- 4.13 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.14 Vacate Office – The office of any Director will be vacated automatically if the Director:
- a) Is found by a court to be of unsound mind;
 - b) Becomes bankrupt, suspends payment, compounds with his creditors, makes unauthorized assignment, or is declared insolvent;
 - c) Is charged with and/or convicted of any criminal offense related to the position; or
 - d) Upon the Director's death.

- 4.15 Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.
- 4.16 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, by Special Resolution of the Board at a Board meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

- 4.17 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual, nominated by the Member who no longer has representation on the Board, to fill the vacancy until the next Annual Meeting of Members. Where the position of President becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to hold office as President until the end of the President's term.

Meetings

- 4.18 Call of Meeting – Any Director may call a meeting of the Board at any time or place so designated in the notice calling the meeting.
- 4.19 Notice – Notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.20 Quorum – At any meeting of the Board, quorum will consist of three (3) Directors holding office. The President is not included in the calculation of quorum.
- 4.21 Voting – Each Director- in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot.
- 4.22 President Voting – The President will not vote at meetings of the Board.
- 4.23 Absentee Voting – There will be no absentee or proxy voting by Directors.
- 4.24 Observers – The President-Elect (if applicable), the Canadian Representative to the FINA Bureau (if applicable), and one Senior Staff Representative per Member are permitted to attend meetings of the Board as Observers but are not permitted to vote.
- 4.25 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.26 Meetings by Electronic Means – A meeting of Directors may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

Powers of the Board

- 4.27 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.
- 4.28 Empowered – Notwithstanding Section 4.32, the Board will be empowered to:
- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws.
 - b) Make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.

- c) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
- d) Establish or appoint committees and their respective terms of reference as are necessary for the delegation of any powers, duties, and functions of the Board.
- e) Determine membership fees, dues, assessments, charges and other Member admission and registration requirements.
- f) Appoint such leadership personnel as is deemed required to lead the Canadian delegation at world aquatic championship events, and outline the reporting procedures required of and to be followed by such personnel.
- g) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws.
- h) Perform any other duties from time to time as may be in the best interests of the Corporation.

FINA Bureau

4.29 The Canadian Representative to the FINA Bureau will be recognized by the Corporation as the FINA Liaison to the Corporation, and as such will be entitled to attend all meetings of the Board and of the Members of the Corporation. For further clarity, the FINA Liaison is neither a Director nor a Member and will not be entitled to vote as a Director or as a Member.

ARTICLE 5: OFFICERS

5.1 Composition – The Corporation will have a single Officer, which is the President.

5.2 Duties – The duties of the President are to be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.

5.3 Removal – The President may be removed by Special Resolution of the Board or by Ordinary Resolution at a Meeting of the Members, provided the President has been given notice of and the opportunity to be present and to be heard at the meeting where such a resolution is put to a vote. If the President is removed, his or her position as a Director will automatically and simultaneously be terminated.

ARTICLE 6: COMMITTEES

6.1 Appointment of Other Committees – The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

6.2 Quorum – A quorum for any Committee will be the majority of its members.

6.3 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

6.4 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.5 President Ex-officio – The President will be an ex-officio and non-voting member of all Committees of the Corporation.

6.6 Removal – The Board may remove any member of any Committee.

6.7 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE 7: CONFLICT OF INTEREST

7.1 Conflict of Interest – In accordance with Section 141 of the Act, 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 the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the

Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 8: FINANCE AND MANAGEMENT

- 8.1 Fiscal Year – The fiscal year of the Corporation will be July 1st to June 30th, or such other period as the Board may from time to time determine.
- 8.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 8.3 Annual Financial Statements - The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act.
- 8.4 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of the Corporation will not be available to the Members of the Corporation but will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.
- 8.5 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by the President and at least one other Director or other individual, as designated by the Board. In addition, the Board may from time to time direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.
- 8.6 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 8.7 Borrowing - The Board may borrow money upon the credit of the Corporation, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary:
- a) From any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - b) To limit or increase the amount to be borrowed;
 - c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
- 8.8 Remuneration – All Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or Members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or Member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE 9: AMENDMENT OF BY-LAWS

- 9.1 Approval by Directors – Except for the items set out in Article 10.1, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the By-law amendment or repeal to the Members at the next meeting of Members, and the Members may, by ordinary resolution, confirm, reject or amend the By-law,

amendment or repeal. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law amendment is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

- 9.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one days prior to the date of the meeting of the Members at which it is to be considered.

ARTICLE 10: FUNDAMENTAL CHANGES

- 10.1 Fundamental Changes – A Special Resolution of the Members is required to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Increase or decrease the number of — or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members;
or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

ARTICLE 11: NOTICE

- 11.1 Written Notice – In these By-laws, written notice will mean notice which is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Corporation, Director or Member, as the case may be.
- 11.2 Date of Notice – Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the date that notice is couriered, or five days after the date that notice is mailed.
- 11.3 Error in Notice – The accidental omission to give notice of a Meeting of the Directors or the Members to a particular Director or Member, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE 12: DISSOLUTION

- 12.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

ARTICLE 13: INDEMNIFICATION

- 13.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation 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.

13.2 Will Not Indemnify – the Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

ARTICLE 14: ADOPTION OF THESE BY-LAWS

14.1 Adoption by Board – These By-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on [DATE].

14.2 Ratification – These By-laws are ratified by the Members of the Corporation at a meeting of Members duly called and held on [DATE].

14.3 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.