

## **Brant Synchro Club: BY-LAWS**

A By-law relating generally to the transaction of the business and affairs of the Brant Synchro Club.

### **Article 1 NAME**

1.0 The name of the Corporation shall be the Brant Artistic Swimming Club (herein after called the Corporation.)

### **Article 2 HEAD OFFICE**

2.0 The Head Office of the Corporation shall be in the County of Brant in the province of Ontario, and at such place therein as the Directors may from time to time determine.

### **Article 3 SEAL**

3.0 The seal of the Corporation, if any, shall be in the form determined by the Board.

### **Article 4 BOARD OF DIRECTORS**

4.0 The affairs of the Corporation shall be managed by a Board of Directors of a minimum of 3 Directors, each of whom shall be elected by a majority vote at the ANNUAL MEETING or a SPECIAL MEETING of the membership and is to serve until his/her respective successor is elected and qualified. The election may be by a show of hands unless any member demands a ballot. At the annual meeting of the members at which this bylaw is approved, 2 slates of nominees for the position of director shall be presented to the membership, one slate of nominees, which shall comprise a majority of the directors, shall be elected for a term of 2 years, and one slate of nominees shall be elected for a term of 1 year. After the expiry of the initial term of office provided for herein, all directors shall hold office for a term of 2 years, unless such director dies, resigns, or is removed from office in accordance with the provisions of this by-law.

4.1 The members of the Corporation may, by resolution passed by at least two thirds of the votes cast at a general meeting thereof, at which notice specifying the intention to pass such a resolution has been given, remove any member of the Board of Directors 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 the term.

### **VACANCIES OF THE BOARD OF DIRECTORS**

4.2 Vacancies on the Board, however caused, so long as quorum remains in office, be filled by the board of directors from among the qualified members of the corporation if they shall see fit to do so. Otherwise such vacancy shall be filled at the next Annual General Meeting of the members at which time the Board of Directors

for the ensuing year are elected. If there is not a quorum, the remaining members of the Board of Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner provided.

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

4.3 A majority of the Board of Directors shall form a quorum for the transaction of business.

4.4 Except as otherwise required by law, the Board of Directors may hold its meeting at such place or places as it may from time to time determine. No formal notices of any such meeting shall be necessary if all of the Directors are present, or if those who are absent have signified their consent to the meeting being held in their absence. Directors' Meetings may be formally called by the President or Secretary on direction from the President or by the Secretary on direction in writing by two Directors. Notice of such meetings shall be delivered, telephone or emailed to each member of the Board no less than three (3) days before the meeting is to take place or shall be mailed to each member of the Board no less than five (5) days before the meeting is to take place. The statement of the Secretary or President 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 meetings no notice need be sent. A Directors Meeting may also be held, without notice, immediately following the Annual General Meeting of the Corporation. The Directors may consider or transact business either general or specific at any meeting of the Board.

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

4.5 Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote. All votes at such meetings shall be taken by ballot if so demanded, but if not demands were made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, their duties shall be performed by such Director as the Board may from time to time appoint for the purpose.

#### **Article 5 ERRORS IN NOTICE, BOARD OF DIRECTORS**

5.0 No error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any member of the Board may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **Article 6 POWERS**

6.0 The Board of the Corporation may 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 such other acts and things as the Corporation is by its Charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Board is expressly empower, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, securities, lands, buildings and/or property moveable or immovable, real or personal, or any right or inherent therein owned by the Corporation, for such consideration and upon such terms and conditions as it may deem advisable.

## **Article 7 REMUNERATION OF DIRECTORS**

7.0 The Directors shall receive remuneration of 50% of fundraising fee as set at the beginning of each season for acting as such. They may be indemnified for any expense or liability incurred in their performance or conduct of matters properly authorized by the Board of Directors.

## **Article 8 OFFICERS OF THE CORPORATION**

8.0 The Board of Directors shall appoint the following officers of the Corporation:  
President  
Registrar  
Treasurer

### **PRESIDENT**

8.1 The President shall, when present, preside at all meetings of the members of the Corporation and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation including financial matters and those of a technical nature. The President with the Registrar or other officer appointed by the Board of Directors for the purpose sign all by-laws and membership certificates. The President shall be *ex officio* a member of all committees of the Board.

### **REGISTRAR**

8.2 The Registrar shall be responsible for the registration of all members and directors with the Corporation, Ontario Artistic Swimming and Canada Artistic Swimming and will ensure the Corporation's compliance with all matters related to the provincial and national sport organizations.

### **TREASURER**

8.3 The Treasurer shall be charged with the management and supervision of those areas of the Corporation related to finances.

## **Article 9 COMMITTEES OF THE BOARD**

9.0 Committees of the Board shall be appointed as required based Corporation events and initiatives. This may include, but is not limited to: Social Committee, Fundraising Committee, Swim Meet Committee. The Board shall set up additional standing and temporary committees that it deems necessary to adequately serve the needs of the Corporation. Each standing or temporary committee shall consist of a Chairperson to be named by the Board and committee members recruited by the chair. A temporary committee shall exist only so long as it serves a current, useful purpose. A temporary committee may be dissolved by the Board if in the Board's opinion it no longer serves the current, useful description above.

## **Article 10 EXECUTION OF DOCUMENTS**

10.0 Deeds, transfers, licenses, contracts and engagement on behalf of the Corporation shall be signed by the President and one other officer of the Board or any one of them or by any person or persons from time to time designated by the Board of Directors, may transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the Corporation, and may affix the corporate seal to any such transfer or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make of accept transfers of share of stock, bonds or other securities on the books of any company or corporation.

## **Article 11 BOOKS AND RECORDS**

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

## **Article 12 MEMBERSHIP**

12.0 the membership shall consist of active members. Active membership shall consist of the applicants for the Incorporation of the Corporation and of the other individuals and other such corporations, partnerships and other legal entities as are admitted as members by the Board of Directors.

12.1 Members shall be promptly notified by the Registrar of their admission as a member.

12.2 Each member in good standing shall be entitled to one vote per child currently registered in the programs offered by the Corporation on each question arising at any regularly scheduled meeting of the members.

12.3 Members may resign by resignation in writing or request a leave of absence, which shall be effective upon acceptance of the Board of Directors.

12.4 Any member may be requested to resign or be expelled from membership by a vote of two-thirds (2/3) of the members of the Board of Directors present at a regularly scheduled meeting.

12.5 In case of resignation, a member shall remain liable for payment of any assessment or other sum levied for which became payable by them to the Corporation prior to acceptance of their resignation or expulsion as applicable.

### **DUES**

12.6 Membership Dues or Fee Structures shall from time to time be determined by the Board of Directors. This fee entitles members to membership in the program for which they register for the duration of said program. The Registrar shall notify the members of the fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice thereof, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may, on payment of all unpaid dues or fees, be reinstated by note for the Board of Directors.

### **Article 13 ANNUAL AND SPECIAL MEETINGS OF MEMBERS**

13.0 The Annual or Special General Meeting of the members shall be held at a location in the County of Brant, on such a day and at such a time as the Board of Directors may determine.

13.1 At every Annual Meeting, in addition to any other business that may be transacted, the report of the President, the Financial Statement and the report of the Auditors shall be presented, any Board of Directors elected and Auditors appointed for the ensuing year and the remuneration of the Auditors fixed. The members may consider and transact any business, either special or general, without any notice thereof at any meeting of the members.

13.2 The Board of Directors or the President shall have power to call at any time a Special General Meeting of the members of the Corporation. No public notice or 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 post or email at least ten (10) days before the time fixed for the holding of such meeting; provided that any meeting of member may be held on written notice.

### **QUORUM OF MEMBERS**

13.3 A quorum for a general meeting and for transaction of any business at such meeting shall be a majority of Directors and 10% of members.

### **VOTING OF MEMBERS**

13.4 No member shall be entitled to vote at a meeting of the Corporation unless they have paid all dues or fees, if any, then payable by them.

13.5 At all meetings of members every question shall be decided by a majority of the votes of the members present in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll is demanded, 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 sufficient evidence 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 a manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meetings upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll the Chair shall be entitled the casting vote.

#### **Article 14 FINANCIAL YEAR**

14.0 Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the thirtieth (30<sup>th</sup>) of June.

#### **Article 15 CHEQUES ETC.**

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 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 that any two of such officers or agents may endorse notes and drafts for the collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the corporation by using the Corporation's rubber stamp for the purpose. Any two of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### **Article 16 DEPOSIT OF SECURITIES FOR SAFEKEEPING**

16.0 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 or 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 instance. The institutions which may be selected by custodians of the Board of Directors and shall in no event be liable for the application of the securities so withdrawn from deposit or the proceeds thereof.

#### **Article 17 NOTICE**

17.0 Whenever, under the provision of the by-laws of the Corporation, notice is required to be given, such notices may be given either personally or emailed or by deposit of the same in a post office or public letter box, in a postpaid, sealed wrapper addressed to the Director, officer or member at their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent when the same was handed to the Courier Company or its messenger. For the purpose of sending any notice the address of any member, Director or officer shall be that address as recorded in the books of the Corporation.

#### **Article 18 BYLAWS, RESOLUTIONS AND AMENDMENTS**

18.0 Additions, amendments or alteration to the by-law shall be made by a two-thirds (2/3) majority at a general meeting.

18.1 Subject to the foregoing, the Board of Directors may with proper notice propose additions, amendments or alterations to by-laws at a duly called meeting. The by-law does not apply to proposed amendments authorized by the Board of Directors covered elsewhere in the Corporation by-laws.

#### **Article 19 INTERPRETATION**

19.0 In these by-laws and in all other by-laws of the Corporation thereafter passed unless the context otherwise requires, references to persons shall include firms and corporations.

#### **SEVERABILITY AND PRECEDENCE**

19.1 The invalidity or unenforceability of any provision of the 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 Not-for-Profit Corporations Act, 2010 (Ontario), the provisions contained in the Articles or the Act, as the case may be, shall prevail.

#### **Article 20 ADOPTION OF THESE BY-LAWS RATIFICATION**

20.0 These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on October 6<sup>th</sup>, 2020.

#### **REPEAL OF PRIOR BY-LAWS**

20.1 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