

BY-LAW NO. 2

**A by-law relating to the transaction
of the business and affairs of**

The Sault Ste. Marie Aquatic Club

(hereinafter the “Club”)

ARTICLE ONE

INTERPRETATION

1.01 Definitions - In this by-law and all other by-laws and special resolutions of the Club, unless the context otherwise requires:

“Act” means the Corporations Act of Ontario, and any Act that may be substituted therefore, as from time to time amended;

“Executive Committee” means the Board of Directors of the Club as defined in the Act;

“By-laws” means this by-law and all other by-laws of the Club from time to time in force and effect;

“Club” means the Club incorporated as a Club without share capital under the Act by Letters Patent dated the 11th day of October 1978 A.D.

and named: **SAULT STE. MARIE AQUATIC CLUB**

“Letters Patent” means the letters patent incorporating the Club as from time to time amended by supplementary letters patent;

“meeting of the members” includes an annual meeting of members and a special meeting of members;

“member” means such individuals, as qualified for membership pursuant to Article 7 hereof;

words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and words importing persons include individuals.

ARTICLE TWO

MISSION STATEMENT AND GOALS

- 2.01 To promote, foster, teach and perpetuate good sportsmanship and the art and sport of swimming in the community of Sault Ste. Marie.
- 2.02 To encourage training for competition, self-development, leadership, sportsmanship and recreation in the field of amateur swimming in Sault Ste. Marie.
- 2.03 To make amateur swimming and other amateur aquatic sports available to all members of the community of Sault Ste. Marie, whether their interest or ambition is to participate
 - i. in aquatic sports for fun, self-competition or in competition with others; or,
 - ii. in the teaching, organization, promotion, development and advancement of aquatic sports in Sault Ste. Marie.
- 2.04 To promote swimming and other aquatic sports as a means of healthy exercise and to improve the physical fitness, health and wellbeing of the members of the community of Sault Ste. Marie.
- 2.05 To develop and enlarge the aquatic recreational activities available to the members of the community of Sault Ste. Marie.
- 2.06 To solicit, accept and receive by way of personal gifts, donations, grants subscriptions, bequests, legacies and devise or otherwise any money or property of value for the purpose of achieving the objects of the Club.

ARTICLE THREE

BUSINESS OF THE CLUB

- 3.01 Head Office – Until changed in accordance with the Act, the head office of the Club shall be in the City of Sault Ste. Marie, District of Algoma, Province of Ontario.
- 3.02 Corporate Seal – Until changed in accordance with the Act, the corporate seal of the Club shall be in the form impressed hereon.
- 3.03 Financial Year – Until otherwise ordered by the Executive Committee, the financial year of the Club shall end on the 31st day of August in each year.
- 3.04 Execution of instruments – Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Club by the Treasurer or another officer duly appointed by the Executive Committee in their absence plus any one signature of the President or Vice-President or another officer duly appointed by the Executive Committee in their absence. In addition, the Executive Committee may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Club may affix the corporate seal thereto.

- 3.05 Banking arrangements – The banking business of the Club shall be transacted with such banks, trust companies or other firms or Clubs as may from time to time be designated by or under the authority of the Executive Committee. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Executive Committee may from time to time prescribe or authorize
- 3.06 Not for Profit – The Club shall function solely as a non-political, non-partisan, non-sectarian amateur athletic organization for not-for-profit purposes.
- 3.07 Annual Audit – The members must annually appoint an Auditor to audit the accounts of the Club as required by the Act. When the Auditor is appointed the said Auditor is to hold office until the next annual general meeting, provided that the members of the Executive Committee may fill any vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Executive Committee.
- 3.08 Records – The records of the Club, except records of the Liaison Committee and executive committee records held in closed session, may be inspected by any member of the Club at the annual general meeting or any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Executive Committee has access to all records.

ARTICLE FOUR

MEMBERS OF THE CLUB

- 4.01 Members – The members shall be:

- a) Parents and guardians of swimmers;
- b) Eighteen (18) years of age or older and “In good standing”.

Other individuals interested in swimming as defined in the Mission Statement and Goals of the Club may be non-voting members of the Club.

Each member shall promptly be informed by the Secretary of his/her admission as a member.

- 4.02 Terms of Membership – The interest of a member in the Club is not transferable and lapses and ceases to exist upon his/her death or when he/she ceases to be a member by resignation or otherwise in accordance with the by-laws of the Club.
- 4.03 Resignation – Members may resign by resignation in writing, which shall be effective upon any date or time on or after the execution of the instrument of resignation. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him/her to the Club prior to acceptance of his/her resignation.
- 4.04 Removal – The Executive Committee may pass a resolution authorizing the removal of such member from the register of members of the Club. The Executive Committee shall then call a special meeting of the members for that purpose, and the members may, by resolution passed by at least 2/3 of the votes cast thereon at a special meeting of members, remove any member from the register of members of the Club.

- 4.05 Classes of Membership – The Executive Committee of the Club shall have the authority to establish the fees for membership and to determine policy and procedure related to same.

ARTICLE FIVE

MANAGEMENT OF THE CLUB – THE EXECUTIVE COMMITTEE

- 5.01 Powers of Executive Committee Members – The members of the Executive Committee of the Club may administer the affairs of the Club in all things and make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Club is by its charter or otherwise authorized to exercise and do. The Executive Committee shall have full control and management of the business affairs of the Club in accordance with the Letters Patent and by-laws of the Club, subject only to direction given by the Club from time to time at meetings held according to the By-Laws. Every member of the Executive Committee shall exercise the powers and discharge the duties of their office honestly and in good faith.
- 5.02 Number of directors and quorum – The affairs of the Club shall be managed by its Executive Committee. Until changed in accordance with the bylaws, the number of executive committee members shall be nine (9) of whom a majority shall constitute a quorum for the transaction of business. In the event of vacancies in the executive positions a quorum shall be not less than 4.
- 5.03 Composition of Executive Committee – From time to time, the Executive Committee shall consist of the following officers:
1. President
 2. Vice-President
 3. Past-President
 4. Secretary
 5. Treasurer
 6. Registrar
 7. Fundraising Committee Chair
 8. Meet Managing Committee Chair
 9. One club member at large
- 5.04 Qualification – In order to qualify as a member of the Executive Committee, a person:
- a) must be eighteen or more years of age;
 - b) must be a member in good standing for the two (2) years immediately preceding their nomination and election; and preferably will have served on one or more club committees;
 - c) shall, at the time of his/her election and throughout his/her term of office, be a member in good standing of the Club.
- 5.05 Election and Term
- a) Members of the Executive Committee shall be elected from among the members of the Club by way of nomination and election by a simple majority at the annual general meeting.
 - b) Members of the Executive Committee shall be elected for a one (1) year term, except as provided for in Article 5.06 k.
 - c) Each officer elected by the membership shall hold office until his/her successor is elected, and the term shall expire immediately if and when he/she shall cease to be a member in good standing.

- d) The officers shall serve as such without remuneration.

5.06 Duties of Officers.

- a) President – The President shall have the general management and direction, subject to the authority of the Executive Committee, of the business and affairs of the Club. The President shall be the Chairperson of all meetings of the Executive Committee and be the Club's representative on other organizations as may be deemed appropriate by the executive committee.
- b) Vice-President – During the absence or disability of the President, his/her duties shall be performed and his/her powers exercised by the Vice-President. The Vice-President shall assist the President as required and when requested.
- c) Secretary – The Secretary shall attend and be the Secretary of all meetings of members and the Executive Committee and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings thereat. He/she shall give, or cause to be given, as and when instructed, all notices to the members and members of the Executive Committee. He/she shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Club and all books, papers, records, documents and other instruments belonging to the Club except when some other officer or agent has been appointed for that purpose and to perform such other duties as ordinarily pertain to the office of Secretary.
- d) Treasurer – The Treasurer shall cause to keep full and accurate books of the account in which shall be recorded all receipts and disbursements of the Club and, under the direction of the Executive Committee, shall control the deposit of money, the safe keeping of securities and the disbursement of the funds of the Club. He/she shall render to the Executive Committee whenever required a report and account of all his/her transactions as Treasurer and of the financial position of the Club, and at each regular Executive Committee meeting. The Treasurer shall also prepare for submission to the annual general meeting a duly audited statement of activities of the financial position of the Club and submit a copy of same to the Secretary for the records of the Club.
- e) The Registrar – The Registrar shall be responsible for the proper registration of all members and for the introduction of new members to the Club. The Registrar shall also be responsible for the collection of all annual dues and shall see to the registration of amateur cards by all swimmers and proper processing to the Swimming/Natation Canada.
- f) Other Officers – The duties of all other officers of the Club shall be such as the terms of their engagement call for or as the Executive Committee may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the Executive Committee otherwise directs.
- g) Variation of Duties – From time to time the Executive Committee, may vary, add to or limit the powers and duties of any officer.
- h) Agents and Attorneys – The Executive Committee shall have power from time to time to appoint agents or attorneys for the Club with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.

- i) Fidelity bonds – The Executive Committee may require such officers, employees and agents of the Club as the Executive Committee deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Executive Committee may from time to time prescribe.
 - j) Records – The Officers shall keep a permanent record of their work and shall turn the records over to their successors at the expiry of their term of office.
 - k) Election of Officers – At each annual general meeting, the officers of the Executive Committee shall be nominated and elected by a simple majority of the membership by way of a secret ballot for a one (1) year term. No member of the Executive Committee shall be eligible to serve in the same office for more than two (2) consecutive terms.
- 5.07 Removal of Directors – The members may, by resolution passed by at least two-thirds of the votes cast thereon at a special meeting of members called for that purpose, remove any member of the Executive Committee before the expiration of his/her term of office and may, by majority vote at that meeting, elect any person in his/her stead for the remainder of the term. Any member of the Executive Committee may be removed as set out herein whenever in the judgement of its members, the best interest of the Club would be thereby served with such removal however, such removal shall be without prejudice to the contract rights if any, of the member of the Executive Committee so removed.
- 5.08 Vacation of Office – The position of an Executive Committee Member shall be vacated upon the occurrence of any of the following events:
- a) if a Receiving Order is made against him/her or if he/she makes an assignment under the Bankruptcy Act;
 - b) if an order is made declaring him/her to be a mentally incompetent person or incapable of managing his/her affairs;
 - c) if he/she ceases to be qualified as provided in Article 5.04;
 - d) if he/she shall be removed from office by resolution of the members as provided in Article 5.07; or
 - e) if by notice in writing to the Club he/she resigns his/her position/office and such resignation, if not effective immediately, becomes effective in accordance with its terms.
- 5.09 Vacancies – Vacancies on the Executive Committee shall be filled by the remaining members of the Executive Committee unless the remaining period of the terms exceeds three (3) months in which case the vacancies on the Executive Committee for the remainder of its term of office shall be filled by the members at a special meeting of the members called for that purpose in order to nominate and elect a member to fill the vacancy on the Executive Committee.
- 5.10 Calling of Meetings – Meetings of the Executive Committee shall be held from time to time at the call of the President and in his/her absence the Vice-President. Notice of the time and place of every meeting so called shall be given to each Executive Committee member not less than 48 hours, before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the members of the Executive Committee are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.
- 5.11 First meeting of new Executive Committee – Provided a quorum of members of the Executive Committee are present, each newly elected Executive Committee may without notice hold its first meeting immediately following the annual general meeting at which such Executive Committee is elected.

- 5.12 Regular Executive Committee Meeting – Regular committee meetings will be held monthly, the schedule to be determined by the new Executive after the Annual Meeting each year.
- 5.13 Place of Meeting – Meetings of the Executive Committee shall be held at the head office of the Club or elsewhere in Ontario or, if the Executive Committee so determines or any absent Executive Committee members consent, at some place outside Ontario.
- 5.14 Chair of Executive Committee – The President or in his/her absence the Vice-President, shall be chairperson of any meeting of the Executive Committee. If no such officer be present, the members of the Executive Committee present shall choose one of their number to be chairperson.
- 5.15 Votes to Govern – At all meetings of the Executive Committee every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the question is lost. The chairperson of the meeting shall not be entitled to a second vote.
- 5.16 Interest of Directors in Contracts – Subject to the provisions of the Act, no Executive Committee member shall realize any profit or personal gain from such position.
- 5.17 Declaration of Interest – It shall be the duty of every member of the Executive Committee of the Club who is in any way whether directly or indirectly interested in a contract or arrangement or proposed contract or proposed arrangement with the Club to declare such interest at a meeting of the Executive of the Club to the extent, in the manner and at the time required by the Act.
- 5.18 Remuneration – The members of the executive committee shall serve as such without remuneration. Nothing herein contained shall preclude any member of the Executive Committee from serving the Club in any other capacity and receiving compensation therefore.

ARTICLE SIX

COMMITTEES

6.01 Standing Committees –

In addition to the Executive Committee, there shall be six (6) standing committees of the Club which shall report to the Club at each annual general meeting:

1. Meet Managing Committee
2. Fundraising Committee
3. Liaison Committee
4. Nominating Committee
5. Advisory Committee
6. Communication/Social Committee

The composition, duties and responsibilities of such committees shall be as laid out in Appendices A through F.

6.02 Other Committees –

The Executive Committee and/or the Club may by resolution create one or more committees and memberships on any such committees need not be restricted to members, however, membership on any such committees by non-members will be decided at the sole discretion

of the Executive Committee. Membership on committees shall be approved by the Executive Committee. Unless otherwise provided, the President shall be a member ex-officio of all committees except the Nominating Committee. Other committees created by the Executive Committee and/or the Club shall be given written terms of composition, responsibilities and duties by the Executive Committee and/or the Club.

ARTICLE SEVEN

MEETINGS OF MEMBERS

- 7.01 Annual Meetings – The annual general meeting of the members shall be held at such time and on such day in each year as the Executive Committee or the President may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, electing officers, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.
- 7.02 Meetings – The Club shall hold a minimum of TWO meetings per year, one of which shall be the Annual General Meeting which will be held at the end of the swimming season – usually in the month of June – at which the members of the Executive Committee and Chairs of Standing Committees for the next season shall be nominated and elected.
- 7.03 Special Meetings –
- a) The President or if he/she is absent, the Vice-President, shall have the power to call a special meeting of members at any time subject to the notice provisions herein.
 - b) The members may make a requisition for a special meeting if requested by forty (40) percent of the membership. If such a requisition of forty (40) percent of the membership is made and presented to the Executive Committee, then the Club shall follow the requirements of the Bylaws in this regard which includes that the notice must state the business to be transacted and no other business shall be transacted or discussed at the special meeting.
- 7.04 Place of Meetings – Meetings of members shall be held at the Head Office of the Club or elsewhere in Ontario.
- 7.05 Notice of Meetings – Notice of the time and place of each meeting of members shall be given to all members by the means usually used to communicate with the general membership not less than ten (10) calendar days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered in the books of the Club. Notice of a special meeting of members shall state the general nature of the business to be transacted. The auditors of the Club are entitled to receive all notices and other communications relating to any meetings of members that any member is entitled to receive.
- 7.06 Meetings Without Notice – A meeting of members may be held at any time and place without notice if all members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Club at a meeting of members may transact.

- 7.07 Open Meetings - All meetings shall be public and open unless the membership passes a resolution by simple majority to go into an in camera, closed meeting to consider the following:
- a) Personal matters about an identifiable individual;
 - b) Legal issues and matters related to negotiations; and,
 - c) Sensitive financial matters.
- 7.08 Chair of Meeting – The President or in his/her absence the Vice–President, shall be Chairperson of any meeting of members. If no such officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairperson. If the Secretary of the Club is absent, the Chairperson of the meeting shall appoint some person, who is a member, to act as secretary of the meeting.
- 7.09 Persons Entitled to be Present – The persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Club and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Other non-members of the Club may attend meetings of the members, subject to the provisions of Article 7.07 herein, but they shall not be entitled to vote.
- 7.10 Quorum – A quorum for the transaction of business at any meeting of members shall be a simple majority of the votes of members in good standing present in person or by proxy and each entitled to vote thereat.
- 7.11 Right to Vote –
- a) At any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Club as a member in good standing.
 - b) A member shall be entitled to the following number of votes:
 - i. A member in good standing which represents a family who has one swimmer in the Club is entitled to one vote.
 - ii. A member in good standing which represents a family who has two or more swimmers in the Club is entitled to two votes.
- 7.12 Proxies – At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him/her, the same voting rights that the member appointing him/her, would be entitled to exercise if present at the meeting. An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Club or of the meeting or as may be directed in the notice calling the meeting.
- 7.13 Votes to Govern – At any meeting every question shall, unless otherwise required by the Letter Patent or By-laws of the Club or by the Club’s Parliamentary authority or by law, be determined by a simple majority of the votes duly cast at the meeting on the question.
- 7.14 Voting Method – Subject to Article 5.06 k), voting at meetings will be by show of hands and/or by electronic methods and an entry in the minutes of a meeting of members to the effect that the chair declared a motion to be carried is admissible in evidence as proof of the fact, in the absence of evidence to the contrary, without proof of the number or proportion of votes recorded in favour of or against the motion.

- 7.15 Recorded Vote – If a recorded vote is demanded, the names of those members who voted in favour of or against the motion shall be recorded in the minutes of the meeting. The demand for a recorded vote shall be made before the taking of the vote.
- 7.16 Adjournment – The Chairperson at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.
- 7.17 Method of Giving Notices – Any notice (which term in this Article 7 includes any communication or document) to be given (which term in this Article 7 includes sent, delivered or served) pursuant to the Act, the Letters Patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered to his/her last address as recorded in the books of the Club or if mailed by prepaid ordinary or air mail addressed to him/her said address by any means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the Club's books of any member, director, officer or auditor in accordance with any information believed by him/her to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch or forwarded by facsimile transmission.
- 7.18 Computation of Time – In computing the date when notice must be given under any provision requiring a specified number of days for notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 7.19 Omissions and Errors – The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 7.20 Waiver of Notice – Any member (or his duly appointed proxy), director, officer, or auditor may waive any notice required to be given to him under any provision of the Act, the Letters Patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE EIGHT

PARLIAMENTARY AUTHORITY

- 8.01 Robert's Rules of Order latest edition shall govern meetings of the Club and all Committees and for all parliamentary proceedings that are not provided for in this By-Law.

ARTICLE NINE

AMENDMENTS

- 9.01 Patent – The Letters Patent of the Club may be amended at the annual general meeting or a special meeting called for that purpose. The ratification of any proposed amendment(s) requires a vote of not less than three-quarters (3/4) of members in good standing present in person or by proxy for the meeting. Any amendment passed may be subject to the requirements of the Act and/or governmental approval.
- 9.02 By-Laws – The By-Laws of the Club may be amended only at an annual general meeting or a special meeting called for that purpose. The ratification of any proposed amendment(s) requires a vote of not less than three-quarters (3/4) of members in good standing present in person or by proxy for the meeting.
- 9.03 Notice – Notwithstanding the provisions contained in Article 7, a notice of the time and place of a meeting called for the purpose provided for in this Article 9 shall be given to all members in the manner provided in these by-laws and provided that notice is given not less than thirty (30) days before the day in which the meeting is to be held to each member of the Club in good standing at the close of the business on the day in which the notice given was entered in the books of the Club. All other provisions contained in the within by-laws shall govern with respect to meetings of members.

ARTICLE TEN

PROTECTION OF MEMBERS OF EXECUTIVE COMMITTEE AND OFFICERS

- 10.01 Limitation of Liability – No Executive Committee Member or Officer of the Club shall be liable for the acts, neglects or defaults of any other Executive Committee Member or officer or employee, or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Club shall be deposited, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same are occasioned by his/her own wilful neglect, default or fraud.
- 10.02 Indemnity – Every member of the Executive Committee and officer of the Club and his/her 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 the Club from and against:
- a) All costs, charges and expenses, whatsoever that such member of the Executive Committee or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office; and,
 - b) All other authorized costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs of the Club except such costs, charges or expenses that are occasioned by his/her own wilful neglect, default or fraud.

- 10.03 Validity of Actions – No act or proceedings of any member of the Executive Committee or Executive Committee as a whole shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such member of the Executive Committee or Executive Committee.
- 10.04 Executive Committee Members' Reliance – Executive Committee Members may rely upon the accuracy of any statement or report prepared by the Club's Auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

ARTICLE ELEVEN

DISSOLUTION

- 11.01 Dissolution – The Club may be dissolved if a vote of not less than three quarters (3/4) of members in good standing, present and in person or by proxy vote in favour of dissolution at a Special meeting held in accordance with Article 7.
- 11.02 Debts and Obligations – The dissolution of the Club, as provided for in the Act, shall not be completed until all the debts and liabilities of the Club have been paid.
- 11.03 Public Organizations – Upon the payment of all debts and liabilities of the Club and the final dissolution of the Club, the remaining property of the Club shall be distributed or disposed of to charitable organizations or organizations in Ontario, who carry on their work solely in Ontario, whose objects are beneficial to the community.

ARTICLE TWELVE

EFFECTIVE DATE

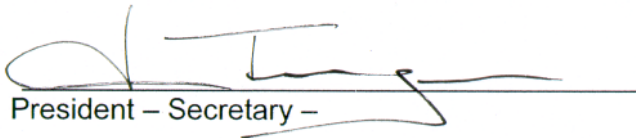
12.01 Effective Date – This by-law shall come into force when confirmed by the members in accordance with the Act and/or these bylaws.

The foregoing by-law is hereby passed by the Executive Committee of the Club pursuant to the Act as evidenced by the respective signatures hereto of the members of the Executive Committee.

PASSED by the members of the Executive Committee and sealed with the corporate seal this 18th day of June, 2009.


The foregoing by-law is hereby confirmed by the members of the Club.

PASSED by the members and sealed with the corporate seal this 18th day of June 2009.



President – Secretary –

Confirmed by the members this 18th day of June 2009.



Secretary

APPENDICES

Committee Terms of Reference

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APPENDIX A

Executive Committee

The Executive Committee is responsible for providing leadership to the Club in developing and executing programmes, in order to achieve the objects of the Club as stated in the Constitution and Bylaws.

The Executive Committee is responsible for the management of the Club in accordance with the Constitution and By-laws of the Club, subject only to direction given by the Club from time to time at meetings held according to the By-Laws, and to Acts and Regulations of the Province of Ontario.

The Executive Committee will remain aware at all times of the Club's, and therefore the executive committee's responsibility for operation of the Club as a good employer, and to provide a safe and welcoming environment for members, their families and employees.

Composition:

All officers of the Club (6), Fundraising Committee Chair, Meet Committee Chair, One (1) Club member-at-large, for a total of NINE (9).

Additional Duties:

To call Club meetings in accordance with the By-laws.

To plan, in consultation with the coaching staff, activities for each season in order to ensure high standards of competition and the maximum development of all swimmers.

To define the duties of the Coach(es), to be reviewed annually by the Club at the AGM.

To develop employee evaluation policy and procedures and evaluate employees regularly according to same.

To hire and dismiss employees, in accordance with Acts and Regulations, and to keep the Club informed re same.

To be responsible, in conjunction with the Coach, for the institution and administration of constant recruiting programs as required throughout the year.

To establish fee schedules and fundraising commitments for members, including a definition for identifying members not in good standing.

To establish employee and/or volunteer fees, stipends and reimbursement procedures as necessary.

To develop all voting procedures for the Club, according to the bylaws.

To advise on the suspension or removal of membership in the Club if required, in accordance with Article 3b) of the By-Laws.

To make additional rules and regulations as necessary to comply with the Constitution and By-laws of the Club, and to facilitate the efficient management of the Club.

To keep in good order all records of the Club.

To recommend an auditor, according to the By-Laws, for consideration at the Annual General meeting.

To maintain the Corporation in good standing according to Acts and Regulations.

The committee will meet monthly, at a minimum, and report to the Club at the Annual General Meeting.

APPENDIX B

Meet Managing Committee

Swim Meets play a very important part in the development of swimmers, and in meeting the objects of the Club as defined in the Constitution and Bylaws.

Swim Meets are planned with the Executive Committee and Head Coach to meet the needs of SSMAC swimmers and the objectives of the Club, and in accordance with Regional and other applicable timetables.

The Committee organizes and runs the planned Swim Meets according to guidelines established by Swim Ontario, in close co-operation with the coaching staff.

Composition:

Seven (7) members, to include one member of the Executive Committee who will Chair the Meet Managing Committee.

Duties:

The Committee is responsible for all issues related to the efficient running of Home Meets hosted by SSMAC and Away Meets attended by SSMAC swimmers.

The committee will assign and work with individual Committee members and/or groups of Club members to take primary responsibility for particular aspects of Meet Management, in co-operation with other committees when appropriate.

The committee will emphasize the preparation of new club members in learning about meet managing.

Responsibilities include, but are not limited to:

- 1) Organization of Meets;
- 2) Training and assignment of Officials;
- 3) Education of members on their responsibilities for Meets and preparation of a handout for swimmers and members;
- 4) Communications related to Meets;
- 5) Registration and finances related to Meets;
- 6) Statistics;
- 7) Provision, custody and maintenance of all Meet equipment and supplies and swimmer clothing; and,
- 8) Any other matter that the committee finds necessary in order to fulfill its responsibilities.

The Committee will compile and keep an up-to-date record of all details required in the organization of Meets.

The Committee will prepare a report on their activities for each Annual General Meeting of the Club.

APPENDIX C

Fundraising Committee

The Fundraising Committee will work to maintain the financial viability of SSMAC and to keep members' fees to the lowest level possible so that swimming is accessible to all.

The committee is responsible for the planning and implementation of fundraising projects as approved by the Club and required by other organizations.

Composition:

A minimum of four (4) members, including one member of the Executive who will chair the Fundraising Committee.

Duties:

To recommend, plan and implement all fundraising projects as required to meet the Club's objective of remaining financially viable;

To encourage full participation of Club members in all money making projects;

To organize the annual Swim-a-Thon according to the requirements of SwimOntario or its successor;

To be responsible for custody and maintenance of all fundraising equipment and supplies;

To advise the Executive committee in establishing members' fundraising commitments;

To keep track of members' contributions/levies.

and any other matter that the committee finds necessary in order to fulfill its' responsibilities.

The Committee will compile and keep up-to-date a record of all details required in the organization of all fundraising projects.

The Committee will prepare a report on their activities for each Annual General Meeting of the Club.

APPENDIX D

Liaison Committee

The purpose of the Liaison committee is to assist the Sault Ste. Marie Aquatic Club in its goal of “enhancing mutual respect, cooperation, and standards of behaviour” by keeping in touch with members, by identifying issues and problems that may arise from time to time, and to be responsible for these being brought to the attention of the appropriate person or persons in order to reach a fair solution.

Composition:

One member of the executive committee and an alternate; one club member from parents of swimmers from each level; one coach representative and an alternate, chosen by the coaches. The Committee will elect its own Chair (not from the coaching staff).

Duties:

To maintain an up-to-date Issue Resolution Procedure, including appropriate documents, for problems to be brought to the Club’s attention.

To make sure, on a regular basis, that members, swimmers and coaches are aware of the procedure for bringing forth a concern, are comfortable with the process, and use it.

To adhere to the procedures and timelines set out in the Issue Resolution Procedure.

To request a written notification from the Executive Committee to the Liaison committee Chair regarding the resolution of each issue.

To keep an accurate record of all concerns, the level of severity, and how they were resolved, and ensure records are kept safely in one place.

To respect the confidentiality of the process.

To report on the functioning of the Committee to the membership at the Annual Meeting.

Meetings:

The committee will meet once per year, shortly after formation, and at the call of the chair.

APPENDIX E

Nominating Committee

To seek out those SSMAC members who are ready to participate directly in the operations of the Club, thereby over time bringing in new ideas and approaches and ensuring the ongoing healthy operation of SSMAC.

Composition:

Three Club members chosen by the Club at the preceding Annual General Meeting;

The President may not be a member of this committee.

Duties:

To approach members, and prepare a list of club members prepared and eligible to stand for election to office, for presentation to the Club each year at the Annual General Meeting;

To remind the President of the Club to ask for nominations from the floor at the AGM;

To advise on the filling of any vacancies on the executive or committees, as required.

APPENDIX F

Advisory Committee

The Advisory committee will assist SSMAC in maintaining contact with past members and swimmers and others interested in swimming in Sault Ste. Marie and elsewhere, and provide a pool of experience, skills and contacts from which the Club hopes to be able to draw from time to time.

Composition:

From 3-10 members, who shall choose their own Chair.

Duties:

To advise SSMAC on any matter referred to the committee by the Club or a committee of the Club;

To advise SSMAC on anything the committee deems appropriate.

The Committee will meet once a year, or at the call of the Chair or at the request of the President of the club.

Committee members will be Honorary Members of the Club, non-voting, and will be invited to all meetings and activities of the club that they indicate an interest in.

APPENDIX G

Communications & Social Committee

The committee will be responsible for the communication and social needs of the Club in order to welcome new swimmers and their families, maintain good relationships and share information among members and with the wider community.

Composition:

Four (or five?) members, who will elect their own Chair.

Duties:

Organize activities to support the social and communication needs of the Club as outlined above;

Develop and publicize matters relating to the activities of the Club so as to share information with members and stimulate interest in SSMAC in the community;

Maintain the Club web-site and prepare and circulate the Newsletter;

Organize activities & refreshments and co-operate with other committees as required for meetings, swim meets and fundraisers etc;

and any other matter that the committee finds necessary in order to fulfill its' responsibilities.

The Committee will compile and keep an up-to-date record of all details required in the organization of Communication and Social issues.

The Committee will prepare a report on their activities for each Annual General Meeting of the Club.