



THE PICKERING SWIM CLUB INC.

(Incorporated under the Companies Act of Ontario)

PHILOSOPHY

What kind of Swim Club are we?

- A Swim Club **DEDICATED** to developing a child's self-esteem and self-worth.
- A Swim Club that **BELIEVES** a child with a good self-image will not only improve in swimming; but, in every other area of their life.
- A Swim Club that **OFFERS** a friendly, supportive and challenging environment where children can develop fundamental and advanced skills, endurance, strength and flexibility.
- A Swim Club that **PROVIDES** excellent coaching.
- A Swim Club that **SOCIALLY** brings families together to host swim meets, run fundraising activities, and attend various club events.

MISSION STATEMENT

Developing youth into goal-oriented adults through competitive swimming.

Amended May 2011

BY-LAWS

The following by-laws are hereby enacted as the General By-laws of the Pickering Swim Club Inc. (hereinafter referred to as "the Club").

0. INTENT OF BY-LAWS

These bylaws are intended to be a guideline to promote process and order in the operation of the Club. In all matters not governed by the By-laws, procedures shall be in accordance with "Call to Order – Meeting Rules and Procedures for Non-Profit Organizations" by Herb Perry.

1. HEAD OFFICE

The Head Office of the Club shall be in the Town of Pickering, in the Municipality of Durham and at such place therein as the Directors may from time to time determine.

2. SEAL

The seal of the Club shall be such as the Directors may adopt.



3. MEMBERSHIP

3.1 Who may be a member:

- (a) Persons may be admitted to membership by resolution of the Directors. The Directors shall give preference to residents of the Town of Pickering, but non-residents of the Town are not excluded from membership. Each member shall be promptly informed by the Registrar or such other Officer designated by the Directors of his or her admission.
- (b) Membership shall consist of swimmers whose fees are paid up to date and parents or guardians of swimmers.
- (c) Membership will not be restricted on the basis of sex, race, colour or creed, but will be restricted to persons of amateur status for competitive swimming with maximum age status as from time to time defined by Swim Canada or Swim Ontario. Inability to acquire membership in Swim Canada or Swim Ontario will result in ineligibility for or cancellation of membership in the Club.
- (d) No person shall be a member of the Club unless he or she has submitted the Club's fees, including Swim Ontario fee, Swimathon fees, etc., in accordance with each year's registration package.
- (e) No person shall remain a member of the Club unless he or she remains up to date with meet fees payments.
- (f) The interest of a member of the Club shall be non-transferable.
- (g) No person shall be a member of the Club unless they consent to the fundraising requirements, Code of Conduct, officiating commitments, bingo and family commitments and other requirements as stipulated in the registration package. Amended May 2006

3.2 ASSOCIATE MEMBER

Amended (New By-law)
May 2006

- (a) Person who does not have a swimmer registered with the Pickering Swim Club.
- (b) The associate member cannot have affiliation with any other swim club.
- (c) Associate member be considered at the discretion and approval of the board of directors of the Pickering Swim Club.
- (d) Associate member must abide by the mission statement, code of conduct and by-laws of the Pickering Swim Club.
- (e) Associate member does not have voting rights within the club.
- (f) Associate member cannot hold a voting position on the board of directors of the club, but can be an assistant to a director.
- (g) Associate members cannot set policy and/or procedures for the club.
- (h) Associate members are not required to pay any fees or be responsible for any mandatory commitments of the club.
- (i) Associate members are considered members under the insurance policy of the club.



- (j) Associate member must submit a police check to the Board of Directors.

3.3 **LIABILITY OF MEMBERS**

Members are not liable or responsible for any acts, debts or obligations of the Club nor for any claims, injuries, losses, transactions or other things relating to the Club.

3.4 **VOTING RIGHTS OF MEMBERS**

- (a) Every member in good standing over the age of 18 years shall be entitled to one vote and they vote every general meeting of the membership either personally or by proxy provided that no member may hold more than two proxies.
- (b) All votes
 - (i) for the election of directors shall be by closed ballot;
 - (ii) for any other matters shall be by a show of hands unless a vote by ballot is demanded by two eligible voters present.

3.5 **MEMBERSHIP DUES**

- (a) The Board of Directors shall determine the registration and other fees payable upon registration and a method of payment for same.
- (b) The opening of registration shall be decided by the Board of Directors.
- (c) The Treasurer, Assistant Treasurer, or Registrar shall give members notice of the dues, fees, assessments, meet fees or other such charges properly levied.
- (d) If membership fees, meet fees or any other charges properly levied by the Club remain unpaid thirty days after they are due, the Directors may authorize by resolution the sending of written notice to the member in default. If the debt remains unpaid fifteen days after the date of receiving written notice, the member automatically ceases to be a member of the Club, but remains liable for all such debts.
- (e) Any member whose membership is terminated pursuant to 3.5 (d) may be reinstated upon full payment of the debt and by resolution of the Directors.
- (f) A person who has resigned his or her membership or had it revoked is still liable to the Club for any dues or other debts he or she owed the Club while a member.

3.6 **VARSITY ATHLETES**

Amended (New By-law)
May 2006

- (a) A varsity athlete has been an athlete in good standing for the past 2 years with the Pickering Swim Club who goes on to post secondary education and is swimming at a varsity level; that is, swimming with a post secondary institution swim team and wishes to continue being registered with the Pickering Swim Club.
- (b) The athlete will continue to represent the Pickering Swim Club and the City of Pickering.



- (c) The athlete would train with the Pickering Swim Club at various times throughout the season and encourage Pickering Swim Club athletes to include the sport of swimming in their future.
- (d) The athlete would continue to compete under the Pickering Swim Club at various times throughout the season.
- (e) The athlete would be responsible for any and all 'out-of-pocket' expenses: Swim Ontario and/or Swim Canada registration, any and all meet fees, swim attire, swim-a-thon commitment and travel expenses. The athlete will be exempt from all fees, bingo commitments, officiating commitments and family commitment points of the Pickering Swim Club.
- (f) A Varsity athlete may qualify for subsidy from the travel fund if approved by the board of directors.

4. **BOARD OF DIRECTORS**

4.1 The affairs of the Club shall be managed by a Board of Directors.

4.2 **A Director:**

- (a) must be a member of the Club in good standing;
 - (i) The President must be a member of the Club for at least one year.
- (b) must be at least 18 years of age;
- (c) within thirty (30) days of being elected, must provide a security check, consisting of a name check to obtain information on criminal convictions for which a pardon has not been granted. However, a criminal record does not automatically preclude any person from holding an elected position provided the offence does not present a security risk, safety risk or potential conflict of interest but is subject to the Board of Directors approval.

Refusal to provide a security check within the aforementioned time frame will automatically preclude the individual from holding a Director's position.

- (d) A Director who ceases to be a member ceases to be a Director.

4.3 **LIABILITY OF DIRECTORS**

- (a) Limitation of Liability
 - (i) No Director or Officer shall be liable for the acts or omissions of any other Director or Officer or employee of the Club or for any loss, damage, or expense suffered by the club through the insufficiency or deficiency of title to any property acquired by order of the Board, or in respect of any deficiency of any security in or upon which any 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 part, or for any loss or damage which may occur in the execution of the duties of his office in relation thereto or in respect of any other act or omission of a director in his capacity as such causing loss, damage or expense, unless the same shall happen through his own wilful neglect or default.

- (b) Indemnity
 - (i) Every Director and Officer and their heirs, executors, administrators and estates, shall from time to time and at all times be indemnified and saved harmless by the Club from and against all costs, charges and expenses that such Director or Officer sustains or incurs by way of action, suit or proceeding commenced against him or in respect of any acts, deeds, matters or things whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs or charges or expenses which are occasioned by his own wilful neglect or default.

4.4 **NUMBER AND QUORUM OF DIRECTORS**

- (a) The Board consists of:
 - (i) nine voting elected Directors; Amended May 2006
 - (ii) one voting position for the Head Coach ;
 - (iii) one non-voting position for the past-President.
- (b) The Quorum of the Board shall be five voting Directors. Amended May 2006

4.5 **EXECUTIVE COMMITTEE** Amended (New By-law) May 2006

- a) The Executive Committee consists of the President, Head Coach, and any 1 or more of: Secretary, Treasurer, 1st Vice-President, 2nd Vice-President. Amended May 2009
- b) The executive committee will be responsible for ratifying the Head Coach contract that has been presented by the president. The executive committee for this purpose shall not be less than 3 persons, excluding the Head Coach. Amended May 2009
- c) The executive committee will be responsible for disciplinary action required due to non-compliance with the Code of Conduct of the Pickering Swim Club.
- d) The executive committee will meet when necessary and no notice of meeting is required.
- e) The executive committee will be responsible for any other such duties from time to time as determined by the president or the board of directors.
- f) The executive committee will report to the board of directors, any and all decisions.
- g) The executive committee will be appointed by the board of directors between September 1 and October 31 each year. Amended May 2009



4.6 **ELECTION TO THE BOARD**

- (a) At each regular general spring meeting, the members shall elect the Directors for the next year.
- (b) One person may not hold more than one office, unless approved by the Board of Directors, but may only have one vote on the Board of Directors.
- (c) The Directors of the Club are also the Officers of the Club.
The following Officers and Directors will be elected every EVEN year: Treasurer,^{Amended May 2002}
Registrar, Meet Manager, Fundraising, and Publicity.
The remaining Officers and Directors will be elected every ODD year: President,^{Amended May 2006}
Secretary, Officials Convenor, and Team Manager
 - (i) The positions of First Vice-President and Second Vice-President will be determined by election at the first Board Meeting of the newly elected Board. These positions will be held by voting Board Members.
- (d) The term of office for a Director or Officer shall run for two years. All positions shall commence September 1st, to allow for the smooth transition from out-going incumbent to in-coming Director through the summer months. ^{Amended May 2002}
- (e) A Director or Officer is eligible for re-election if he or she remains qualified.
- (f) The election shall be by way of closed ballot. The membership may waive the right to vote on each office or directorship if there is only one nomination for each, in which case, they may vote upon the slate of Officers or Directors.
- (g) Should a vacancy occur on the Board of Directors during a term of office, the Board shall have the power to appoint another member to the Board of Directors for a period terminating at the next Annual General Meeting.
- (h) Any member of the Board of Directors or of the Officers who is absent without Board authorization (written notice to the Secretary) from three consecutive meetings shall automatically forfeit the office.
- (i) **NOMINATING PROCEDURES**
 - (i) A Nominating Committee will be established annually at the January meeting of the Board of Directors to determine and publicize Board vacancies, and seek out individuals from the Club membership to fill said vacancies.
 - (ii) The Nominating Committee shall, unless otherwise determined by the Board, consist of the immediate Past President as Chair, two voting Board members and the Head Coach.
 - (iii) At each Annual General Spring Meeting, the Nominating Committee shall put forward the slate of candidates proposed by the Committee.
 - (iv) The Chair of the Nominating Committee shall then call for nominations from the floor of the meeting.

Any member in good standing may be proposed for nomination from the floor and the Chair of the Nominating Committee shall receive any such nomination proposed and seconded by voting members.
 - (v) After calling three times for nominations from the floor, the Chair of the Nominating Committee shall declare each position for which no further



nominations are received as filled by the candidate proposed by the Nominating Committee.

- (vi) Each position for which further nominations are received shall be subject to an election at the meeting. Following the vote, the Chair of the Nominating Committee shall declare the name of the candidate elected to each position for which an election was held.

Amended (new By-law
May 2002

4.7 **DUTIES OF THE DIRECTORS OF THE BOARD**

(a) **DUTIES OF THE PRESIDENT**

The President:

- (i) shall oversee the general management of the Club;
- (ii) shall chair the General Meetings of the Membership;
- (iii) shall be the Chairman of the Board of Directors;
- (iv) and the Secretary shall sign all the by-laws.
- (v) shall recommend committees to undertake specific projects, such committees and projects to be specified and approved at Board of Directors meetings;
- (vi) may be given other duties and powers from the Directors from time to time;
- (vii) or his or her appointee(s) from the Board of Directors, shall negotiate the Head Coach's employment contract which shall be ratified by the Executive Committee.
- (viii) shall receive and review all security checks and advise the Board of Directors of potential concerns.
- (ix) shall ensure an annual club evaluation is completed.
- (x) Shall ensure the coaches' evaluations are completed in January annually.
- (xi) Ensure the Board of Directors assist the Head Coach with the annual awards banquet.

(b) **DUTIES OF THE FIRST VICE-PRESIDENT**

The First Vice-President:

- (i) during the absence or inability of the President, shall perform the duties of the President;
- (ii) shall perform such other duties as may from time to time be determined by the Board of Directors.

(c) **DUTIES OF THE SECOND VICE-PRESIDENT**

The Second Vice-President:



- (i) during the absence or inability of the First Vice-President, shall perform the duties of the First Vice-President;
- (ii) shall perform such other duties as may from time to time be determined by the Board of Directors.

(d) **DUTIES OF THE FUNDRAISING DIRECTOR**

The Fundraising Director shall:

- (i) co-ordinate fundraising activities;
- (ii) obtain public and/or private and/or corporate sponsorships;
- (iii) communicate with the bingo co-ordinator, the Bingo Hall and Club members to ensure Bingo Fundraising success. Amended May 2006
- (iv) shall communicate with the retail co-ordinator regarding team wear and supplies for resale. Amended May 2006
- (v) perform such other duties as may from time to time be determined by the Board of Directors.

(e) **DUTIES OF THE TREASURER**

The Treasurer shall:

- (i) keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall deposit all moneys or other valuable effects in the name and credit of the Club in such bank or banks as may from time to time be designated by the Board of Directors.
- (ii) disburse the funds of the Club under the direction of the Board of Directors; taking proper vouchers therefore. Any expenditure in excess of \$2,000.00 must be approved by a majority of the Board of Directors, except as outlined in 6.2(c) Two Directors must sign each cheque, as stated in 6.2(b), except in the case of 6.2(d). Amended May 2002
- (iii) provide a report, an account of all transactions and a financial statement at regular monthly Board meetings, or whenever required, to the Board of Directors.
- (iii) provide a financial statement at the general meetings.
- (iv) co-ordinate and oversee formation of a Swim-a-thon committee;
- (v) perform such other duties as may from time to time be determined by the Board of Directors.



(f) **DUTIES OF THE SECRETARY**

- (i) The Secretary shall be ex officio clerk of the Board of Directors. He or she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose.

He or she shall be the custodian of the seal of the Club and of all books, papers, records, correspondence, contracts and other documents belonging to the Club which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such other person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

- (ii) The Secretary shall attend all meetings of the members and record all facts and minutes of all proceedings in books kept for that purpose. He or she shall give all notices required to be given to members.
- (iii) The Secretary and the President shall sign all by-laws.
- (iv) Amendments to the By-laws must be signed and presented to the Secretary, in writing, not less than 21 days prior to the General Meeting.
- (v) provide coffee for general meetings and coach/parent group meetings.
- (vi) The Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

(g) **DUTIES OF THE REGISTRAR DIRECTOR**

The Registrar Director shall:

- (i) be responsible for registration of all swimmers within the Club and shall obtain bona fide registration forms and accompanying fees for this purpose and shall maintain accurate records of the swimmers;
- (ii) provide registration forms for all swimmers and co-ordinate all swimmer tryouts and transfers along with the Head Coach.
- (iii) provide the Team Manager with copies of relevant swimmer information, including health card numbers, allergies, emergency contacts, etc.).
- (iv) attempt to obtain additional members by providing positive and helpful information to interested parties.
- (v) perform such other duties as may from time to time be determined by the Board of Directors.

(h) **DUTIES OF THE MEET MANAGER**

The Meet Manager shall:

- (i) set dates for home meets, with the approval of the Board of Directors;
- (ii) apply for sanctions from Swim Ontario office for any meets to be held;
- (iii) distribute complete meet packages to other clubs on a timely basis;



- (iv) co-ordinate and prepare all pre-meet reports, including heat sheets, deck cards, etc.;
- (v) ensure all equipment is available, maintained, assembled, and properly operating prior to all warm-up times for home meets;
- (vi) run meets efficiently, with the aid of the members of the Club;
- (vii) ensure all equipment is disassembled and put away after meets;
- (viii) ensure all post-meet reports, ribbon and medals are forwarded to all participating clubs and Swim Ontario on a timely basis within Swim Ontario guidelines;
- (ix) complete record application forms for any records broken during a swim meet and return them to the Swim Ontario office;
- (x) for further information, refer to "Meet Managers Manual";
- (xi) perform such other duties as may from time to time be determined by the Board of Directors.

(i) **DUTIES OF THE OFFICIALS CONVENOR**

The Officials Convenor shall:

- (i) properly staff club swim meets, and fulfill club obligations in the staffing of regional and provincial meets;
- (ii) arrange for Officials' clinics;
- (iii) encourage others to progressively upgrade in officiating;
- (iv) work with Regional Officials' Representatives to make sure that the necessary stepping stones for Officials' progression are provided;
- (v) recommend to the Regional Officials' Representatives any person they deem ready to become a Senior Official;
- (vi) arrange, through the Regional Official's Representative, to have qualified persons at meets to observe Club Officials on deck while they work in positions in which they wish to become qualified;
- (vii) keep updated the qualification records of Club members and the local non-members who regularly assist at meets;
- (viii) provide the Regional Officials' Representatives with valid qualification records on a regular basis;
- (ix) be available for Regional/Provincial meetings and seminars;
- (x) keep copies of all the Officials who worked, and in what positions, for future reference.
- (xi) perform such other duties as may from time to time be determined by the Board of Directors.



(j) **DUTIES OF THE TEAM MANAGER**

The Team Manager shall:

- (i) work directly with the Head Coach to determine logistics for away meets, including food, transportation, lodging, chaperones, swimmer costs, to be approved by the Board of Directors; Amended May 2000
- (ii) co-ordinate the housing of visiting athletes and the housing of Club athletes with host families when team travel requires it. Amended May 2000
- (iii) ensure that a copy of each swimmer's emergency contact, medical and health number information is available on every trip. Amended May 2000
- (iv) provide information packages to all swimmers participating in the away meet.
- (v) act as head chaperone at away meets.
- (vi) Coordinate the welcome breakfast at the first team practice.
- (vii) Coordinate "Santa Breakfast" after December team practice.
- (viii) Coordinate annual team pictures.
- (ix) perform such other duties as may from time to time be determined by the Board of Directors.

(k) **DUTIES OF THE PUBLICITY DIRECTOR**

Amended May 2000

The Publicity Director shall:

- (i) maintain and/or oversee the on-going updating of the Club website Amended May 2002
- (ii) be responsible for publishing activities of the Club. Amended May 2000
- (iii) arrange for media coverage of meets and special events. Amended May 2000
- (iv) liaise with Coach and notify media of results immediately after a swim meet. Amended May 2000
- (v) be responsible for the promotion of the Club within the Community. Amended May 2002

(l) **DUTIES OF THE PAST-PRESIDENT**

The Past-President shall be responsible for the nominating committee for the election of the Board of Directors and assist in an advisory capacity and shall undertake those duties assigned by the President. Amended May 2000



4.8 **MEETINGS OF THE BOARD OF DIRECTORS**

(a) **BOARD QUORUM REQUIRED**

The Board shall transact the business of the Club only at meetings where a quorum of Directors is present. Five members shall be required for a quorum.

(b) **PLACE OF BOARD MEETINGS**

The Board of Directors may meet at such time and place as they may from time to time determine, provided the meetings are always held in Ontario.

(c) **REGULAR BOARD MEETINGS**

Regular Board Meetings shall be held at least monthly. No notice shall be given for such regular board meetings.

(d) **SPECIAL BOARD MEETINGS**

(i) Special meetings of the Board may be called by the President or the Secretary on the written request of ten or more members and such meeting shall be held within 15 days of such request.

(ii) Notice of such a meeting shall be communicated to each Director personally or by telephone, e-mail or hand delivery at least 4 days before the proposed meeting or by mail, provided that the notice is posted at least 10 days before the proposed meeting.

Amended May 2002

(iii) The Secretary shall record the time and manner of giving notice in the Club's books.

(e) **EXTRA BOARD MEETINGS**

(i) The Directors may hold a meeting immediately after the Annual Meeting of the Club without having to give formal notice.

(ii) If all the Directors are present, or if those absent consent to the meeting being held in their absence, the Directors may hold a meeting without having to give formal notice.

(f) **VISITORS ATTENDANCE AT BOARD MEETINGS**

(i) The President may invite visitors to Board Meetings.

(ii) Any member may request the President to invite them to a Board Meeting

(iii) By invitation from the Chair, visitors may address the meeting, ask any questions, and take part in discussions.

(iv) Visitors are not permitted to move or second motions, nor do they have any Board members' rights to interpret, challenge or vote.

(v) Board members have the right to request that a visitor be excluded from the meeting (or part thereof). Whether the member's request is acted upon depends on the ruling of the Chair or vote of the Board members.



4.9 **VOTING**

- (a) A simple majority of votes cast suffices to pass any motion before the Directors. The voting shall be by a show of hands, unless any two voting Directors request a vote by closed ballot. Amended May 2002
- (b) A Chairperson shall not vote on any question unless there is a tie vote. If for some reason there is a tie vote and the Chairperson is not able or refuses to vote, the resolution shall be defeated.

4.10 **CHAIRPERSON OF THE BOARD**

The President or his appointed designate from the Board of Directors shall constitute the Chairperson who shall preside over the meeting.

4.11 **POWERS OF THE BOARD**

The Directors may administer and run the Club's business in all respects and may enter into contracts on behalf of the Club and do any other acts authorized by Letters Patent or by-law.

4.12 **RESOLUTIONS**

- (a) The Board shall carry on its business by resolution moved, seconded and carried by a majority of the votes cast.
- (b) The Chairperson shall count the votes on the resolution and declare it carried or defeated.
- (c) The Secretary shall keep an accurate record of the meetings including all resolutions passed, although a record of the votes for and against shall not be made.
- (d) A declaration by the Chairperson that a resolution has passed and entry to that effect in the minutes shall be admissible in evidence as prima facia proof that the resolution has passed.

4.13 **REMUNERATION OF DIRECTORS**

The Directors shall receive no remuneration for being Directors.

4.14 **REMOVAL OF DIRECTORS**

- (a) The members of the Board of Directors may remove any Director by a two-thirds majority of votes cast at a Board meeting and may elect, by simple majority, a new Director to replace the Director removed.
- (b) The members of the Club may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.



- (c) The office of a Director shall be vacated if he or she becomes bankrupt or suspends payment or compounds with his creditors to make an authorized assignment or is declared insolvent.

4.15 **BOOKS AND RECORDS**

The Directors are responsible for making sure all the proper books and records required by law are kept.

5. **GENERAL MEETINGS**

5.1 **PLACE, NOTICE, AND QUORUM OF GENERAL MEETINGS**

- (a) General Meetings may be held at the Club's Head Office or any other place within Ontario that the Directors decide.
- (b) No public notice or advertisement of members meetings shall be required.
- (c) The membership present being not less than 15% of the voting membership at any General Meeting properly called shall constitute a quorum.

5.2 **REGULAR GENERAL MEETINGS**

(a) **TIME OF REGULAR GENERAL MEETINGS**

- (i) The Club must hold two Regular General Meetings of its members: A Spring Meeting for the purpose of election of officers; an October Meeting to deal with all financial matters of the Club.

(b) **NOTICE OF REGULAR GENERAL MEETINGS**

- (i) Written notice of each Regular General Meeting shall be provided to each member fourteen days before the date fixed for holding such meetings.

(c) **REGULAR MEETINGS AGENDA**

- (i) At every Annual Meeting and in addition to any other business that may be transacted, the report of the Directors and financial statement shall be presented.
- (ii) The members may consider and transact any business, either special or general, without any notice thereof at any meeting of the members.

5.3 **SPECIAL GENERAL MEETINGS**

- (a) The Board of Directors or the President shall have the power to call, at any time, a General Meeting of the members of the Club.
 - (i) The time and the place of every such meeting shall be given to each member by providing written notice 10 days before the proposed meeting, or;



- (ii) If all the members of the Club are present thereat or represented by proxy duly appointed, meetings of members may be held at any time and place without such notice.
- (b) A General Meeting may be called by Petition of 30 per cent of membership eligible to vote. This Petition shall be presented to the Secretary and a General Meeting shall be then duly called by the Secretary, the President, or the Board, of Directors and such meeting shall be held within 30 days of the presentation of such Petition.
 - (i) The time and the place of every such meeting shall be given to each member by providing written notice 10 days before the proposed meeting.

6. TRANSACTIONS

6.1 CONTRACTS

- (a) The Board of Directors may enter into contracts on behalf of the Club.
- (b) Contracts required by law to be under seal, such as long-term leases and real estate transactions, may be made on behalf of the Club under the Club seal.
- (c) Contracts in writing and not required to be under seal may be signed by the officer so authorized to do so by the Board of Directors on behalf of the Club. The person or persons so signing should sign their names and write beside it, "on behalf of the Pickering Swim Club".
- (d) Verbal contracts not required by law to be under seal or in writing may be entered into by the Officer so authorized to do so by the Board on behalf of the Club. The person or persons so doing, should make it clear that they are contracting on behalf of the Club.
- (e) All coaching employment contracts shall be negotiated by the President and ratified by the Board of Directors.

6.2 CHEQUES AND BANK ACCOUNTS

- (a) The banking business of the Club shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board of Directors may designate.

All such banking business or any part thereof shall be transacted on the Club's behalf by such one or more Officers and/or other persons as the Board of Directors may designate, including:

- (i) the operation of the Club's accounts;
 - (ii) the giving of receipts;
 - (iii) the authorizing of any officer of such banks to do any act or thing on the Club's behalf to facilitate such banking business.
- (b) Two Board of Directors must sign each cheque written on either of the Club's bank accounts. Four cheque signatures to be designated by the board of directors at the

Amended May 2006



first board of directors meeting in August, with two of the four signing each cheque. Only one member per family may have signing authority.

- (c) Any cheque over \$2,000.00 must be approved by a majority of the Board of Directors, except meet fees, pool rental fees and coaching expenses as stated in the coaching agreement.

Revised
97-06-19

6.2(d) deleted
May 2004

6.3 **BORROWING**

The Board of Directors may from time to time:

- (i) Borrow money on the credit of the Club, such borrowing to be confirmed in accordance with Section 60 of the Corporation Act and shall be limited to borrowing for current operating expenses, provided that the power of the Club shall not be so limited as it borrows on the security of real or personal property.
- (ii) No such borrowing by-law is affected until it has been confirmed by at least two-thirds of the votes cast at a meeting of members called to consider the borrowing by-law.
- (iii) Authorize any Director/Officer to make arrangements about the money borrowed including the power to negotiate or vary terms or conditions of the loan including a method of payment or security.

7. **TECHNICALITIES**

7.1 **NOTICE BY MAIL**

Notice by mail shall be sent to the last address of the member, Director, Officer concerned as recorded in the Club's books. It shall be deemed to have been given when mailed.

7.2 **ERRORS AND OMISSIONS**

No error or omission in giving notice or in any proceedings of any meeting of Directors or members shall invalidate the meeting or any proceedings at the meeting. However, any person who fails to attend a meeting because of such an error or omission may re-open any matter considered at that meeting at the next meeting of the members of the Board that that person attends.

7.3 **FINANCIAL YEAR**

Unless otherwise ordered by the Board of Directors, the fiscal year of the Club shall terminate on the 31st day of August in each year.

8. **BOOKS AND RECORDS**

8.1 **LEGAL REQUIREMENTS**

The Club must keep at its Head Office:

- (i) Minutes of all meetings of Directors;
- (ii) Copies of the Letters Patent and any Supplementary Letters Patent;
- (iii) All by-laws and special resolutions;



- (iv) The registry of members;
- (v) The registry of Directors;
- (vi) Proper books of account and financing;
- (vi) Copies of Coaching Contracts.

8.2 **MINUTES**

- (a) The minutes of the previous meeting of the Board of Directors shall be approved at the next Board meeting.
- (b) The minutes of the previous general meeting of the members shall be approved at the next meeting of the members.
- (c) Once the minutes are approved, either the Chairman of the meeting that approved the minutes or the Chairman of the meeting that the minutes were about, shall sign the minutes. Once so signed, the minutes are admissible in evidence as prima facia proof of the proceedings.

8.3 **BY-LAWS AND SPECIAL RESOLUTIONS**

The President and the Secretary shall sign any by-laws or any special resolutions passed.

8.4 **REGISTRY OF MEMBERS**

- (a) The Registrar shall keep a registry of the members.
- (b) The registry of members shall consist of:
 - (i) an alphabetical list of the names of all people who are members including their addresses and telephone numbers;
 - (ii) the birth date, health card number, and necessary medical information for each swimmer.

8.5 **REGISTRY OF DIRECTORS**

- (a) The Secretary shall keep a registry of the Directors.
- (b) The registry of Directors shall consist of a list of the names, addresses and occupations of all persons who are or have ever been Directors, together with the various dates when each became or ceased to be a Director.

8.6 **PROPER BOOKS OF ACCOUNT**

The Club must keep proper records of account, including records of:

- (i) All money received or spent by the Club, including when, where and how the money was spent or received;



- (ii) All sales and purchases by the Club;
- (iii) All assets and liabilities of the Club;
- (ii) All other transactions affecting the financial position of the Club.

9. **INTERPRETATION**

In these by-laws and in all other by-laws of the Club hereinafter passed, unless the context otherwise requires, words importing the singular number and the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa, and reference to persons shall include firms and corporations.

The interpretation of the Club's by-laws, rules, regulations and any other matter not provided herein shall be referred to the Board of Directors whose decision shall be final.

10. **AMENDMENTS TO BY-LAWS**

10.1 Amendments to the by-laws must be signed and presented to the Secretary, not less than 21 days prior to the general meeting. Drafts of amendments must be presented to the membership not less than fourteen days prior to the general meeting.

10.2 Amendments to the by-laws must be approved by a quorum of members at a spring general meeting.

11. **REPEAL OF PREVIOUS BY-LAWS**

All previously dated by-laws of the Club are hereby repealed.

PASSED at the Pickering Swim Club's Annual General Meeting on May 2nd, 2011 and signed and sealed with the Club seal this 2nd day of May, 2011.

Linda Mayer, President

Andrea Lee, Secretary