



BY-LAW 1

A BYLAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF THE
CHARLOTTETOWN BLUEPHINS AQUATIC CLUB INC.

ARTICLE I - NAME

The name of the corporation is the Charlottetown Bluephins Aquatics Club Inc.

ARTICLE II – DEFINITIONS AND INTERPRETATIONS

In this By-Law:

- (1) "Board" shall mean the Board of Directors of this Corporation;
- (2) "By-Laws" shall mean the by-laws of this Corporation as amended from time to time;
- (3) "Corporation" shall mean the Charlottetown Bluephins Aquatics Club Inc.
- (4) "Parent" shall mean the biological or adoptive parent, or legal guardian, of a minor child.

ARTICLE III - LEVELS OF ABILITY AND VALUES

- (1) The Corporation shall provide a framework to enable all swimmers to reach the highest level of ability desired by the swimmer. It shall provide a variety of instructional levels that strive to fit in with the age, ability and goal of each swimmer. Within the framework provided, a swimmer shall have the opportunity to achieve his/her goal, whether it be a competent swimmer or a world-class swimmer. The swimmer's coach, in cooperation with the swimmer and swimmer's Parent(s), shall decide the proper level in which the swimmer shall practice and compete to allow the swimmer to achieve his/her desired goal.
- (2) The Corporation, and the coaches engaged by it, shall focus on building a competitive swim team, based on a philosophy that encourages good sportsmanship; which favours inclusion and personal development of all swimmers; encourages a sound balance between academics and athletics; and maintains a high-quality, personalized approach to coaching the swimmers at all levels. All swimmers shall be made to feel welcome to practice, and participate, as active swimming members of the Corporation.

ARTICLE IV - MEMBERSHIP

(1) Membership in the Corporation shall be limited to registered swimmers, parents of registered swimmers and honorary members. There shall be four (4) classes of membership:

- a) Parent Member – is the Parent of a child, under 18 years of age who has been accepted for registration as a swimmer by the Corporation, and who has been identified as such on the child's membership registration form;
- b) Swimmer (Adult Member) – is a person over 18 years of age and under the age of 25 who has been accepted for registration as a swimmer by the Corporation.
- c) Swimmer (Junior Member) – is a child under 18 years of age who has been accepted for registration as a swimmer by the Corporation.
- d) Honourary Member – is a person appointed by the Board of Directors who, in its opinion, has provided significant support to the Corporation. An Honourary Member can be appointed for a period to be decided by the Board, up to his or her lifetime. An Honourary Member whose term has expired may be reappointed by the Board for such term as it sees fit.

(2) The Board may establish other classes of membership.

(3) Members who are in good standing shall have the following voting rights on matters submitted to a vote by the members:

- a) Parent Member – If only one (1) parent is named on a Swimmer (Junior) Member's membership registration form, he/she shall have one (1) vote. If more than one (1) parent is so named they, whether living together or not, shall have one (1) vote between them for each Swimmer (Junior Member) they have registered;
- b) Swimmer (Adult Member) – shall have one (1) vote;
- c) Swimmer (Junior Member) – shall have no voting rights; and
- d) Honourary Member – shall have no voting rights.

(4) A member who is in good standing is a member who is up to date in the payment of all monies owing to the Club, and whose membership has not been suspended, or terminated by the Corporation.

(5) The Board shall have the authority to terminate or suspend a member's membership for sufficient cause. "Sufficient cause" includes failure to pay any outstanding annual, meet, or other fees, owing to the Corporation within thirty (30) days of their due date. If the Board decides to suspend or terminate membership on this ground, it will give seven (7) days written notice to the adult member concerned.

(6) A member may resign his or her membership by giving notice to the President or Secretary of the Corporation. If a swimmer who is a member is not registered on the date scheduled for registration in a subsequent fiscal year, the swimmer shall be deemed to have resigned his/her membership as of that registration date. If a Parent Member does not register any children on the date scheduled for registration in a subsequent fiscal year, he/she will also be deemed to have resigned his/her membership as of that date.

(7) The interest of a member in the Corporation is not transferrable, and lapses upon his or her death.

ARTICLE V - DIRECTORS

(1) The business affairs of the Corporation shall be managed by a Board of a minimum of three (3) and a maximum of nine (9) adult Directors. The number of Directors shall be determined by the Board from time to time.

(2) Two-thirds of the Directors on the Board must be Parent Members. No more than one Parent Member from each family shall be eligible to serve on the Board.

(3) The applicants for incorporation shall become the first Directors of the Corporation. Their term of office on the Board shall continue until the first annual meeting of the members of the Corporation, or until their successors are elected.

(4) Directors shall be elected at the annual general meeting of the members to be held as provided in Article X. At the first such annual general meeting, approximately one-half (1/2) of the Directors shall be elected for a term of one year, and one-half (1/2) of the Directors shall be elected for a term of two (2) years. At each subsequent annual general meeting, Directors shall be elected to fill positions of those Directors whose term of office has expired. Each Director so elected shall hold office for a term of two years (2), or until his/her successor is elected.

(5) People can be nominated for election to the Board of Directors in two ways;

- a) by a majority vote of the Board; or
- b) by a voting member from the floor at a semi-annual meeting provided the person nominated has consented to his/her nomination, and seven (7) days prior written notice of the nomination has been given to the Secretary of the Corporation.

(6) If the number of valid nominations received equals the number of Directors to be elected, each such nominee shall be elected by acclamation; otherwise, a vote by secret ballot will be held.

(7) All Directors of the Corporation are eligible for re-election to any number of terms.

(8) A majority of Board members shall constitute a quorum at any Board meeting.

(9) Any Director may be expelled or suspended, for sufficient cause, by a vote of two-thirds (2/3) of the Board members present at a meeting. Any such expulsion or suspension shall be presented for ratification to a special meeting of the voting members of the Corporation called for that purpose within thirty (30) days of the date of the expulsion or suspension.

(10) In the event a vacancy occurs on the Board, the remaining Board members shall have the power to appoint a person to fill the vacancy for the remainder of the unexpired term of the vacant seat, or until a successor is elected.

(11) The Board shall have control and management of the business and affairs of the Corporation.

(12) Meetings of the Board shall be held as often as the business of the Corporation shall require, and shall be called by the President on at least forty-eight (48) hours notice.

(13) Any Head Coach engaged by the Corporation shall be responsible to and shall report to the Board. The Head Coach may be invited to attend Board meetings. He/she shall not be a member of the Board, and will have no voting rights, but will act in a reporting and advisory capacity only. The Head Coach shall not be entitled to take part in any discussion where he/she has a conflict of interest in relation to it.

(14) The Board may from time to time appoint a Director who will attend coaches' meetings, and who will act as a liaison between the coaches and the Board.

(15) Any two Board members may direct the President to call a special meeting of the Board of Directors at a specified time and place by giving written notice to the President.

(16) The Board of Directors may appoint special committees of Directors, and other voting members, of the Corporation to advise the Board. All such Committees shall report to the Board, as and when directed by the Board.

(17) The Board of Directors shall have power to engage or discharge such permanent or part-time employees, agents, independent contractors, and volunteers, as may be necessary to carry on the business of the Corporation. The Board shall review and approve the terms of any contract to be entered by the Corporation and any such person.

(18) The Board may make policies, procedures, and rules for managing the affairs of the Corporation.

(19) The Board may make policies, procedures, and rules relating to the discipline of members, and shall have the power to discipline a member by way of suspension or termination of membership, or any other means it deems fit.

(20) Each Director may vote at any meeting of the Board. In the event of a tie vote, a motion shall be defeated. Simple majority will decide the outcome of any decision.

(21) The Board of Directors may authorize any officer or officers, agent or agents, to enter into a contract or execute cheques or instruments in the name of and/or on behalf of the Corporation. Such authority may be general or confined to specific circumstances. Unless authorized by the Board of Directors, no Director, officer, agent, member, volunteer, or other person, shall have the power or authority to bind the Corporation by any contract or to pledge its credit.

(22) A resolution in writing signed by the Directors, or counterparts of such resolution signed by all the Directors entitled to vote on that resolution at a meeting of Board of Directors, including any resolution consented to by electronic means in accordance with Article XIII of these By-Laws, is as valid as if it had been passed at a meeting of the Board of Directors duly called, constituted and held. A copy of every such resolution or counterpart thereof shall be kept with the minutes of the proceedings of the Board of Directors.

(23) A Director may participate in a meeting of the Board by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means shall be deemed to be present at that meeting.

(24) All Directors of the Corporation, when representing the Corporation, shall present the position of the Corporation as established by the Board.

ARTICLE VI - OFFICERS

(1) The officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer, and such other Officers as the Board may determine from time to time. The offices of Secretary and Treasurer may be held by one person. The Past President shall also be an *ex officio* non-voting, member of the Board, unless he/she has been elected a Director, in which case he/she shall be a voting member.

(2) At the first meeting of the Board of Directors following incorporation, and following each annual meeting of the Corporation, the Directors shall elect, from among their number, a President, Vice-President, Secretary, Treasurer, and such other Officers as the Board may determine from time to time. These officers shall hold office until the first meeting of the Board of Directors following the next annual meeting or until their successors are elected.

(3) The Board of Directors may remove any or all of the officers at any time.

(4) The President shall be the chief executive officer and ex-officio member of all Committees.

(5) The President shall, when present, preside at all meetings of the Corporation and of the Board.

(6) The President, subject to the control of the Board of Directors, as may generally be performed by a President, and is the main spokesman of the Corporation. It is the President's responsibility to ensure that sufficient meetings of the Board are held to transact the business of the Board.

(7) The Vice-President shall assist the President, and in the President's absence, shall perform the duties of President. In the absence of the President, the Vice-President shall preside at all meetings of the Corporation and of the Board. In the absence of the President and the Vice-President, a Chairperson shall be chosen by the Board to preside at a meeting.

(8) The Secretary shall attend all meetings of the Corporation and of the Board and shall keep or cause to be kept accurate minutes; shall have charge of the seal of the Corporation, which whenever used shall be authenticated by the signatures of the President and the Secretary, or, in the case of the inability of either to act, by the Vice-President and one other Director, respectively. In the absence of the Secretary, the Secretary's duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all correspondence of the Corporation, and

shall present all correspondence to and from the Corporation to the Board in a timely manner. The Secretary shall also keep a record of all members of the Corporation and their addresses, and shall send all notices of the various meetings as required. Secretary shall also ensure that all required notices are sent to the members.

(9) The Treasurer shall handle all accounts payable for collecting and receiving all monies paid to the Corporation, shall be responsible for the deposit of these monies in whatever bank, trust company or credit union the Board may order; shall properly account for the funds of the Corporation; shall keep such books of account and records as may be directed; and shall present a full, detailed, duly account of receipt and disbursements to each annual meeting held by the Corporation. The Board may from time to time delegate the whole or part of these duties to its Accountant.

(10) The Board may appoint a Team Coordinator who shall be responsible for making travel and accommodation arrangements for away meets under the direction of the Board, and for communicating information pertaining to those meets to team managers, parents and swimmers.

(11) The officers of the Corporation shall perform such other duties as may be assigned by the Board.

(12) All officers of the Corporation, when representing the Corporation, shall present the position of the Board of Directors established in accordance with the By-laws.

ARTICLE VII - CONFLICT OF INTEREST

(1) The Corporation's Directors and officers shall refrain from any actions that create a conflict of interest.

(2) If a Director or Officer has, or likely will have, a direct or indirect conflict of interest with respect to a matter coming before the Board, the Director or officer shall, at the earliest possible opportunity declare his/her conflict of interest, shall immediately remove him/herself from the meeting or portion of the meeting at which the matter is being discussed, and shall not participate in any discussion of, or vote, on the matter.

(3) The Board of Directors may determine that a Director or officer is in conflict of interest, and may take such steps to deal with the matters as it deems appropriate.

ARTICLE VIII – FINANCIAL REVIEW

The books, accounts and records of the Corporation shall be reviewed at least once every year by a duly qualified accountant appointed for that purpose by the Board of Directors. A complete and proper statement of the standing of the books for the previous year shall be submitted by such person at each annual meeting of the Corporation. The books and records of the Corporation may be inspected by any voting member of the Corporation after an annual meeting, or at any time, upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records. To the extent that it is entitled by law to do so, the Corporation waives any requirement that it

appoint an auditor; however, the Board of Directors may, at any time, direct that an audit of the books, accounts and records of the Corporation.

ARTICLE IX - FISCAL YEAR The fiscal year of the Corporation shall be from September 1 to August 31 in the following year.

ARTICLE X – MEETINGS

(1) The Corporation shall hold an annual meeting of voting no later than November 30th of each year. Directors of the Corporation shall be elected at this meeting in accordance with the provisions of Article V. Such Directors shall take office at the close of such annual meeting of the Corporation.

(2) At each annual meeting, the Treasurer shall report to the members on the financial affairs of the Corporation during the previous fiscal year, the financial review conducted under Article VIII shall be presented, and any other pertinent business may be dealt with. Two (2) weeks notice of the meeting shall be given to all voting members by the Secretary.

(3) All annual meetings shall be called by the Secretary upon the direction of the President and in accordance with this Bylaw. Special meetings of the Corporation may be called at any time by the Secretary upon the direction of the President, or upon written request of a majority of the Directors.

(4) Notice of an annual or special meeting of the Corporation may be written, oral, or otherwise communicated by electronic means to the email address identified in the member's registration form. The accidental failure to give such notice to, or the nonreceipt of such notice, by a voting member shall not invalidate the proceedings at any such meeting. Unless otherwise required by law, notice of the time and place of any annual or special meeting shall be given to all voting members not less than 72 hours.

(5) A special meeting of the Corporation shall be called by the President within seven (7) days upon receipt by him of a petition signed by one-quarter (1/4) of the voting members in good standing, setting forth the reasons for calling the meeting.

(6) The voting members, who are in good standing and who are present at a meeting, shall constitute a quorum at any annual or special meeting of the Corporation. Simple majority will decide the outcome of any decision.

(7) A voting member who is in good standing shall have the right to vote at any meeting of the Corporation at which he or she is personally present. No proxy votes shall be permitted.

(8) A person who has resigned his or her membership, or who has been expelled or suspended from membership, shall not be eligible to vote at meetings of the Corporation.

ARTICLE XI - REMUNERATION

No Director or officer of the Corporation shall receive any honorarium for his services. They may, however, be reimbursed for such reasonable expenses incurred in the conduct of Corporation's business as may be approved by the Board.

ARTICLE XII - FINANCE

(1) Annual swim fees shall be established by the Board of Directors before registration takes place in September of each year. Annual swim fees shall be paid at the time of registration in such manner as may be required by the Board.

(2) The Board of Directors shall have the power to establish such other fees as it may consider necessary for fiscal reasons. It may also establish meet fees, a fee payment schedule, and a fee refund policy.

(3) The Board may recommend a special assessment of fees against the voting members, if considered necessary for fiscal reasons not contemplated at the beginning of the fiscal year, by sending a recommendation to each voting member not less than ten (10) days prior to any regular, semi-annual, annual, or special meeting of the voting members. Such an assessment requires the approval of a majority of the voting members present at the meeting.

(4) Honourary members shall not be required to pay any fees to the Corporation, and shall not be liable for any special assessments.

(5) For the purpose of carrying out its objects, the Corporation may borrow or raise or secure the payment of money in such manner as it deems fit, and in particular by the issue of promissory notes, debentures, mortgages, and the like, but this power shall be exercised only under the authority of the Corporation, and in no case shall debentures be issued without the sanction of an extraordinary resolution of the Corporation passed at a duly constituted meeting of the voting members.

ARTICLE XIII – AMENDMENTS TO BYLAWS

New By-Laws may be adopted, or these By-Laws may be amended or repealed, by a majority of the Directors at a meeting of the Board of Directors but every such By-Law, amendment, or repeal shall, unless in the meantime confirmed by a two-thirds (2/3) majority of votes cast at a meeting of the voting members duly called for that purpose, only have effect until the next meeting of those voting members of the Corporation. If the By-Law is not confirmed by such a two-thirds (2/3) majority at such a meeting, it shall at and from that time cease to have force. A copy of any proposed By-Law changes must be sent to each voting member at least ten (10) days prior to the date of the meeting at which the proposed amendments will be introduced.

ARTICLE XIV - PROTECTION AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND MEMBERS ETC.

(1) No Director, officer, member, authorized agent or volunteer, of the Corporation, shall be liable or responsible for the debts or of liabilities of the Corporation.

(2) Every Director of the Corporation, and his or her heirs, executors, and administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the

Corporation from and against all costs, charges, and expenses which he/she shall or may sustain or incur in any action or proceeding which is brought or prosecuted against him/her for or in respect of any act, deed, matter or thing made, done or permitted by him/her in or about the execution of the duties of his/her office, and also from and against all other costs, charges and expenses which he/she may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by his/her own willful neglect or default.

(3) No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director, officer, employee, agent, independent contractor, or volunteer, or for joining in any receipt or act, for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Corporation; for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested; for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited; for any loss occasioned by an oversight or error in judgment on his/her part; for any other loss, damage or misfortune which may happen in the exercise of his/her respective duties or trust or relation thereto, unless the same shall happen by his or her own or through his/her own willful act or default. Directors may rely upon the accuracy of any financial or other statement or report prepared pursuant to these Bylaws, and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

(4) The Corporation may, at its expense, protect itself and its Directors or officers against any liability, cost, or expense by purchasing and maintaining insurance.

ARTICLE XV– ELECTRONIC COMMUNICATION

Any requirement under these By-laws, or otherwise, for notice to be given to any person, shall be satisfied if such notice is given by means of electronic communication using any internal or external and general recognized electronic mail system, to such address as is provided by such person to the Corporation from time to time. Furthermore, the requirement, whether hereunder or otherwise, for any resolution or other matter to be in writing and signed by any person (or counterpart of such resolution of such matter) shall be satisfied by such person communicating his/her consent to such resolution or other matter by such electronic mail system to such address as specified by the Corporation from time to time. The Board of Directors may determine, in their sole discretion, the formal requirements of any such communication.

ARTICLE XVI - DISSOLUTION AND WINDING UP

The net profit of the Corporation shall be expended in the operation of the Corporation and in the event of a winding up or other dissolution of the Corporation, there shall not be any distribution of any kind among members, but the funds of the Corporation shall be applied to one or more charitable organizations within the community serviced by the Corporation.

ARTICLE XVII - INTERPRETATION

In these By-Laws, all other By-Laws and all resolutions of the Corporation, unless a contrary intention is expressed, words importing the singular number only shall include

the plural word and vice-versa; words importing the masculine gender shall include the feminine and neuter genders.

ARTICLE XVIII – WAIVER OF NOTICE

Whenever any notice is required to be given to any Director or Member under these Bylaws, a waiver thereof in writing, signed by that person, whenever signed shall be deemed equivalent to such notice. Attendance at a meeting shall be deemed to constitute waiver of notice, unless the Director or member attends for the express purpose of objecting to the meeting because it was not appropriately called.

ARTICLE XIX – RULES OF ORDER

Expeditious, orderly, and considerate pursuit of Corporation business shall be the object of each meeting. If, in any cases, these Bylaws conflict with these principles, these Bylaws shall prevail.