

London Regional Artistic Swimming Club Bylaws

Not-for-profit corporations must make sure their By-laws comply with Ontario. It will automatically apply to a new corporation incorporated under *Ontario Not-for-Profit Corporations Act (ONCA)*.

Introduction

This is a By-law that has been passed to comply with section 18 of the Ontario not-for-profit *Corporations Act, 2010* and regulations made under it (the "Act"). This By-law may be replaced at any time by following the appropriate procedures under the Act.

This By-law provides rules and procedures to be followed by the corporation in its day-to-day governance and is intended to apply to the most common corporate events. Relevant provisions of the Act have been incorporated where applicable. However, this By-law is not in itself a complete codification of the provisions of the Act and other laws applicable to the corporation. Many applicable provisions of the Act and the law have not been duplicated in this By-law and reference to both should be made to ensure that all relevant legal requirements have been complied with.

In all cases you should obtain advice from a qualified person on both the appropriate matters to be contained in a By-law and its interpretation. These By-Laws fully supersede and replace all previous By-laws, amendments, and related provisions. All prior versions are repealed and hereby rendered null and void, effective immediately upon the adoption of this document.

Section 1 - General

1.1 Definitions

In this By-law, unless the context otherwise requires:

1. "Act" means the [*Not-for-Profit Corporations Act, 2010*](#) (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the Board of Directors of the London Regional Artistic Swimming Club;
3. "Club" – London Regional Artistic Swimming Club
4. "By-laws" means this by-law (including the schedules to this by-law) and all other by- laws of the London Regional Artistic Swimming Club as amended and which are, from time to time, in force;
5. "Chair" means the chair of the Board;
6. "Corporation" means the London Regional Artistic Swimming Club that has passed these By laws under the *Act* or that is deemed to have passed these by-laws under the Act;
7. "Director" means an individual occupying the position of director of the London Regional Artistic

Swimming Club by whatever name he or she is called;

8. "Member" means a member of the London Regional Artistic Swimming Club registered in the Competitive or Regional League program;

9. "Members" means the collective membership of the London Regional Artistic Swimming Club; and

10. "Officer" means an officer of the London Regional Artistic Swimming Club.

1.2 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this 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 *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

1.4 Seal

The seal of the London Regional Artistic Swimming Club, if any, shall be in the form determined by the Board.

1.5 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the London Regional Artistic Swimming Club may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 2 - Directors

2.1 Election and Term

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

The length of term for offices are as follows. The Board has the jurisdiction to extend positions based on requirements of the Board.

President- Chair: two year term

Vice President - two year term

Treasurer - two year term (Member or non-member)

Secretary - one or two year term (Member or non-member)

Past President - one or two year term. If the Past-President does not elect to remain on the Board the position could be filled by a Member-at-Large.)

The Board may have two non-members maximum.

2.2 Vacancies

The office of a Director shall be vacated immediately:

- A. if the Director resigns office by written notice to the corporation, which resignation shall be effective at the time it is received by the corporation or at the time specified in the notice, whichever is later
- B. if the Director dies or becomes bankrupt;
- C. if the Director is found to be incapable of managing property by a court or under Ontario law or
- D. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.3 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor: A. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;

- B. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- C. A quorum of Director may fill a vacancy among the Directors

2.4 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and

2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.5 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the London Regional Artistic Swimming Club in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the London Regional Artistic Swimming Club is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 3 - Board Meetings (or Meeting of Directors)

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this by-law.

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the London Regional Artistic Swimming Club not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its

first meeting immediately following the annual meeting of the London Regional Artistic Swimming Club.

3.4 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of themselves to act as the Chair.

3.5 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.6 Participation by Telephone or Electronic Means

If all the Directors participating consent, a meeting of Directors may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the London Regional Artistic Swimming Club shall be placed for safekeeping.

4.2 Financial Year

The financial year of the London Regional Artistic Swimming Club ends on June 30 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.1 Appointment

The Board shall appoint from among the Directors a Chair and may appoint any other person to be President, Treasurer and Secretary at its first meeting following the annual meeting of the London Regional Artistic Swimming Club. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- A. the Officer's successor being appointed,
- B. the Officer's resignation, or
- C. such Officer's death.

5.3 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.4 Duties of the Chair

The Chair shall perform the duties described in sections 3.4 and 9.5 and such other duties as may be required by law or as the Board may determine from time to time.

5.5 Duties of the President

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.6 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.7 Duties of the Secretary

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.8 Duties of Vice-President

The Vice-President shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.1 Protection of Directors and Officers

No Director, Officer or committee member of the London Regional Artistic Swimming Club is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the London Regional Artistic Swimming Club or for joining in any receipt or for any loss, damage or expense happening to the London Regional Artistic Swimming Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the London Regional

Artistic Swimming Club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the London Regional Artistic Swimming Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or London Regional Artistic Swimming Club with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- A. complied with the *Act* and the London Regional Artistic Swimming Club's articles and By-laws;
and
- B. exercised their powers and discharged their duties in accordance with the *Act*.

Section 7 - Conflict of Interest

7.1 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 - Members

8.1 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other individuals interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board.

8.2 Membership

A membership in the London Regional Artistic Swimming Club is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

8.3 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership.

The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

The business transacted at the annual meeting shall include:

- A. receipt of the agenda;
- B. receipt of the minutes of the previous annual and subsequent special meetings;
- C. consideration of the financial statements;
- D. report of the auditor or person who has been appointed to conduct a review engagement; E. reappoint or new appointment of the auditor or a person to conduct a review engagements for the coming year;
- F. election of Directors; and
- G. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the London Regional Artistic Swimming Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.3 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and

to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.4 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.5 Chair of the Meeting

The Chair shall be the President; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of themselves to chair the meeting.

9.6 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the I or the By-law provided that:

1. each Member shall be entitled to one vote at any meeting;;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and 6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.7 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to

time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.8 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the London Regional Artistic Swimming Club (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.1 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the London Regional Artistic Swimming Club and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; 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 thereto.

10.2 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11-Adoption and Amendment of By-laws

11.1 Amendments to By-laws

This By-law may be amended by a majority vote of the Board and the Members.

Enacted October 16, 2024, except where Corporation is deemed to have passed this by-law under

Section 18(1) of the Act.}

President Secretary

Schedule A - Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the London Regional Artistic Swimming Club. The President ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

- Provide leadership to the Club, facilitating significant decisions regarding the long term mission, vision and goals of the Club members
- Oversee the day to day activities of all volunteer executive and contracted staff ●
- Assist in the hiring of Head Coach
- Chair/facilitate executive meetings
- Keep incorporation information up to date (annually)
- Executes Ontario Artistic Swimming (OAS) initiatives:
 - Attend meetings as necessary- typically September (AGM)
 - Assist in acquiring insurance certificates for each facility (at request of each facility)
 - Bid on hosting sanctioned meets sponsored by OAS
 - Assure Registrar is prepared to follow registration procedures
 - Support sanction submissions for all Club activities including but not limited to training schedules, fundraisers, social activities
 - Participate in Ontario Artistic Swimming sponsored events
- Support cCreation of schedules with the Head Coach/Assistant Head Coach/President (Plan bring a friend to synchro events and Try synchro events
- Liaise with Treasurer to set members fees
- Support funding/grant opportunities
- Connect with local sports councils, Tourism London
- Has joint signing authority with Treasurer

Agendas: Establish agendas aligned with annual Board goals and preside over Board meetings if also

holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared.

Direction: Serve as the Board's central point of communication with the senior management, if any, of the London Regional Artistic Swimming Club; provide guidance to Head Coach, regarding the Board's expectations and concerns.

Performance Appraisal: Collaborate with Human Resources in monitoring and evaluating the performance of coaching staff, if any, through an annual process.

Work Plan: Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation: Serve as the Board's primary contact with the public.

Reporting: Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct: Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Succession Planning: Support succession planning occurs for senior management, if any, and Board.

Schedule B - Position Description of the Treasurer

Role Statement

If appointed, the Treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

- Recommend annual budget for swim season to executive
- Collaborate to establish fees for each program
- Collaborate to determine additional costs for parent members as necessary, i.e. additional routines, additional coaching costs, travel
- Communicate with members who may have questions regarding fees
- Establish and maintain accurate financial records for the Club
- Set-up and manage bank accounts, investments and other banking activities
- Has joint signing authority with President
- Receive, deposit and reconcile member fees, contacting those that are inaccurate, late or missing. Help determine if member should be put in collections if account is not in good standing

- Pay Club expenses as invoiced
- Bring financial reports to the executive meetings including overdue accounts, unusual expenses, account balances
- Submit year-end financials to necessary authorities

Custody of Funds: The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct: Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship: Serve as a mentor to other Directors.

Financial Statement: Present to the Members at the Annual General Meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C - Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

- Keep accurate documentation of club activities/decisions/actions during board meetings (electronic minutes)
- Provide Agenda and review action items during meetings
- Update electronic minutes and circulate to executive following each meeting

Board Conduct: Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary

responsibilities.

Document Management: Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the London Regional Artistic Swimming Club, the Board and Board committees.. Holds custody of all minute books, documents, registers and the seal of the London Regional Artistic Swimming Club and ensures that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings: Give such notice as required by the By-Laws of all meetings of the London Regional Artistic Swimming Club, the Board and Board committees. Attend all meetings of the London Regional Artistic Swimming Club, the Board and Board committees.

Schedule D - Position Description of the Vice-President

Role Statement

The Vice-President supports the President as necessary. This includes making strategic decisions for the Club.

Responsibilities:

Initiate and oversee Recreation program including:

- Assist in the hiring of Assistant Head Coach
- Look for satellite programs, camps at other community pools, YMCAs
- Support creation of schedules with the Head Coach/Assistant Head Coach/President (Plan bring a friend to synchro events and Try synchro events
- Look for opportunities to expand artistic swimming in the community- YMCA, summer programs and camps
 - Provide content to update website and Facebook, Instagram and other social media necessary