

ST. JAMES SEALS CONSITUTION



ST. JAMES SEALS SWIM CLUB CONSTITUTION

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PART I – NAME

The name of the Organization is the “St. James Seals (SJS) Swim Club”, a Not for Profit Organization.

PART II – DEFINITIONS

- (a) The words “Constitution” and “By-Laws” when used in the constitution shall refer to the Constitution and by-laws of the “St. James Seals Swim Club Incorporated” of Winnipeg.
- (b) The names “St. James Seals Swim Club,” “Seals,” “SJS,” Swim Club,” “Club” and “Organization” when used in this constitution, By-laws, and Policies shall mean the “St. James Seals Swim Club Incorporated” of Winnipeg.
- (c) “The Board” shall mean the Board of Directors of “St. James Seals Swim Club Incorporated” of Winnipeg.
- (d) Words in the this constitution, By-laws, and Policies shall mean the “St. James Seals Swim Club Incorporated” of Winnipeg that imply that masculine gender shall also include the feminine and words plural shall include the singular and vice versa.
- (e) “Policy” when used in the Constitution and in daily usage refers to a plan of action which is prescribed by the General Membership or Board of Directors and has been ratified by the General Membership or by the Board of Directors.

PART III – JURISDICTION

03.00 The St. James Seals Swim Club shall exist solely for the governance of its members. The club shall regulate and control all matters related to Competitive Amateur Swimming in Accordance with the general territorial divisions and regulates of Swim Manitoba, Swim Canada, and the By-laws and Policies of the St. James Seals Swim Club.

PART IV – AUTHORITY

04.00 The authority of the St. James Seals Swim Club is derived from the Swim Manitoba Constitution and Bylaws. Such authority shall include and not be restricted to the power to:

- 04.01 Draw up its own Constitution and By-laws and make policies affecting its own operations. These shall contain nothing inimical to the Constitution, by-laws, and the Rules and Regulations of Swim Manitoba.
- 04.02 Set, collect and dispose of club membership and registration fees within its jurisdiction.
- 04.03 Sanction and control swimming competitions within its jurisdiction.
- 04.04 Formulate By-laws defining club membership and voting power.
- 04.05 Shall have the authority to terminate membership of the St. James Seals Swim Club according to the By-laws and the Polices.

PART V – ORGANIZATION

05.00 The organization of the St. James Seals can be summarized as follows:

- 05.01 General membership composed of Four (4) classes of members.
- 05.02 Board of Directors.
- 05.03 Employees made up of the coaches and the Team Manager.

PART VI –MISSION STATEMENT

- 06.01 To promote, foster, regulate, and encourage competitive swimming;
- 06.02 To provide opportunities for social and emotional development through participation in amateur sport;
- 06.03 To promote an extensive age group program leading to the development of a strong national-senior training program;
- 06.04 To produce the environment for the physical and mental development of each individual to his or her own level of greatest potential;
- 06.05 To provide an opportunity to learn sportsmanship and make young athletes aware of team co-operation;
- 06.07 To foster good health habits among athletes by furnishing a wholesome and worthwhile physical outlet for recreation;
- 06.08 To provide training and competitive opportunities to the Club athletes;
- 06.09 To protect and promote the mutual interest of all members of the Organization.
- 06.10 To be a member in good standing of Swim/Natation Canada (SNC) and Swim Manitoba, and to at all times comply with the rules and regulations of these Organizations;
- 06.11 To raise funds necessary for the above purposes by way of subscription and through fund-raising activities as necessary.

PART VII – GENERAL MEMBERSHIP

- 07.00 There shall be Four (4) classes of members:
 - 07.01 Active members
 - 07.01.1 Active members are those parents or guardians of all swimmer(s) or a swimmer over the age of eighteen (18) enrolled in the Club.
 - 07.01.02 Voting: Each active member family will have one (1) vote at the General Annual Meeting.
 - 07.01.03 Eligibility:
 - 07.01.03.01 shall complete application form and pay fees and dues following Club Policy on Fees and Dues.
 - 07.01.03.02 shall become active members upon approval of the application for membership.
 - 07.01.4 Responsibilities:
 - 07.01.04.01 shall agree and subscribe to all provisions, conditions and stipulations in the current Constitution, By-laws, and Policies.
 - 07.01.04.01 any willful misstatement, misleading information or the withholding of material information on the application may be cause for rejection or expulsion.
 - 07.02 Associated members
 - 07.02.01 Associate member is the partner of an active member, with the understanding that each active member is entitled to one (1) associated member.
 - 07.02.02 Voting: they are not entitled to voting at the Annual general Meeting.
 - 07.02.03 they are ineligible to hold a position on the Executive Committee.

07.03 Provisional members

07.03.01 A provisional member is an individual who does not have an immediate family member participating in competitive swimming but has provided administrative, financial, volunteer or other support to the Club and whose application is approved by a majority of the Board. The subscription fees will be waived for these members. The Club may have up to three provisional members at any given time but only one may hold a position on the Board.

07.03.02 Voting: Shall not have voting privileges.

07.04 Honorary life members.

07.04.01 Honorary life members are individuals who have been granted such status by three fourths (3/4th) majority vote at the Annual General Meeting.

07.04.02 Qualifications: Members in good standing for at least five (5) years.

07.04.03 Voting: Shall not have voting privileges.

07.04.04 Application: By writing to be included on the Agenda of the Annual General Meeting from an Active Member in good standing. No more than two (2) Honorary Life Members shall be accepted per year.

PART VIII – REGISTRATION

08.01 Under the jurisdiction of Swim Canada and Swim Manitoba, The St. James Seals Swim Club is required to register all eligible members with Swim Manitoba.

08.02 The registration year shall be September 1, to August 31 or as prescribed by Swim Canada.

08.03 All registrations shall expire at the end of the registration year.

08.04 Application for either returning or new registration shall be completed through the Club's website registration portal and shall include:

08.04.01 An approved application form duly completed and signed, and

08.04.02 Payment of the required registration fee.

PART IX – FEES AND DUES

09.01 The Board of Directors shall establish a policy dealing with the schedule of fees and dues and may revise this policy as conditions of the Club.

09.02 The General Membership shall have opportunities to raise funds. Each family unit is obligated to assist in the Club's activities as outlined in Policy.

09.03 Competitive swimmers must be in good standing. The Club is allowed to deny members from entering Swim Meets if their accounts are not in good standing.

PART X – TERMINATION OF MEMBERSHIP

10.01 Voluntary

10.01.01 Membership shall be discontinued when:

10.01.01.01 The Member family indicates withdrawal of Membership in writing to the Board of Directors.

10.01.01.02 The swim year ends August 31 of each year and the member chooses not to reapply.

10.01.02 Any member who voluntarily resigns may apply for reinstatement in the same manner and under the same conditions as a new member.

10.02 Expulsion

10.02.01 Membership in The St. James Seals Swim Club shall be terminated when a member:

10.02.01.01 Fails to pay such fees and dues as determined by the Club.

10.02.01.02 Violates the Constitution, By-laws, and Policies as laid down by the Club.

10.02.01.03 Disobeys or fails to comply with the decisions of the Board of Directors.

10.02.01.04 Misappropriates funds or property of the Club.

10.02.01.05 Discloses confidential matters of the Club.

10.02.01.06 Acts in a manner contrary to the best interests of the Club.

10.02.02 Before a Member is expelled from the club he has the right to provided just reason to the board of Directors in writing as to why he should not be expelled.

10.02.03 Termination of Membership shall be subject to expulsion from the Club upon a four fifths (4/5th) majority vote among voting members at a General Meeting or a Board of Directors meeting.

PART XI– BOARD OF DIRECTORS

11.01 The responsibilities of The St. James Seals Swim Club is vested in a Board of Directors who, with the exception of the Head Coach and the Team Manager, shall be elected at the Annual General Meeting by the general membership to their offices for a two year plus training period term.

11.02 The Board of Directors (with the exception of Head Coach and the Team Manager) outgoing is responsible from training and assisting in the incoming Board of Directors for a period from date of election up to and including the first (1st) meeting in September.

11.03 The board of Directors shall consist of the following:

11.02.01 Immediate Past President

11.02.02 President

11.02.01 Vice-President

11.02.03 Secretary

11.02.04 Treasurer

11.02.05 Pups Liaison

11.02.06 Fundraising

11.02.07 Officials

11.02.08 Social

11.02.09 Sponsorship & Advertising

11.02.10 Hospitality

11.02.11 Volunteer

11.02.12 Head Coach

11.02.13 Team Manager

11.04 A member who assumes the duties of more than one (1) Directorship shall have only one (1) Vote.

11.05 The Board shall meet a minimum of eight (8) times per year.

PART XII – DURATION OF OFFICE

12.01 Only Active members shall be eligible to hold elected office except at the discretion of the Board.

12.02 Board of Directors position is a two-year period.

12.02.01 The following Board of Director positions shall stand for election every odd calendar year:

- 12.02.01.01 President,
- 12.02.01.02 Treasurer,
- 12.02.01.03 Pups Liaison,
- 12.02.01.04 Meet Manager,
- 12.02.01.05 Social, and
- 12.02.01.06 Volunteer.

12.02.02 The following Board of Director positions shall stand for election every even calendar year:

- 12.02.02.01 Vice President,
- 12.02.02.02 Secretary,
- 12.02.02.03 Fundraising,
- 12.02.02.04 Officials,
- 12.02.02.05 Sponsorship & Advertising,
- 12.02.02.06 Hospitality, and
- 12.02.02.07 Member at Large

12.03 In the event of a vacancy in the Board the position shall be filled for the remaining portion of that term by one (1) of the following ways which shall be determined by the Board at the time of vacancy occurrence:

- 12.03.01 Special General Meeting by vote through election process,
- 12.03.02 By Vote through election process at Board of Directors meeting, or
- 12.03.03 By appointment through Executive Board Committee

PART XIII – REMOVAL FROM OFFICE

13.01 The Board of Directors may declare a position vacant in a Director fails to perform the duties allotted to him without reasonable cause.

13.02 A Director may be removed for cause before the expiration of his term:

- 13.02.01 By resolution of the board or by a signed request from forty percent (40%) of voting members for a special General Meeting called for that purpose in accordance with the By-Laws.
- 13.02.02 Any member of the Board of Directors may be removed from office by a two-thirds (2/3rd) majority of the votes casted by members who are eligible to vote and who are in good standing.

13.03 All vacancies on the Board arising from death, resignation, ineligibility to serve, or removal as provided, may be filled by the Board following procedures in the By-Laws.

PART XIV – DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall:

- 14.01 Follow mission statement of the club.
- 14.02 Be responsible for the interests of the St. James Seals Swim Club.
- 14.03 Establish an Executive Board Committee.
- 14.04 Approve of the policy set out by the Executive Board Committee and performed the duties of each of their respective position as are laid down in the By-Laws of the St. James Seals Swim Club.
- 14.05 Exercises financial control over the affairs of the St. James Seals Swim Club:
 - 14.05.01 By approving in principle of the annual budget for the upcoming swimming year.
 - 14.05.02 It shall recommend to the membership such assessments and levies on members as it may be require from time to time.
 - 14.05.03 It shall present the approved in principle annual budget for approval and adoption at the Annual General Meeting.
 - 14.05.04 It shall review unbudgeted expenditures and new initiatives.
 - 14.05.05 It shall give direction to the Head Coach in personnel if fluctuations in registration numbers or finances are such that changes must be made in coaching staff for the better interests of the swimmers of the Club.
- 14.06 File Annual Returns of Incorporation to Companies Branch, Government of Manitoba.
- 14.07 Find members to fill vacant positions on the Board of Directors. This may be accomplished in one (1) of the following ways as determined by the Board:
 - 14.07.01 By vote through the election process at a Special General Meeting called for this purpose.
 - 14.07.02 By vote through the election process at a Board of Directors Meeting whereupon it has been identified as an item of business on the Agenda.
 - 14.07.03 By appointment at a Board of Directors Meeting.
- 14.08 Establish committees as required in order to study special problems and offer recommendations for solutions to these problems. The Board of Directors may intervene in the affairs of a committee if such a body is contravening the Constitution, By-Laws, or policy of the Club.
- 14.09 Form a Constitution committee in order to review the Constitution as outlined in the By-laws of the Club.
- 14.10 Act upon applications for membership or the dissolution, expulsion or disciplinary action of a member according to the By-Laws of the Club.
- 14.11 Receive and act upon complaints registered by members of the Club.
- 14.12 Employ and fix the compensation and prescribe the duties of employees.
- 14.13 Have the authority to appoint or discharge the Head Coach and Team Manager.
 - 14.13.01 Delegate the authority to appoint or discharge the assistant coaches to the Head Coach
- 14.14 Ratify the actions of the Board of Directors.
- 14.15 Call a minimum of eight (8) meetings to carry on the business of the Club.
- 14.16 Ensure annual review (“audit”) of financial records by impartial body with three (3) months after year end.
- 14.17 Be responsible for maintain and updating the Club Policies.

PART XV– COMMITTEES

15.01 All committees are set by the Board of Directors or by the General Membership at an Annual General Meeting.

15.02 Committees:

15.02.01 Consist of at least one (1) Director who is responsible for reporting activities.

15.02.02 May include members from General Membership.

15.02.03 Is chaired by any member of the Committee and is chosen by the Committee.

15.03 Executive Committee:

15.03.01 Consist of:

15.03.01.01 President,

15.03.01.02 Vice President,

15.03.01.04 Past President,

15.03.01.05 Secretary,

15.03.01.06 Treasurer,

15.03.01.07 Team Manager, and

15.03.01.08 Head coach.

15.03.02 The Executive Board Committee shall:

15.03.02.01 Take the initiative in preparing policies and actions for consideration and possible action by the board of directors. This committee is also responsible for the implementation of all resolutions passed at the Annual General Meeting of the swim club and for the management of the affairs of the club between Annual General Meetings.

15.03.02.02 Develop annual budget in conjunction with the Treasurer before the beginning of the new swimming year.

15.03.02.03 It shall prepare recommendations for club membership and registration fees for approval and adoption at the Annual General Meeting.

15.03.02.04 It shall review unbudgeted expenditures and new initiatives.

15.03.02.05 Meetings of the Executive Board Committee are called by the President who is also responsible for the preparation of the agenda. The executive committee shall also meet at the request of at least three (3) of its members.

15.04 Nominating committee:

15.04.01 Consist of:

15.04.01.01 Past President who will chair this committee.

15.04.02.02 Members of General Membership and/or Directors.

15.04.02 Duties:

15.04.01.01 Shall prepare and submit, to the Team Manager, for circulation with the notice of motion of the Annual General Meeting, a slate of candidates for election to the Board Members as provided in the By-Laws no later than two (2) weeks prior to the Annual General Meeting.

15.04.02.02 May be consulted by the Board if a vacancy arising from death, registration, ineligibility to serve, or removal from office occurs during a term of office.

PART XVI – LIABILITIES OF DIRECTORS AND STAFF

- 16.01 The organization shall hold harmless and protect its Directors and Coaches from any legal liability arising from action done in the course of their duties with the Club as defined by the legal act of Incorporation.
- 16.02 This protection shall not apply in the event of gross negligence or willful misconduct or where an alternative recourse is available whether or not it is exercised.

PART XVII – MEETINGS

- 17.01 Robert's Rules of Order shall be used as a guide at meetings.
- 17.02 Board of Director's Meeting
- 17.02.01 Executive Committee Meetings: The Executive Board Committee will meet a minimum of eight (8) times per calendar year at the discretion of the President, at such time and place as decided by the President.
 - 17.02.02 Regular Meetings: The Board of Directors will meet a minimum of six (6) times per calendar year at the discretion of the President, at such time and place as decided by the Board of Directors.
 - 17.02.03 Special Meetings: A special Meeting of the Directors shall be convened if so requested by a minimum of one (1) Executive Board Committee, and three (3) Board of Directors.
 - 17.02.04 All members (as defined in general membership) may attend Board of Directors Meetings but have no voting privileges and have speaking rights at the discretion of the President or Chair.
- 17.03 General Meetings
- 17.03.01 Annual General Meeting
- 17.02.01.01 Held no later than June 30 of each year at a time and place to be determined by the Board of Directors. Each member of the board of Directors shall provide a report for presentation to the general membership.
 - 17.02.01.02 Notice of Annual General Meeting shall be in writing and be distributed by the Team Manager to all voting members a minimum of fourteen (14) days prior to the meeting.
 - 17.02.01.03 The order of business of the Annual General Meeting shall be:
 1. Call to Order by the President or Chairperson
 2. Credentials
 3. Minutes of the previous Annual General Meeting
 4. Unfinished business from the previous Annual General Meeting
 5. Business arising from the minutes
 6. Communications
 7. Reports from the members of the Board of Directors, standing committees, and special committees
 8. Introduction of notices of Motion
 9. Ratification of the Action of the board
 10. Correspondence
 11. New Business

- 12. Election of inspectors of Election
- 13. Nomination and election of Board of Directors'
- 14. Changing of the board
- 15. Adjournment
- 17.02.01.04 Notice of motion for consideration at the Annual General Meeting shall be in writing and must be received by the Secretary of the St. James Seals in order that publication and distribution can be achieved in accordance with the By-Laws.
- 17.02.01.05 Notice of Election of Board of Directors shall be distributed by the Team Manager fourteen (14) days prior to the meeting.
- 17.02.01.06 Additional nominations may be made from the floor with a mover and seconder.
- 17.02.01.07 Persons nominated from the Board may address the members; a time limit of five (5) minutes will be enforced.
- 17.02.01.08 If voting by ballot is requested then three (3) Inspectors of Election shall be elected by the voting members. It shall be their duty to certify the results of the election.
- 17.04 Special General Meeting
 - 17.04.01 May be called at any time by the President or by a fifty percent (50%) majority of the Board of Directors or by forty percent (40%) majority of the voting membership in accordance with the By-Laws.
 - 17.04.02 Notice of Special General Meeting and the agenda must be distributed by the Team Manager of the St. James Seals Swim Club to all voting members a minimum of twenty four (24) hours prior to the meeting.
 - 17.04.03 Only such business as specified in the notice of Special General Meeting may be transacted at these meetings.

PART XVIII – QUORUM

- 18.01 At the Annual General Meeting Ten percent (10%) of the current membership shall constitute as quorum be dully registered with the Secretary to constitute a quorum.
- 18.02 Special General Meeting a minimum of twenty-five percent (25%) of eligible voting members shall be dully registered with the Secretary to constitute a quorum.
- 18.03 At the Regular and Special Board of Directors meetings a minimum of fifty-one percent (50%) of filled Board of Directors positions constitutes as quorum.

PART XIX – VOTING

- 19.01 General Rules for Meetings:
 - 19.01.01 Vote may be an alternate member. An authorized letter, signed by the voting member stating who the eligible voting delegate is must be forwarded to the Secretary two (2) working days prior to the scheduled meeting date and must registered prior to the meeting being called to order.
 - 19.01.02 Voting may be by proxy. The voting member who cannot attend must inform the secretary prior to the meeting of their intention to vote by proxy. A maximum of one (1) proxy vote per attending member delegate (or alternate) will be allowed.

- 19.01.03 The voting delegate of proxy vote or alternate delegate must be present at the meeting to vote.
- 19.01.04 A simple majority of voting delegates and proxy votes shall decide except as otherwise noted.
- 19.01.05 Voting shall be a show of hands for routine business and elections. Voting shall be done by ballot if requested by one (1) or more delegates.
- 19.01.06 In case of a tie, the President shall cast the deciding vote at any meeting.
- 19.02 Board of Directors and Committee Meetings:
- 19.02.01 All Directors and the Head Coach carry one (1) vote.
- 19.02.01.01 The only instance when the Head Coach will not have a vote is during discussions of their remuneration.
- 19.02.02 The Team Manager will not have the ability to vote
- 19.02.03 In the overlapping training period, the outgoing and the newly elected Board members each have one (1) vote.
- 19.02.03 Members at Large do not have voting privileges.
- 19.03 General Meetings:
- 19.02.01 All Active members, associated members and Head Coach have voting privileges.

PART XX – RIGHTS OF APPEAL

- 20.01 Any appeal of a decision made by the Board or a Committee shall be made in writing to the Secretary of the St. James Seals Swim Club. An Appeal Committee shall be formed and will be directed by the Board to review the case and recommend action. This appeal can be carried through to either Swim Manitoba or Swim Canada for adjudication through similar process if the resolution by the Board is not acceptable to the complainant.

PART XXI – POLICIES

- 21.01 Policy is the course of action adopted in order to facilitate day to day operations of the Swim Club.
- 21.02 by a simple majority of Directors at Board of Directors meetings.
- 21.03 Policy changes do not need ratified Constitution change.
- 21.04 Policy change either through amendment, addition, or deletion must be made known to General Membership via the website or to each member from the Team Manager.

PART XXII – REVIEW OF THE CONSTITUTION

- 22.01 The constitution of the St. James Seals Swim Club must be comprehensively reviewed every six (6) years by a Committee set by the Board of Directors.

PART XXIII - AMENDMENTS TO THE CONSTITUTION

- 23.01 The By-Laws shall not be amended or rescinded except at the Annual General Meeting or at the Special General Meeting.
- 23.02 Two (2) weeks written notice of motion must be provided to all members. The exact nature of the change of INTENT must be specified.
- 23.03 A simple majority cast by registered accredited delegates is necessary for the enactment of any amendment of the Constitution.

23.04 All amendments to the Constitution will come into effect the day after the Annual General Meeting.

PART XXIV – CONFLICT OF INTEREST

24.01 An individual/group shall disqualify themselves from discussion or decisions and voting on matters that would put themselves in conflict of interest for the following situations:

24.01.01 Individual gain.

24.01.02 Potential Family gain.

24.01.03 Potential gain for an affiliated group.

PART XXV – INTERPRETATION

25.01 In the event of any difficulty arising out interpretation of the Constitution or By-Laws, a majority of voting members shall have the power to finally interpret the said Constitution and By-Laws and such interpretation shall govern the Club.

25.02 In the event of a conflict of between the Constitution and Policies, the Constitution shall prevail over the Policy.

25.03 Whenever the meaning of a particular section is not clear, effect should be given to the intent of the words.

25.04 Recourse may be had to any preparatory reports if the drafting of the Constitution or By-Laws of the Club.

25.05 Where the Constitution or By-Laws of the Club are silent, reference shall be made to Robert Rules of Order.

PART XXVI – DURATION AND DISSOLUTION

26.01 Duration: The duration of the Club shall be perpetual or until it is dissolved as provided for in the Constitution.

26.02 Dissolution:

26.01.01 The Club may only be dissolved at a General Meeting.

26.02.02 The Club may be dissolved only by unanimous vote of eligible voting members. Such a vote will be conducted by the Board of Directors of the St. James Seals Swim Club in accordance with the procedures set out in the By-Laws.

26.02.03 Inventory liquidation occurs as follows:

26.02.03.01 Inventory would be sold with first (1st) right of refusal to members.

26.02.03.02 Inventory would be sold to highest bid by public auction, private sale or otherwise.

26.02.03.03 The distribution of profits generated would be determined by voting procedures in accordance with PART XVIII.