

BY-LAWS

By-Laws relating generally to the affairs of the
Waterloo Region Artistic Swimming Club
(WRASC)

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

Approved 01 October 2020
Recommended for ratification by a Special Resolution vote of the Members at
Waterloo Region Artistic Swimming Club Annual Meeting, 18 October 2020

GENERAL

1.00 Interpretation

In this By-Law and all other By-Laws and resolutions of Waterloo Region Artistic Swimming Club unless the context requires otherwise:

- 1.01 Board:** denotes the Board of Directors of Waterloo Region Artistic Swimming Club
- 1.02 By-Laws:** denotes any By-Law of Waterloo Region Artistic Swimming Club from time to time in force and effect;
- 1.03 Corporations Act:** denotes the Ontario Corporations Act, R.S.O. 1990 c.38, and any statute which amends or is passed in substitution for that Act;
- 1.04 Corporations Act Definitions:** All terms defined in the Corporations Act have the same meaning in this By-Law and all other By-Laws and resolutions of Waterloo Region Artistic Swimming Club
- 1.05 Directors:** denotes the Board of Directors of Waterloo Region Artistic Swimming Club
- 1.06 Ex-Officio:** By virtue of the position and includes all rights, responsibilities and power to vote unless otherwise specified.

- 1.07 Headings:** the headings used in these By-Laws are inserted for reference purposes only and are not to be considered or taken into account in interpreting the terms or provisions hereof or to be construed in any way so as to clarify, modify or explain the effect of any such terms or provisions.
- 1.08 Letters Patent:** denotes the Letters Patent and any Supplementary Letters Patent of Waterloo Region Artistic Swimming Club.
- 1.09 Member:** denotes a person who has paid registration fees to Waterloo Region Artistic Swimming Club for the current season of September 1st - August 31
- 1.10 President:** denotes the President of the corporation, elected as identified in section 8.0 of these bylaws for the purposes of carrying out the duties as set out in section 8.06 of these bylaws
- 1.11 Singular/Plural:** The Singular includes the plural
- 1.12 Special Resolution:** denotes a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members of Waterloo Region Artistic Swimming Club duly called for that purpose, or in lieu of such confirmation, by the consent of all of the Members entitled to vote at such meeting.
- 1.13 Competitive Member:** Amateur swimmers who may compete at the regional, provincial, divisional and national level
- 1.14 Recreational Member:** Amateur swimmers who may learn artistic swimming as a recreational sport and who do not compete.

2.00 Head Office

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

4.00 Territory

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

5.00 EMBLEMS

The corporation may use any emblems authorized by the Board. The corporation will have a legal name which will include the words Artistic Swimming Club.

6.00 Functions of the Corporation

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

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

6.01 Advice and Assistance

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

7.00 Board of Directors

7.01 Governance of Waterloo Region Artistic Swimming Club

The Board of Directors will govern the affairs of Waterloo Region Artistic Swimming Club. The Board of Directors is subject to directions given at the general meetings of the corporation and consistent with the incorporating documents, By-Laws. Policies and procedures of the corporation shall control

the affairs of the corporation between meetings of the members of the corporation.

7.02 Powers of the Board of Directors

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

7.03 Delegation of Powers

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

7.04 Decisions made at Board of Directors Meetings

The Directors must make decisions for [Waterloo Region Artistic Swimming Club](#) at a meeting of the Board of Directors at which a quorum is present.

7.05 Composition of the Board

The Board will consist of six (6) Director positions: President, Vice President, Secretary, Treasurer, and two (2) Directors-at-Large.

The Head Coach and the Past President may attend meetings of the Board but are not Directors and are not permitted to vote.

7.05.1 Membership List

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

7.06 Qualifications of Directors

- a. To be eligible for election as a Director, an individual must:
 - i. Be eighteen (18) years of age or older;
 - ii. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
 - iii. Have the power under law to contract;
 - iv. Have not been declared incapable by a court in Canada or in another country;
 - v. Not have the status of bankrupt.
 - vi. Be in Good Standing with Waterloo Region Artistic Swimming Club.
 - vii. Be a “resident” of Ontario as that term is defined in the Income Tax Act (Canada).

7.07 Election of the Board of Directors

7.07.1 Election by the Members

The Members of Waterloo Region Artistic Swimming Club shall elect the Directors.

Directors will be elected at each Annual Meeting as follows:

- i. The President, and one (1) Director-at-large will be elected at alternate Annual Meetings to those listed in sub-sections ii and iii.;
- ii. The Vice President, and one (1) Directors-at-large will be elected at alternate Annual Meetings to those listed in sub-sections i. and iii.
- iii. The Secretary and Treasurer will be elected at alternate Annual Meetings to those listed in sub-sections i and iii.

7.07.2 When Election Held

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

7.07.3 Nominations

The Nominations Committee is a Standing Committee of WRASC and will undertake the responsibilities described in these By-laws and the Board-approved Nominations Policy. The Nominations Committee will consider representation of all club programs when soliciting nominees.

At least ninety (90) days prior to the Annual Meeting, the Nominating Committee will issue a 'Call for Nominations' using any means of communication. The 'Call of Nominations' will state the method that the nominations are to be made, the requirements for the position, and the deadline for submission which will be no later than thirty (30) days prior to the Annual Meeting.

Any nomination of an individual for election as a Director will:

- i. Include the written consent of the nominee by signed or electronic signature;
- ii. Be submitted to the WRASC Registered Office thirty (30) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board; and
- iii. Comply with the procedures established by the Nominations Policy and these By-laws.
- iv. Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

7.07.4 Method

Elections will be decided by majority vote of the Members in accordance with the following:

- i. One Valid Nomination: Winner declared by Ordinary Resolution; or
- ii. More Nominees than Eligible Positions: The nominee(s) receiving the greatest number of votes and ascertain an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, the winner(s) will be declared by Ordinary Resolution of the Board.

7.08 Director's Term of Office

Directors will serve terms of three (3) years to a maximum of three (3) consecutive terms and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

7.09 Validity of Acts of Directors

An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of WRASC.

7.10 Quorum

A majority of the Directors entitled to vote, constitutes a quorum at a meeting of Directors.

7.11.1 When there is a Quorum of Directors in Office

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

7.11.2 When there is Not a Quorum of Directors in Office

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

7.13 Resignation and Removal of Directors

A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action by WRASC resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action. The office of any Director will be vacated automatically if:

- i. The Director resigns;
- ii. At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;
- iii. The Director is found to be incapable of managing property by a court or under Ontario law;
- iv. The Director is found by a court to be of unsound mind;
- v. The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- vi. The Director dies.
- vii. The Director is removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

7.15 Committees of the Board

The Board may appoint such Ad Hoc Committees as it deems necessary for managing the affairs of WRASC and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

All Board Committees shall be chaired by Directors appointed by the President. These include but are not limited to the following Standing Committees:

- i. Finance and Audit Committee shall assist the Board in fulfilling its oversight responsibilities relating to corporate auditing and reporting, financial policies and strategies and activities, and financial risk management. This responsibility

- is carried out in accordance with approved policy and generally accepted accounting principles (GAAP);
- ii. Program Policy Committee shall assist the Board in fulfilling its oversight responsibilities relating to the strategy, policies and management and organization of WRASC programs;
 - iii. Nominations Committee will comply with the Nominations Policy and, as an overview, is responsible to seek, identify and recruit, on a continuing basis, qualified and skilled individuals capable of, and committed to, providing effective leadership to WRASC as a Director. The Nominations Committee may make recommendations to the voting Members prior to elections as to their preferred slate of candidates; and
 - iv. Human Resources Committee shall assist the Board in fulfilling its oversight responsibilities relating to human resource and compensation matters.

7.15.1 Terms of Reference

The following shall apply in respect of all Board Committees and Ad Hoc Committees of the Board:

- i. All Committees shall have such numbers as may be determined by the President in the case of Board committees or by the Board if an Ad Hoc Committee is created by the Board;
- ii. The chairperson of each Committee shall be appointed by the President at the time the President or the Board appoint the members thereof, and such individual shall preside over all meetings of each respective Committee;
- iii. Director and non-Director members of the committee are at the discretion of the President and Chairperson;
- iv. All Committee meetings shall be called by the President or by the chairperson of each Committee;
- v. Notice of a meeting of a Committee may be written or verbal and a quorum shall be a majority of members of the Committee;
- vi. At all meetings of each Committee, minutes shall be taken, and every issue shall be decided by a majority of votes cast;
- vii. Voting shall be by an agreed upon method unless a majority of Committee Members request a secret ballot;
- viii. Resolutions shall be passed by a majority of the votes being in favor of the resolution. In the case of a tie, the motion will be considered defeated;
- ix. Members of a Committee shall not be entitled to vote by proxy;
- x. Members of a Committee shall be removable by a majority vote of the Board; and

- xi. All Ad Hoc Committees shall run until the next Annual Meeting unless otherwise concluded.

7.17 Meetings of the Board of Directors

- a. A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.
- b. The President will be the Chair of all Board meetings unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-president (or designate) will be the Chair of the meeting. Notice of such meetings shall be given in person, or by telephone, facsimile or electronic mail to each Director as least forty-eight (48) hours prior to the scheduled meeting or shall be mailed to each Director not less than five (5) business days before the meeting is to take place. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- c. For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- d. The Head Coach is entitled to attend and participate in all Board Meetings and Special Board Meetings but is not a Director and shall not vote.
- e. The Board will hold at least six (6) meetings per year.
- f. At any meeting of the Board, quorum will be a majority of Directors
- g. Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot.
- h. Resolutions will be passed upon a majority of the votes being in favour of the resolution.
- j. No person shall act for an absent Director at a meeting of directors.
- k. A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- l. The Board may, by Ordinary Resolution, consider business in-camera if the business deals with:
 - i. Discipline of any Director or Member;
 - ii. Expulsion or suspension of any person from any office of WRASC, or of any organization from membership in WRASC;
 - iii. Recruitment and employment of personnel;
 - iv. Acquisition of property or other contractual arrangements; or
 - v. Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

m. Meetings of the Board will be closed to Members and the public except by invitation of the Board.

n. A meeting of the Board may be held by telephone conference call or by means of another telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

7.17.7 Resolutions and Voting at Meetings of the Board of Directors

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

Resolutions are decided by a majority of those present and entitled to vote. Each Director is authorized to exercise one vote.

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

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

7.18 Remuneration of Directors

All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to Waterloo Region Artistic Swimming Club under contract or for purchase. Any Director or member of a Committee will disclose the conflict or potential conflict in accordance with these By-laws.

7.19 CONFLICT OF INTEREST

A Director, Officer or member of a Committee who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with Waterloo Region Artistic Swimming Club shall: Disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be; refrain from voting or speaking in debate on such contract or transaction; refrain

from influencing the decision on such contract or transaction; and otherwise comply with the requirements of the Act regarding conflict of interest.

7.21 Liability of Directors

Every Director of Waterloo Region Artistic Swimming Club when exercising the powers and discharging the duties of a Director must:

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

7.22 For the Protection of Directors and Officers

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

7.22.1 Insurance

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

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

7.23 Indemnities to Directors

Every Director or Officer of Waterloo Region Artistic Swimming Club or other person who has undertaken or is about to undertake any liability on behalf of Waterloo Region Artistic Swimming Club and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of Waterloo Region Artistic Swimming Club, from and against:

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

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

7.24 Directors

7.24.1 Elected Directors

The elected directors of Waterloo Region Artistic Swimming Club are the President, **Vice President**, Secretary, Treasurer, and such other elected **Directors** as the Board determines from time to time.

7.24.2 Duties of Directors

President

The President shall:

- i. Be responsible for the general guidance of the Head Coach in the affairs and operations of WRASC;
- ii. Preside as chairperson over all Members' Meetings, Special Members' Meetings, **and** Board Meetings unless an alternate Executive Member or Board Member has been appointed chair;
- iii. Be the official spokesman of WRASC; and
- iv. Perform such other duties as may from time to time be established or delegated by the Board.

Vice-President

Support and assist the President in all duties;

- (i) In the absence or disability of the President, have the authority of and perform the duties of the President;
- (ii) Have such other powers and duties as may, from time to time, be delegated by the President or by the Board; and perform such other duties as may from time to time be established or delegated by the Board.

Secretary

- i. Be responsible for the documentation of all amendments to the WRASC By-Laws;
- ii. Ensure that all official documents and records of WRASC are properly kept;
- iii. Keep attendance records of all Board meetings;
- iv. Cause to be recorded and drafted the minutes of all Board Meetings and Members' Meetings;
- v. Send out any notice requirements as described herein;
- vi. Be the custodian of the corporate seal; and

vii. Perform such other duties as may from time to time be delegated to the Secretary by the Board.

Treasurer

The Treasurer shall:

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

7.24.3 Other Positions

Director-at-Large

Directors-at-Large will have duties as determined by the Board.

Past-President

The Past-President is not a Director but shall:

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

Head Coach

The Board of Directors shall appoint, supervise and terminate the Head Coach. The Head Coach is not a Director.

The Head Coach shall be responsible to the Board of Directors and report regularly to the President

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

8.00. Membership

WRASC membership categories are:

1. Competitive Athlete Member
2. Competitive Masters Athlete Member
3. Athlete Parent Member
4. Honorary Member; and
5. Participant

8.01.1 Description of Membership Categories

- i. Competitive Athlete Member – An athlete who participates in synchronized swimming with the intent of training for and entering competition at a Regional, Provincial, National or International level;
- ii. Competitive Masters Athlete Member – An athlete who participates in synchronized swimming at a masters level with the intent of training for and entering competition at a Regional, Provincial, National or International level;
- iii. Athlete Parent Member – A parent or legal guardian of a Competitive Athlete Member, or any other person in a custodial role such as a custodial stepparent;
- iv. Honorary Member – An individual whom the Board has determined has contributed or would contribute greatly to the development and promotion of WRASC; and
- v. Participant – An athlete who participates in recreational synchronized swimming including an athlete who participates in recreational, adult synchronized swimming.

8.01 Membership Duration and Fees

Unless otherwise determined by the Board, the membership year of WRASC will be September 1 to August 31. Members will re-apply annually.

- i. Membership fees and fees for registrants will be determined annually by the Board.

8.02 Transfer, Suspension and Termination of Membership

- a) Membership in WRASC is non-transferable.
- b) Membership in WRASC will terminate immediately upon:
 - i. Expiration of the Member's annual membership on August 31st, unless renewed in accordance with these By-laws;
 - ii. Resignation by the Member by giving written notice to the Secretary of WRASC;
 - iii. Dissolution of WRASC;; or
 - iv. By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.
- c) A Member will be expelled from WRASC for failing to pay membership fees or monies owed to WRASC in the manner and time prescribed by the Board.
- d) A Member may not resign from WRASC when the Member is subject to disciplinary investigation or action by WRASC.
- e) Any fees, subscriptions or other monies owed to WRASC by suspended or expelled Members will remain due.

8.03 Violation

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

must be given at least twenty-one (21) days prior to the date of the meeting of the Board of Directors at which such resolution shall be put before the Board of Directors.

9.00 Meetings of Members

9.01 Annual General Meeting

The annual general meeting of the corporation will take place on or before November 1st of each year and will include the following on the agenda

- i. Approval of the agenda;
- ii. Approval of the minutes of the previous Annual General Meeting and any subsequent Special General Meetings;
- iii. Consideration of the financial statements;
- iv. Report of the auditor or person who has been appointed to conduct a review engagement;
- v. Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming season;
- vi. Directors' reports;
- vii. New Directors elected;
- viii. Other business; and
- ix. Adjournment.

9.02 Special Meetings

A Special General Meeting of Members may be called at any time upon the written request of not less than one-tenth of the voting members or upon the call of the President or the Board.

9.02.1 Chair of the Meeting

The President will Chair all member meetings. The President will designate another Director as Chair in the event of his or her absence.

9.03 Notice of Meetings

Written notice of Member meetings will be given in writing to Members at least fourteen (14) days before the meeting. Notice will include a proposed agenda and reasonable information to allow Members to make informed decisions, and will identify the date, time and location of the meeting as determined by the Board.

9.04 Business Transacted

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

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

9.05 Quorum of Members

Ten (10) Members entitled to vote at a meeting, present and not by proxy, will constitute a quorum.

9.05.01 Voting Rights

Members will have the following voting rights at all Member meetings:

- i. One (1) Athlete Parent Member may vote at each meeting;
- ii. Competitive Masters Athlete Members may vote at each meeting;
- iii. Competitive Athlete Members may not vote;
- iv. An Honorary Member may not vote; and
- v. Participants may not vote.

9.06 Resolutions and Voting

- (i) Every question proposed at a meeting shall be decided by a majority of the votes cast.
- (ii) Unless a poll is demanded by any Member (or in the case of elections which are held by secret ballot), questions shall be decided by a show of hands.
- (iii) In the case of a tie, the chair of the meeting shall declare the motion lost.

- (iv) Roberts Rules of Order shall be observed except where they are in conflict with these By-Laws.

9.07 Waiver of Notice

A Member may waive notice of a meeting of the corporation and attendance of a Member at a meeting of the corporation shall be a waiver of notice except where the Member attends for the express purpose of objecting to the transaction of business on the ground that the meeting is not lawfully called.

9.08 Error in Notice

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

9.09 Proxies

- a. Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member.
- b. The proxy holder may not hold more than two (2) proxies.
- c. A proxy must:
 - i. Be signed by the Member;
 - ii. Be in a form that complies with the Act;
 - iii. Comply with the format stipulated by WRASC; and
 - iv. Be submitted to the WRASC Registered Office at least two (2) business days prior to the meeting of the Members.

10.00 Execution of Documents

10.01 Generally

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

10.02 Books and Records

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

10.03 Time and Place at which Books and Records may be Inspected by Members

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

11.00 Contracts

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

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

Responsibility for Contracts

The Directors for the time being shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the corporation, except such as shall have been submitted to and authorized or approved by the Board. If any Director shall be employed by or shall perform services for the corporation otherwise than as a Director or person who is employed by or performs services for the corporation, the fact of their being a Director of the corporation shall be not disentitle such Director or such person from receiving proper remuneration for such services.

12.00 Banking

The banking business of Waterloo Region Artistic Swimming Club will be conducted at such financial institution as the Board may determine.

12.01 Authorized Persons

The persons authorized by resolution of the Board of Directors, shall carry out the banking transactions for Waterloo Region Artistic Swimming Club.

12.03 Authorized Activities

The persons authorized to complete the banking are authorized to:

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

13.00 Notices

13.01 Service

Any notice or other document required by the Corporations Act, the Regulations made under the Corporations Act, the Letters Patent, or the By-Laws to be sent to Officers, Members, etc., shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile to the latest address as shown in the records of Waterloo Region Artistic Swimming Club provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to such notice.

13.02 Computation of Time

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

13.03 Proof of Service

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

14.00 Annual Financial Statements

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

15.00 Financial Year

Unless otherwise determined by the Board, the Waterloo Region Artistic Swimming Club fiscal year will be September 1 to August 31.

16.00 Personnel

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

18.00 By-Laws

18.01 Passing

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

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

18.02 When Effective

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

- (i) when passed as in Section 18.01; and
- (ii) until the next annual meeting of the Members if passed by the Board and confirmed by the Members at a general meeting.

18.05 Editing

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

18.06 Repeal of Prior By-Laws

18.06.1 Repeal

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

18.06.2 Exception

The provisions of Subsection 18.06.1 shall not extend to any By-Laws or resolution heretofore enacted for the purpose of providing to the Board of Directors the power or authority to borrow.

18.06.3 Proviso

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

Enacted this 18th day of October, 2020.

