

BY-LAWS

By-Laws relating generally to the affairs of the

KITCHENER WATERLOO SYNCHRONIZED SWIM CLUB (KW SYNCHRO CLUB)

A corporation without share capital incorporated under the Ontario Corporations Act.

GENERAL

1.00 INTERPRETATION

In this By-Law and all other By-Laws and resolutions of KW Synchro Club unless the context requires otherwise:

1.01 Board: denotes the Board of Directors of KW Synchro Club

1.02 By-Laws: denotes any By-Law of KW Synchro Club from time to time in force and effect;

1.03 Corporations Act: denotes the Ontario Corporations Act, R.S.O. 1990 c.38, and any statute which amends or is passed in substitution for that Act;

1.04 Corporations Act Definitions: All terms defined in the Corporations Act have the same meaning in this By-Law and all other By-Laws and resolutions of KW Synchro Club

1.05 Directors: denotes the Board of Directors of KW Synchro Club;

1.06 Ex-Officio: By virtue of the position and includes all rights, responsibilities and power to vote unless otherwise specified.

1.07 Headings: the headings used in these By-Laws are inserted for reference purposes only and are not to be considered or taken into account in interpreting the terms or provisions hereof or to be construed in any way so as to clarify, modify or explain the effect of any such terms or provisions.

- 1.08 Letters Patent:** denotes the Letters Patent and any Supplementary Letters Patent of KW Synchro Club.
- 1.09 Member:** denotes a person who is interested in advancing the objectives of KW Synchro Club. As defined under subsection 9.0, a member can be a person, any number or aggregate persons;
- 1.10 President:** denotes the President of the corporation, elected as identified in section 8.0 of these bylaws for the purposes of carrying out the duties as set out in section 8.06 of these bylaws
- 1.11 Singular/Plural:** The Singular includes the plural;
- 1.12 Special Resolution:** denotes a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members of KW Synchro Club duly called for that purpose, or in lieu of such confirmation, by the consent of all of the Members entitled to vote at such meeting.
- 1.13 Competitive Member:** Amateur swimmers who may compete at the regional, provincial, divisional and national level
- 1.14 Recreational Member:** Amateur swimmers who may learn synchronized swimming as a recreational sport and who do not compete.

2.00 HEAD OFFICE

The head office of KW Synchro Club will be in either the Regional Municipality of Waterloo in the Province of Ontario, or at such other place as the Board deems appropriate.

3.00 SEAL

3.01 FORM

The seal, an impression of which is stamped in the right margin hereof, will be the corporate seal of KW Synchro Club.

3.02 CUSTODY

The Seal will be kept in the custody of the Secretary or nominee of the Secretary, and will be affixed to documents signed on behalf of the corporation by a person or persons specifically or generally authorized to sign on behalf of the corporation.

4.00 TERRITORY

The area within which the normal activities of the KW Synchro Club will be carried out is the Regional Municipality of Waterloo and such other areas as the Board of Directors may designate.

5.00 EMBLEMS

The corporation may use any emblems authorized by the Board.

The corporation will have a name which will include the letters KW and the words Synchro Club.

6.00 FUNCTIONS OF THE CORPORATION

KW Synchro Club will be primarily responsible for carrying out the overall objectives of the corporation within its territory as described in section 4.00 of these By-Laws and, in addition, will be responsible for but not limited to the following:

- a) to establish a strategic direction, mission, statement, goals and objectives for the club;
- b) to enact and enforce bylaws and regulations relating to the operations of the corporation;
- c) to govern, manage and deliver all programs in compliance with the standards and guidelines of the Club, Ontario Artistic Swimming and Canada Artistic Swimming;
- d) to fund the activities, services and programs of the corporation and carry out local communications.

6.01 ADVICE AND ASSISTANCE

KW Synchro Club will maintain membership with Ontario Artistic Swimming and Canada Artistic Swimming. As a member KW Synchro Club will have the right at any time to obtain the advice and assistance of Ontario Artistic Swimming and Canada Artistic Swimming with respect to any matter relating to the work of the corporation.

KW Synchro Club maintains an affiliation with the Cities of Kitchener and Waterloo.

7.00 BOARD OF DIRECTORS

7.01 GOVERNANCE OF KW SYNCHRO CLUB

The Board of Directors will govern the affairs of KW Synchro Club. The Board of Directors is subject to directions given at the general meeting of the corporation and consistent with the incorporating documents, By-Laws. Policies and procedures of the corporation shall control the affairs of the corporation between meetings of the members of the corporation.

7.02 POWERS OF THE BOARD OF DIRECTORS

- (i) Except as set out in Section 7.02(ii), the Directors may exercise the powers of KW Synchro Club on its behalf. The powers of KW Synchro Club are those that it may exercise under the Corporations Act, the Letters Patent and otherwise at law.
- (ii) The Directors may not exercise any power that they are restricted from exercising by a By-Law of KW Synchro Club, by the Members, or by law.
- (iii) The powers which the Directors may exercise on behalf of KW Synchro Club include but are not limited to the power to:
 - a) ensure that the functions of the corporation as defined in Section 6.00 of these By-Laws, are performed;
 - b) establish and revise the regulations and policies related to the corporation;
 - c) ensure that the regulations and policies are implemented;
 - d) report fully to the corporation at each annual meeting of the members upon the business transacted since the last annual meeting;
 - e) admit new members to the corporation;
 - f) make decisions and take all such appropriate action as is necessary to further the objectives of the corporation;
 - g) communicate with the local government, its agencies, boards and commissions and other external agencies on behalf of the corporation;
 - h) establish the selection process for the appointment of the Head/Senior Coach and appoint the Head/Senior Coach in accordance with the process and ensure the ongoing evaluation of the Head/Senior Coach; and
 - i) delegate responsibility and concomitant authority to the Head Coach for the management and operation of the Club and require accountability to the Board.

7.03 DELEGATION OF POWERS

The Board of Directors may delegate any or all powers of the Board to such officers of the Board to such extent and in such manner as the Board may determine.

7.04 DECISIONS MADE AT BOARD OF DIRECTORS MEETINGS

The Directors must make decisions for KW Synchro Club at a meeting of the Board of Directors at which a quorum is present.

7.05 COMPOSITION

The Board shall consist of no less than three (3) and no more than nine (9) Directors elected according to Section 7.07 and the Head/Senior Coach, as an ex-officio, non-voting member. Directors will typically include the club President, Treasurer and Secretary. The intent is to have representation from each of the various programs.. The Head/Senior Coach position is a non-voting member of the Board of Directors.

7.05.1 MEMBERSHIP LIST

A membership list shall be maintained at the head office of the corporation and kept up to date at all times.

7.06 QUALIFICATIONS OF DIRECTORS

Each Director shall:

- (i) be at least eighteen years of age;
- (ii) be mentally competent;
- (iii) not be an undischarged bankrupt;
- (iv) be a voting member of KW Synchro Club or become one within 10 days following election or appointment;
- (v) not hold a paid position with KW Synchro Club;
- (vi) be a person interested in furthering the objectives of KW Synchro Club;
- (vii) be resident in Ontario;
- (viii) attend Directors meetings on a regular and consistent basis.
- (viv) possess a current PRC (police records check).

7.07 ELECTION OF THE BOARD OF DIRECTORS

7.07.1 ELECTION BY THE MEMBERS

The Members of KW Synchro Club shall elect the Directors.

7.07.2 WHEN ELECTION HELD

The election of the Directors shall be held annually at a General Meeting of the Members.

7.07.3 NOMINATIONS

The Board shall prepare a recommended slate of persons for election as Directors to the General Meeting of Members at which Directors are to be elected. In preparing their recommendations, the Board shall employ reasonable efforts to provide for a representative balance of perspectives on the Board.

In addition, Members may nominate persons for election as Directors. Such nominations will require: consent of the nominee, five (5) signatures on the nominating form of members of the corporation; and that the nominee be eligible for the position. The nomination form must be presented to the Nominating Committee in writing at least 30 days prior to the Members' meeting at which the Directors are to be elected.

7.07.4 METHOD

The election of the Directors may be by a show of hands unless a Member demands that the election be held by ballot.

7.08 DIRECTOR'S TERM OF OFFICE

Except as hereinafter provided, a Director's term of office is two years. A Director shall not hold office for more than 6 consecutive years except that the term of the President shall be extended if necessary for such period not exceeding 7 years as will permit progression through the successive terms of office.

7.09 VALIDITY OF ACTS OF DIRECTORS

The acts of a Director are valid even if a defect in the Director's appointment or qualification is discovered afterwards.

7.10 QUORUM

A majority of the Directors (half plus one), entitled to vote, constitutes a quorum at a meeting of Directors.

7.11 FILLING VACANCIES ON THE BOARD OF DIRECTORS

7.11.1 WHEN THERE IS A QUORUM OF DIRECTORS IN OFFICE

If there is a quorum of Directors in office, those Directors remaining may fill any vacancy on the Board for the remainder of that term by passing a resolution appointing a new Director.

7.11.2 WHEN THERE IS NOT A QUORUM OF DIRECTORS IN OFFICE

If there is not a quorum of Directors in office the remaining Directors in office shall forthwith call a general meeting of the Members to fill the vacancies on the Board.

7.12 CEASING TO BE A DIRECTOR

A person ceases to be a Director of KW Synchro Club upon:

- (i) death;
- (ii) resignation;
- (iii) removal; or
- (iv) failing to qualify in accordance with Section 7.06.

7.13 RESIGNATION OF DIRECTORS

7.13.1 INDIVIDUAL DIRECTORS

A Director may resign from office by giving notice to the President of the Corporation or, in the President's absence, to any other elected officer of KW Synchro Club. A resignation is effective when received or when specified in the notice, if later.

7.13.2 ALL DIRECTORS

In the event that every Director of KW Synchro Club resigns as a member and as a Director, the Head/Senior Coach shall have the authority to call a meeting of the members to appoint new directors.

7.14 REMOVAL OF DIRECTORS

Members of the Board of Directors may be removed from office by a resolution passed by two-thirds (2/3) of the members of the Board of Directors at a meeting called to consider the same. No such resolution shall be put before the Board until after the member in question has been notified in writing of the allegation against him/her and the time and place of the meeting of the Board of Directors at which such resolution will be heard and is afforded an opportunity for a hearing before the Board of Directors. Such notice must be given at least 21 days prior to the date of the meeting of the Board of Directors at which such resolution shall be put before the Board. The members of the Board of Directors may fill the vacancy so created. Any person so appointed shall hold office until the next annual meeting of the members of the corporation.

Reasons for removal may include non attendance at three (3) consecutive meetings of the Board without cause; for functioning beyond the authority granted by the incorporating documents or By-Laws of the corporation; or for behaviour detrimental to the functioning of KW Synchro Club.

7.15 STANDING COMMITTEES

Standing Committees, the composition and responsibilities of which are set out in Subsections 7.15.1 to 7.15.3 of these By-Laws, shall assist the Board of Directors in governing the affairs of KW Synchro Club. Specific terms of reference for each standing committee will be reviewed by the Board of Directors on at least an annual basis.

There may be the following standing committees:

- a) Nominating
- b) Finance
- c) Program and Human Resources
- d) Executive Committee

Unless otherwise stated the Chair of each standing committee shall be elected annually by the Board Members on the committee.

7.15.1 Nominating Committee

The Nominating Committee shall consist of:

- a) at least one member of the Board of Directors;
- b) the Past President (as Chair of the Committee)
- c) one member from the general membership of the club;
- d) the President, ex-officio; and
- e) the Head/Senior Coach, ex-officio.

The Nominating Committee shall:

- a) develop and implement a Board recruitment strategy which includes nomination process, candidate identification and review, and preparation of a recommended slate of officers and members for election at the annual meeting. Such slate is available fourteen (14) days prior to the Annual General Meeting;
- b) recommend to the Board, suggested membership for each Standing Committee of the Board;
- c) develop and implement an orientation and ongoing education process for Board Members;
- d) develop, administer and report on Board evaluation; and
- e) review and recommend amendments or revisions to Board By-Laws, Letters Patent, policy and process.

7.15.2 FINANCE COMMITTEE

The Finance Committee shall consist of:

- a) the Treasurer;
- e) the President, ex-officio;
- f) Member from the Club
- g) the Head/Senior Coach or delegate, ex-officio;

The Finance Committee shall:

- a) monitor and review KW Synchro Club detailed financial statements on a monthly basis and report thereon to the Board accordingly;
- b) Establish and maintain a budget, approval and financial management, fiscally responsible process to ensure that all programs operate in an overall balanced budget position

- b) study and recommend to the Board for approval, a detailed annual operating plan for capital and operating revenue and expenditures for the ensuing fiscal year;
- c) advise the Board with regard to donations, bequests, endorsements and investments;
- d) advise and make recommendations regarding annual financial statements of the corporation; and
- e) inform and advise the Board on financial matters as required.

7.15.3 PROGRAM AND HUMAN RESOURCES COMMITTEE

The Program and Human Resources Committee shall consist of:

- a) Director Programs and Human Resources
- b) One other member of the Board
- c) One member at large;
- d) Head/Senior Coach
- e) One representative of the Coaching staff as available;
- f) President (ex officio)

The Program and Human Resources Committee shall:

- a) monitor and review the Club Program and Human Resource policies and procedures;
- b) establish the annual human resources plan for the club;
- c) review, recommend and advise the Board on program initiatives and changes as required;
- d) conduct periodically and at minimum annual evaluations of all the Club's programs; .
- e) provide regular reports to the Board.

7.15.4 EXECUTIVE COMMITTEE

The Executive Committee shall consist of:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Director Program and Human Resources (??)
- f) Head/Senior Coach (ex-officio)

The Executive Committee shall:

- a) Review of all significant financial and non-financial transactions.;
- b) make other immediate recommendations as required
- c) monitor and review Board process and procedures
- d) meet between regular meetings of the Board in order to discuss or expedite matters requiring more confidentiality
- e) provide summary reports to the Board as required
- f) make recommendations to the Board for final approval of matters involving board responsibility

7.15.5 MAJORITY DECISION

At meetings of Standing Committees, all decisions shall require the affirmative vote of a majority of those present and entitled to vote. Except as otherwise provided, all Standing Committee members are entitled to one vote. In the event of a tie, the Chair shall declare the motion lost.

7.16 OTHER COMMITTEES

The Board may from time to time appoint other committees as it sees fit or deems necessary or appropriate for such purposes and with such powers as the Board sees fit. The Board of Directors shall establish the terms of reference for such committees. Any member of a committee may be removed by resolution of the Board of Directors.

7.17 MEETINGS OF THE BOARD OF DIRECTORS

7.17.1 FIRST YEARLY MEETING OF THE BOARD OF DIRECTORS

The Board of Directors shall hold a Board meeting following each annual meeting of the Members for the purpose of the election and appointment of committee members, and the transaction of any other immediate business.

7.17.2 REGULAR MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet not less than six (6) times during each year at such times and places it may determine or at the direction of the President.

7.17.3 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors may hold special meetings other than the first yearly meeting and the regular meetings. Such meetings may be called by the Secretary upon the order of the President/Executive Committee or at the request of any two (2) members of the Board of Directors.

7.17.4 CLOSED MEETINGS OF THE BOARD OF DIRECTORS

The Board may from time to time conduct closed meetings to deal with matters of a sensitive (such as labour relations or personnel matters, contracts, acquisition or security of property) or litigious nature. A closed meeting will include only Directors of KW Synchro Club, the Head/Senior Coach and such others as are specifically invited by the Directors.

7.17.5 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS

- (i) Regular Meetings:
No further notice of regular meetings is required once the Board has passed a resolution stating the days and the times of regular meetings.
- (ii) First Yearly and Special Meetings:
Notice of the first yearly meeting and other meetings of the Board of Directors must be given to all Directors by the Secretary or delegate. The notice must include the date, location and the time of the meeting. The notice must be given at least seven (7) days before the meeting.
- (iii) No Notice if all Present or Consent:
No formal notice of a meeting is necessary if all of the Directors are present at the meeting and have waived notice or have consented to it being held in their absence.
- (iv) Errors or Accidental Omissions in Notice:
An error or accidental omission in the giving of notice for a meeting of the Board of Directors does not invalidate the meeting or any proceeding taken at it.

7.17.6 PLACE OF MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors shall be held where the Head Office of KW Synchro Club is or at some other place in the Territory deemed appropriate by the President.

7.17.7 RESOLUTIONS AND VOTING AT MEETINGS OF THE BOARD OF DIRECTORS

The Directors may vote on any resolution made at meetings of the Board.

Resolutions are decided by a majority of those present and entitled to vote. Each Director is authorized to exercise one vote. In the case of a tie, the Chair of the meeting shall cast a deciding vote.

Unless a Director present requests a ballot, voting on all questions raised at a meeting of Directors shall be by show of hands.

A statement by the President/Presiding Chair or an entry in the minutes of the meeting that a resolution has been passed are proof of that fact, without proof of the number of votes cast or of the proportion of the votes for or against any resolution.

7.17.8 ELECTRONIC FACILITIES

If all the members, Board of Directors or any committee consent, a meeting of the Directors or committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.

7.18 REMUNERATION OF DIRECTORS

All members of the Board of Directors and Board Committees other than the General Manager and Head/Senior Coach and other staff shall serve without remuneration but shall be entitled to be reimbursed for expenses reasonably incurred, including expenses of attendance at meetings, approved by the Board of Directors.

7.19 CONFLICT OF INTEREST

Every Director who is in any way directly or indirectly interested in a contract, transaction or decision or a proposed contract, transaction or decision with KW Synchro Club shall:

- (i) declare the interest at the first meeting of the Directors after the interest arises;
- (ii) request that the declaration be recorded in the minutes of that meeting and leave the room during the discussion; and

- (iii) not vote on any resolution concerning the contract, transaction or decision or the proposed contract, transaction or decision in which such Director has an interest.

7.20 CODE OF CONDUCT

Directors and Members who fail to comply with the Board of Directors code of conduct as outlined in the Policy Manual KW Synchro Club may be removed in accordance with the provisions of Subsections 8.07.2 and/or 9.02 as applicable to this By-Law.

7.21 LIABILITY OF DIRECTORS

Every Director of KW Synchro Club when exercising the powers and discharging the duties of a Director must:

- (i) act honestly, in good faith, and in the best interest of KW Synchro Club;
- (ii) carry out the duties as would a reasonable person in the circumstances; and
- (iii) comply with the Corporations Act, its regulations, any amendments to the Act or its regulations, all other applicable laws, the Letters Patent, and the By-Laws of KW Synchro Club.

7.22 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

Except as otherwise provided in the Corporations Act no Director or officer for the time being of KW Synchro Club shall be liable for the acts, receipts, omissions or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to KW Synchro Club through the insufficiency or deficiency of title to any property acquired by KW Synchro Club or for or on behalf of KW Synchro Club or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to KW Synchro Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or torturous act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to KW Synchro Club or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

7.22.1 INSURANCE

The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 7.22 hereof against any liability incurred by such person:

- a) in the capacity as a director, elected officer or member of any committee of the corporation, except where the liability related to the corporation, except where the liability related to such person's failure to act honestly and in good faith with a view to the best interests of the corporation; or
- b) the capacity as a director or elected officer of another body corporate where any such person acts or acted in that capacity at the corporation's request, except where the liability relates to such person's failure to act honestly and in good faith with a view to the best interests of the body corporate.

7.23 INDEMNITIES TO DIRECTORS

Every Director or Officer of KW Synchro Club or other person who has undertaken or is about to undertake any liability on behalf of KW Synchro Club and their 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 KW Synchro Club, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director or other person for or in respect of any act, deed, matter or thing whatever made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Director or other person sustains or incurs in or about or in relation to the affairs of KW Synchro Club, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

KW Synchro Club shall also indemnify any such person in such other circumstances as the Corporations Act or law permit or require. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by the Corporations Act or law.

7.24 DIRECTORS

7.24.1 ELECTED DIRECTORS

The elected directors of KW Synchro Club are the President, Secretary, Treasurer, Past-President, and such other elected officers as the Board determines from time to time.

7.24.2 DUTIES OF DIRECTORS

PRESIDENT

The President shall be the senior elected Director and shall:

- (i) when present and able, chair all meetings of the Board of Directors and all meetings of the Members;
- (ii) when unable to attend a meeting, appoint a director to chair the meeting;
- (iii) sign all documents requiring the President's signature;
- (iv) ensure that the minutes are an accurate reflection of the meetings by signing them when approved;
- (v) mentor the Vice-President for succession planning purpose
- (v) be an ex-officio member of all Board Committees;
- (vi) perform any other duties assigned by the Board.

VICE-PRESIDENT

The Vice-President shall be the senior elected Officer and shall:

- (i) mirror the president

Carry out the duties of the President when the President is absent or has otherwise assigned some of their duties to the Vice-president

SECRETARY

The Secretary shall ensure that:

- (i) any notice required to be given of meetings of the Board of Directors and of the Members is given;
- (ii) all facts and minutes of meetings of the Corporation and the Board of Directors are recorded in books kept for that purpose;
- (iii) the following documents are kept and maintained:
 - a) a copy of the Letters Patent, and any memorandum of agreement;
 - b) all By-Laws, Resolutions and Special Resolutions;
 - c) a register of Directors setting out the names and addresses and occupations of all persons who are or have been Directors, and the dates they became and ceased to be Directors;

- d) a register of Members setting out the names and addresses of all Members during the preceding 10 years;
- e) a list of all the Board Committees;
- (iv) the corporate seal, all books, records, correspondence and documents of KW Synchro Club are kept safely;
- (v) perform any other duties assigned by the Board.

TREASURER

The Treasurer shall:

- (i) advise the Board whether the corporation has systems in place to ensure that:
 - a) proper books of account and accounting records are maintained for all financial and other transactions of KW Synchro Club, including records of: money received or paid by KW Synchro Club and the matter to which the receipt or payment relates; sales and purchases affected by KW Synchro Club; assets and liabilities of KW Synchro Club; and any transactions affecting the financial position of KW Synchro Club;
 - b) the funds of the corporation are expended in accordance with the direction or policies of the Board;
 - c) prepare a monthly and annual report in accordance with the laws applicable to the corporation; and
 - d) an annual financial statement is prepared for presentation at each annual meeting of the corporation
- (ii) Chair the Finance Committee
- (iii) perform any other duties assigned by the Board.

PAST-PRESIDENT

The Past-President shall:

- (i) perform any duties assigned by the President;
- (ii) Chair the Nominating Committee; and
- (ii) perform any other duties assigned by the Board.

HEAD/SENIOR COACH

The Board of Directors shall appoint, supervise and terminate the Head/Senior Coach.

The Head Coach shall be responsible to the Board of Directors and report regularly to the General Manager.

Notwithstanding anything to the contrary implied in these bylaws, the Head Coach is an employee solely of the Club.

DUTIES OF THE HEAD/SENIOR COACH IN CONJUNCTION WITH THE Club President and/or General Manager

The Head/Senior Coach shall:

- a) be responsible to the Board of Directors KW Synchro Club for the organization and management of the KW Synchro Club in accordance with the By-Laws, regulations, and policies established by the Board,
- b) ensure appropriate systems and structures are in place for the effective management and control of the KW Synchro Club and its resources including the employment, development, direction and discharge of all KW Synchro Club staff;
- c) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
- d) ensure effective manpower planning and identify resource implications;
- e) establish an organizational structure to ensure accountability of all programs and services and staff for fulfilling the mission, objectives, and strategic plan of the KW Synchro Club;
- f) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the KW Synchro Club;
- g) foster the values, culture and philosophy of the KW Synchro Club;
- h) develop a liaison with relevant community bodies in the interests of KW Synchro Club and the community served;
- i) be an ex-officio member on the Board of Directors and all committees, and shall attend all meetings of the Board of Directors and shall attend or be represented at Committees except when the appointment, remuneration or performance of the Head Coach is being reviewed;
- j) represent KW Synchro Club externally to the community, governments, media and other organizations and agencies as required;
- k) perform other duties as may be delegated or assigned by the Board.

TERMINATION OF THE HEAD COACH

The Board of Directors may revoke or suspend the appointment of the Head Coach in a manner prescribed in the KW Synchro Club Policy and Procedure Manual.

OTHER DIRECTORS

The duties of all other Officers of the corporation shall be such as the terms of their engagement calls for or the Board of Directors requires.

8.00 MEMBERS

8.01 ELIGIBILITY FOR MEMBERSHIP

The following persons are eligible for membership in KW Synchro Club:

- (i) individuals participating in either the competitive or recreational programs of the club;
- (ii) individuals who support the objectives of KW Synchro Club; and
- (iii) any other persons considered eligible by the Directors as set out in the KW Synchro Club Policy and Procedure Manual.

8.02 TERMINATION OF MEMBERSHIP

A membership terminates:

- (i) on the death of the Member;
- (ii) when notice of the Member's resignation has been given to the President; or
- (iii) when the Member is removed by a resolution of the Board of Directors.

The interest of a Member in KW Synchro Club is not transferable and lapses and ceases to exist upon death or, when the Member's period of membership expires otherwise in accordance with the By-Laws.

Each voting Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the Members.

Each family unit which has one or more swimmers enrolled in the Club and which has paid the annual membership fees, shall be entitled to designate one member of the family unit who shall receive notices, attend at and vote at all meetings of the Corporation. In case of resignation or expulsion, a member shall

remain liable for payment of any assessments or other sums levied or which become payable by him to the Corporation prior to the acceptance of the resignation, or date of expulsion as applicable.

8.03 VIOLATION

Any member, who violates any provision of these By-Laws or does any act which, in the reasonable opinion of the Board of Directors is injurious to the corporation or to its reputation or who refuses or neglects to comply with any rule, regulation, resolution, order or direction of the Board of Directors or of a duly authorized committee of the corporation, may be expelled from the corporation by a resolution passed by at least two-thirds of the Board of Directors at a meeting of the Board of Directors at which such matter is considered. No such resolution shall be put before the Board until after the member in question has been notified in writing by registered mail, at the last known address for such member as set out in the books and records of KW Synchro Club, of the allegation against him/her and the time and place of the meeting of the Board of Directors at which such resolution will be tabled and is afforded an opportunity for a hearing before the Board of Directors. Such notice must be given at least twenty-one (21) days prior to the date of the meeting of the Board of Directors at which such resolution shall be put before the Board of Directors.

9.00 MEETINGS OF MEMBERS

9.01 ANNUAL GENERAL MEETING

The annual general meeting of the corporation will take place on or before November 1 in each year at such time and place as the Board of Directors may determine.

9.02 SPECIAL MEETINGS

The Directors may call a special meeting of the corporation to address any issue. The general nature of the issue must be stated in the notice of the meeting. The Directors shall call a special meeting of Members on the written requisition of five (5) members of the corporation.

9.03 NOTICE OF MEETINGS

Notice of a meeting shall:

- (i) be given to all Members who are entitled to notice of the meeting;

- (ii) be given to each member individually by sending notice to the last address as shown on the records of the corporation, fourteen (14) or more days prior to the date of the meeting; and,
- (iii) include the date, time and place of the meeting, and the general nature of the matters to be dealt with.

9.04 BUSINESS TRANSACTED

The business transacted at the annual meeting of the corporation shall include:

- a) adoption of the minutes of the last annual meeting;
- b) report of the unfinished business from any previous meeting of the corporation;
- c) consideration of reports on the activities of the corporation for the year most recently concluded;
- d) report of the Nominating Committee and the election of Directors for the Board of Directors;
- e) By-Law amendments;
- f) the consideration of such other business as may come before the meeting.

9.05 QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of the Members shall consist of fifteen (15) members entitled to vote at such meeting in attendance in person or by proxy.

9.06 RESOLUTIONS AND VOTING

- (i) Every question proposed at a meeting shall be decided by a majority of the votes cast.
- (ii) Unless a poll is demanded by any Member, questions shall be decided by a show of hands.
- (iii) In the case of a tie, the chair of the meeting shall declare the motion lost.
- (iv) Bourinot's Rules of Order shall be observed except where they are in conflict with these By-Laws.

9.07 WAIVER OF NOTICE

A Member may waive notice of a meeting of the corporation and attendance of a Member at a meeting of the corporation shall be a waiver of notice except where

the Member attends for the express purpose of objecting to the transaction of business on the ground that the meeting is not lawfully called.

9.08 ERROR IN NOTICE

No error or omission in giving notice of any meeting of Members shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

9.09 PROXIES

Votes at meetings of the Members may be given either personally or by proxy. At every meeting at which a Member is entitled to vote, every voting Member who is present in person, every person appointed by proxy to represent one or more voting Members and every individual who is present in person and properly authorized to represent a voting Member shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every Member who is entitled to vote at the meeting and who is present in person or represented by an individual properly authorized shall have one vote and every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the Member or the Member's attorney authorized in writing.

A person appointed by proxy must be a voting Member.

10.00 EXECUTION OF DOCUMENTS

10.01 GENERALLY

Subject to any other provisions elsewhere in the By-Laws or the Letters Patent, contracts, agreements, documents or instruments in writing requiring the signature of the corporation shall be signed by any two persons, the President, Secretary or Treasurer, or by such other person as may be specifically designated by the Board of Directors. The corporate seal shall be affixed to all contracts, agreements, conveyances, mortgages or other documents as may be required by law or as authorized by the Board of Directors.

10.02 BOOKS AND RECORDS

The Board shall see that all necessary books and records of KW Synchro Club, as required by law and by the By-Laws are regularly and properly kept.

10.03 TIME AND PLACE AT WHICH BOOKS AND RECORDS MAY BE INSPECTED BY MEMBERS

Any and all books and records of the corporation shall be open for inspection by any Member at the address of the corporation during business hours or at such other times in addition thereto as may be decided by the Board of Directors.

11.00 CONTRACTS

The Board of Directors may by resolution authorize that contracts generally, contracts of a certain type, or specific contracts be entered into on behalf of KW Synchro Club:

- (i) by the person or persons authorized to do so by such resolution; and
- (ii) on the terms stated in the resolution.

RESPONSIBILITY FOR CONTRACTS

The Directors for the time being 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. If any Director shall be employed by or shall perform services for the corporation otherwise than as a Director or person who is employed by or performs services for the corporation, the fact of their being a Director of the corporation shall be not disentitle such Director or such person from receiving proper remuneration for such services.

12.00 BANKING

All monies received by the corporation, promptly following their receipt, shall be deposited to the credit of the financial institution as outlined in Subsection 13.02.

12.01 AUTHORIZED PERSONS

The persons authorized by resolution of the Board of Directors, shall carry out the banking transactions for KW Synchro Club.

12.02 FINANCIAL INSTITUTION

The banking shall be conducted at a Canadian chartered bank, trust company or credit union approved by resolution of the Board.

12.03 AUTHORIZED ACTIVITIES

The persons authorized to complete the banking are authorized to:

- (i) set up and operate accounts or make other banking arrangements as necessary;
- (ii) execute any arrangements with the financial institution to facilitate the banking arrangements;
- (iii) deposit into the account of KW Synchro Club all money and cheques and negotiable instruments payable to KW Synchro Club;
- (iv) issue receipts for property received by KW Synchro Club;
- (v) make and sign cheques on behalf of KW Synchro Club; and
- (vi) conduct other activities authorized by resolution of the Board.

13.00 NOTICES

13.01 SERVICE

Any notice or other document required by the Corporations Act, the Regulations made under the Corporations Act, the Letters Patent, or the By-Laws to be sent to Officers, Members, etc., shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile to the latest address as shown in the records of KW Synchro Club 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 to such notice.

13.02 COMPUTATION OF TIME

Where a given number of days' notice or notice extending over a period is required to be given under the By-Laws, or Letters Patent of KW Synchro Club the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

13.03 PROOF OF SERVICE

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a post office or into a letter box. A certificate of an Officer of KW Synchro Club in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or auditor or publication of any

notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of KW Synchro Club, as the case may be.

14.00 ANNUAL FINANCIAL STATEMENTS

An annual review of the books of the corporation shall be made as soon as possible after the close of the fiscal year.

15.00 FINANCIAL YEAR

The fiscal year of KW Synchro Club shall end on August 31st of each year.

16.00 PERSONNEL

Personnel employed by KW Synchro Club shall meet all qualifications and standards set by the KW Synchro Club and shall carry out their duties in accordance with the By-Laws and the regulations laid down by KW Synchro Club.

17.00 ANNUAL FEES

The Board of Directors of the KW Synchro Club shall determine from time to time fees for its programs.

18.00 By-Laws

18.01 PASSING

A By-Law and an amendment, a repeal, or a re-enactment of a By-Law must be:

- (i) passed by a resolution of the Board; and,
- (ii) confirmed at the annual general meeting or a special meeting of the Members called for the purpose of considering the By-Law.

18.02 WHEN EFFECTIVE

A By-Law and an amendment, a repeal or a re-enactment of a By-Law is effective:

- (i) when passed as in Section 19.01; and
- (ii) until the next annual meeting of the Members if passed by the Board and confirmed by the Members at a general meeting.

18.03 MEMBERS' POWERS

The voting Members at a general meeting or at the annual meeting may confirm, reject, amend or otherwise deal with any By-Law passed by the Directors and submitted to the voting Members for confirmation.

18.04 AMENDMENTS

The Board of Directors may from time to time, amend, repeal or revise the By-Laws of the corporation. All amendments, repeals, or revisions must be approved by a vote of at least two-thirds (2/3) in number of the voting members present at a meeting of the Board of Directors, the notice of which meeting has specified the proposed alteration and be confirmed by the affirmative vote of two-thirds (2/3) of those present and entitled to vote at a meeting of the Members of the corporation of which notice has been given specifying the proposed amendment.

18.05 EDITING

Whenever amendments are made to By-Laws, consequential editorial changes may be made to the By-Laws or regulations where required.

18.06 REPEAL OF PRIOR BY-LAWS

18.06.1 REPEAL

Subject to the provisions of Subsection ~~20~~ 19.06.2 and ~~20~~19.06.3 hereof, all prior By-Laws of the corporation heretofore enacted or made are repealed.

18.06.2 EXCEPTION

The provisions of Subsection 20.06.1 shall not extend to any By-Laws or resolution heretofore enacted for the purpose of providing to the Board of Directors the power or authority to borrow.

18.06.3 PROVISIO

Provided, however, that the repeal of prior By-Laws shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law.

Enacted this 23rd day of June, 2019.

President

Secretary