



Nepean Artistic Swim Club Bylaws

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Change History

Date	Name	Reason
2008	Marc Bordeleau	Creation
2018	Fletcher Cudmore	Max number of Directors now seven(7), up from six(6). See Section 6.1
2019	Fletcher Cudmore	<p>Club name change to Nepean Artistic Swim Club from Nepean Synchro Swim Club.</p> <p>Updates to meet new OAS Policy requirements.</p> <p>Most updates pulled from OAS's current Bylaws.</p> <p>Document also reorganized to be similar to OAS Bylaws</p> <p><u>Specific updates:</u> Section 1: 1.1, 1.4, 1.5, 1.6, 1.7 are new Section 2: Entire section is new Section 4: 4.2 is new Section 9: 9.2 is new Section 12: Entire section is new Section 13: 13.1 updated Section 14: 14.2, 14.3, 14.4, 14.5 are new Section 15: 15.2, 15.3, 15.4</p> <p>Approved by Members at Nov 23, 2019 AGM.</p>

1. Purpose

- 1.1. These Bylaws relate to the general conduct of the affairs of Nepean Artistic Swim Club, a provincial not for profit Corporation incorporated under the Ontario Corporations Act, and referred to as “NASC” in these Bylaws.
- 1.2. The corporate name for the not for profit Corporation shall be Nepean Artistic Swim Club(NASC).
- 1.3. The establishment and operation of the Nepean Artistic Swim Club is for the purposes of promoting awareness and interest in Artistic swimming, facilitating training and coaching for recreational and competitive Artistic swimming programs, and such other complementary purposes not inconsistent with these objects.
- 1.4. The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to NASC will be used in promoting its objects.
- 1.5. Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with NASC objects.
- 1.6. These By-Laws have been drafted in English; any other language text is a translation. In the case of conflicting interpretation, the English text will prevail.
- 1.7. Interpretation Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

2. Definitions

The following terms have these meanings in these Bylaws:

- i. “Act” means the Ontario Corporations Act including the regulations made, pursuant to the Act, and any statutes or regulations that may be substitutes, as amended from time to time;
- ii. “Auditor” means an auditing firm appointed by the Members at the Annual Meeting to audit the books, accounts, and records of NASC for a report to the Members at the next Annual Meeting;
- iii. “Board” means the Board of Directors of NASC;
- iv. “CAS” refers to Canada Artistic Swimming;

- v. "Club" refers to NASC;
- vi. "Committee" refers to a Standing Committee, Ad Hoc Committee, Committee of the Board or Committee of the Executive Director;
- vii. "Corporation" refers to NASC;
- viii. "Days" means days including weekends and holidays;
- ix. "Director" means a member of the Board of Directors of NASC;
- x. "Including" means including but not limited to;
- xi. "Member" is a parent or guardian of a competitive program participant(s) at NASC
- xii. "NASC" refers to Nepean Artistic Swim Club;
- xiii. "OAS" refers to Ontario Artistic Swimming;
- xiv. "Officer" means an individual elected or appointed to serve as an Officer pursuant to these Bylaws;
- xv. "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;
- xvi. "Policy" means a written directive ratified by the Board that defines objectives, principles, procedures and methods to govern decisions and actions of NASC with respect to its programs and services;
- xvii. "Special Resolution" means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution;
- xviii. "Termination" means the immediate permanent cessation of Membership in accordance with the provisions herein and the provisions of any NASC Bylaw or policy.

3. Head Office

- 3.1. The Head Office of the Corporation shall be the address of the current President.

4. Conditions of Membership

- 4.1. An eligible Member of the Corporation is a parent or guardian of a competitive program participant(s) who avails themselves of the services offered by the NASC by paying their participant fees on a timely basis during the current fiscal year.
- 4.2. Participant fees will be determined annually by the Board.
- 4.3. An additional one time Membership fee (over and above the participant's fees) can be set by the Board of Directors.
- 4.4. Any Member will be considered ineligible when the participant they are

responsible for has withdrawn from the program, and/or when fees are considered unpaid.

- 4.5. From time to time, Members may be asked to volunteer their time for the benefit of NASC. However, Membership is not required to volunteer for the club. A volunteer may be any person who offers his or her services and/or expertise without charge, to assist or support the NASC.

5. Members' Meetings

- 5.1. The annual general meeting or any other special meeting of the Members shall be held in Ottawa or elsewhere in Ontario as determined by the Board of Directors.
- 5.2. The annual general meeting will be held within six(6) months of the fiscal year end. At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors, election of Directors, and approval of the financial statements shall be part of the meeting agenda.
- 5.3. The Board of Directors shall call a special meeting of the Members on written requisition by two-thirds($\frac{2}{3}$) of the eligible Members or two-thirds($\frac{2}{3}$) of the Board of Directors.
- 5.4. Fourteen (14) days' written and/or electronic notice shall be given to each Member of any annual general or special meeting of the Members.
- 5.5. Each Member has one(1) vote per participant at the annual general meeting or at another special meeting.
- 5.6. All questions proposed for consideration at a meeting of Members shall be determined by a simple majority of votes (50% + 1) cast by the Members present at the meeting.

6. Board of Directors

- 6.1. The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum of three(3) Directors, and a maximum of seven(7) Directors.
- 6.2. Directors must be individuals, eighteen(18) years of age, who are eligible Members which participants registered in the competitive program or Members at large in the community who can bring expertise to the Board.
- 6.3. Directors shall be elected for a term of two(2) years by the Members at the annual

general meeting of Members.

- 6.4. The current Directors of the Board shall be responsible for Board succession planning and shall solicit qualified nominees, receive their consent and present them for election at the next annual general meeting or other special meeting.
- 6.5. The office of Director shall be automatically vacated if at a special general meeting of Members, a resolution is passed by two-thirds($\frac{2}{3}$) of the Members present at the meeting that the Director be removed from office, or if a Director resigns their office by delivering a written resignation to the Secretary of the Corporation.
- 6.6. Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of the Corporation.
- 6.7. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the position as such; provided that a Director may be paid reasonable expenses incurred in the performance of duties.

7. Powers of Directors

- 7.1. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 7.2. The Directors shall have power to authorize expenditures on behalf of the Corporation and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees.

8. Board of Directors Meeting

- 8.1. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours written and/or electronic notice of such meeting shall be given, other than by mail, to each Director.
- 8.2. There shall be at least one (1) meeting per year of the Board of Directors.
- 8.3. Each Director is authorized to exercise one (1) vote.

- 8.4. A majority of Directors in office, from time to time, but no less than two(2) Directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the bylaws of the Corporation.

9. Indemnities to Directors and Others

- 9.1. Every Director of the Corporation 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 the Corporation, from and against;
- i. all costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the Director or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by the Director in or about the execution of the duties of their office or in respect of any such liability;
 - ii. all other costs, charges and expenses which is sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.
- 9.2. NASC will, at all times, maintain in force such Directors and Officers liability insurance.

10. Officers of the Corporation

- 10.1. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and any such other officers as the Board of Directors may determine. Any two(2) offices may be held by the same person. Officers need not be Directors, or Members.
- 10.2. An Officer shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual general meeting of Members.
- 10.3. An officer of the Corporation shall hold office for two(2) years from the date of their appointment or until their successor is appointed in their stead. An officer shall be subject to removal by resolution of the Board of Directors at any time.

11. Duties of Officers

- 11.1. The President shall also be the chair of the Corporation. The President shall:
 - i. Preside at all meetings of the Corporation and of the Board of Directors
 - ii. See that all orders and resolutions of the Board of Directors are carried into effect.
- 11.2. The President shall have general and active management of the affairs of the Corporation.
- 11.3. The Vice President shall have general and active management of the affairs of the Corporation when the President is not available to complete the duties assigned to the office. The Vice President is responsible for the management of the committees, and any other duties assigned by the Board of Directors.
- 11.4. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.
- 11.5. The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President.
- 11.6. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires them.

12. Conflict Of Interest

- 12.1. A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest in a proposed contract or transaction with NASC shall disclose fully and promptly the nature and extent of such interest to the Board, shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

13. Execution of Documents

- 13.1. Contracts, agreements, documents or any financial instruments in writing requiring the signature of the Corporation, shall be signed by any two(2) Directors and all contracts, agreements, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

14. Finance and Management

- 14.1. The fiscal year end of NASC shall be June 30th.
- 14.2. The banking business of NASC will be conducted at such financial institution as the Board may determine.
- 14.3. At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of NASC in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of NASC and must be permitted to conduct an audit or review engagement of NASC under the Public Accounting Act, 2004, as amended.
- 14.4. The financial statements of NASC will be presented annually to the Members at the Annual Meeting in accordance with the Act and must be:
 - i. Reviewed by a Chartered Professional Accountant (CPA) through a Financial Review Engagement, as defined by CPA Canada, if NASC's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or NASC has fewer than 1,000 but greater than or equal to 500 registered individuals; or

- ii. Signed with a Notice to Reader prepared by a Chartered Professional Accountant if NASC's annual gross revenue is less than \$100,000 but greater than or equal to \$10,000.
- 14.5. The Directors will approve financial statements (evidenced by the signature of one or more Directors) of the last fiscal year of NASC but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
 - i. The financial statements;
 - ii. The auditor's report; and
 - iii. Any further information respecting the financial position of NASC
- 14.6. The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

15. Amendment of ByLaws

- 15.1. These By-laws may only be amended, revised, repealed or added to under the jurisdiction of the Act, by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these By-laws. Upon affirmative vote, any amendments, revisions, additions or deletions will be effective immediately.
- 15.2. Under the jurisdiction of the Act:
 - i. By Ordinary Resolution of the Board. Any Bylaws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the Bylaws by Ordinary Resolution.
 - ii. By a Member entitled to vote who may make a proposal to make, amend, or repeal a Bylaw in accordance with the Act which requires at least sixty (60) days' notice. Any Bylaws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the Bylaws by Ordinary Resolution.

15.3. Bylaws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

15.4. In these By-laws, written notice will mean notice that is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

- i. Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is postmarked.
- ii. The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice that does not affect its substance will not invalidate any action taken at the Meeting.

16. Dissolution

16.1. Upon dissolution of the Corporation, any assets net of debt payment shall be distributed among the Members at the time of dissolution.