

## PHAST SWIM CLUB BY-LAWS- PHAST Port Hawkesbury

### **ARTICLE I: GENERAL**

- 1.1 **Purpose** – These By-laws relate to the general conduct of the affairs of the PHAST Swim Club, incorporated under the Nova Scotia *Societies Act*.
- 1.2 **Definitions** - The following terms have these meanings in these By-laws:
  - a) *Act* – the Nova Scotia *Societies Act*, as amended from time to time and any legislation that may be substituted therefor.
  - b) *Association* – PHAST Swim Club
  - c) *Board* – the Board of Directors of the Association.
  - d) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
  - e) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws.
  - f) *Ordinary Resolution* – a resolution passed by a majority of the votes cast at a meeting of the Board, meeting of a Committee, or a meeting of Members.
  - g) *Special Resolution* – a resolution passed by three-fourths of the votes cast at a meeting of the Board, meeting of a Committee, or a meeting of Members.
- 1.3 **Head Office** – The head office of the Association will be located within the Province of Nova Scotia.
- 1.4 **No Gain for Members** – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
- 1.5 **Ruling on By-laws** – 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 the objects of the Association.
- 1.6 **Conduct of Meetings** – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.7 **Interpretation** – Word 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.

### **ARTICLE II: MEMBERSHIP**

- 2.1 **Categories of Membership** – The Association has the following categories of membership:
  - a) Swimmer Member - any individual, who is a registered year-round swimmer and has applied for membership, has agreed to abide by the Association's By-laws, policies, rules and regulations and is registered with the Association in accordance with Section 2.2. Note that this means many of the Members are minors; see section 3.10 regarding voting rights for minor Members.
  - b) Director Member – any individual appointed or elected as a Director of the Association in accordance with these By-laws.
- 2.2 **Admission of Members** - No individual will be admitted as a Member of the Association unless:
  - a) The candidate member has made an application for membership in a manner prescribed by the Association;
  - b) The candidate member has agreed to comply with these By-laws and the policies and procedures of the Association;
  - c) The candidate member is and has always been a member in good standing, unless by approval of the Board ;
  - d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
  - e) The candidate member has paid dues as prescribed by the Board; and
  - f) The candidate member has been approved by Ordinary Resolution as a member by the Board or by any committee or individual delegated this authority by the Board.
- 2.3 **Membership Duration and Dues**
  - a) Unless otherwise determined by the Board, the membership year of the Association will be September 1<sup>st</sup> – August 31<sup>st</sup>,

- b) Membership is accorded on an annual basis as determined by the Board and all Members will re-apply for membership each year.
- c) Membership dues will be determined annually by the Board .

#### 2.4 **Withdrawal and Termination of Membership**

- a) Resignation – A Member may resign by delivering written notice of such resignation to the Association and resignation will take effect upon delivery.
- b) May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.
- c) Arrears – A Member will be expelled from the Association for failing to pay membership dues or money owed to the Association by the deadline dates prescribed by the Association or otherwise fails to comply with all other registration policies of the Association by way of Ordinary Resolution of the Board .
- d) Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association’s policies and procedures relating to discipline of Members.

#### 2.5 **Good Standing**

- a) A Member of the Association will be in good standing provided that the Member:
  - i. Has not ceased to be a Member;
  - ii. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - iii. Has completed and remitted all documents as required by the Association;
  - iv. Has complied with the By-laws, policies, rules and regulations of the Association;
  - v. Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - vi. Had paid all required membership dues.

#### 2.6 **Cease to be in Good Standing**

- a) Members who cease to be in good standing, as determined by the Board , Discipline Panel, or Appeal Panel, will not be entitled to vote at meetings of Members and, if the Member is a Director, at meetings of the Board, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as described above.

### **ARTICLE III: MEETINGS OF MEMBERS**

#### 3.1 **Types of Meetings** – Meetings of Members will include Annual General Meetings and Special Meetings.

#### 3.2 **Special Meeting** - A Special Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of sixty (60%) percent or more of the Members . The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called.

#### 3.3 **Location and Date** - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

#### 3.4 **Notice** - Notice of meetings of Members will be posted on the Association’s website at least thirty (30) days prior to the date of the meeting. Written notice (may be done electronically) will be given to all Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

#### 3.5 **Adjournment** – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

#### 3.6 **Agenda** – The agenda for the Annual General Meeting normally includes:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda

- e) Declaration of any Conflicts of Interest
  - f) Approval of Minutes of the previous Annual General Meeting
  - g) Board, Committee and Staff Reports
  - h) Financial Report
  - i) Appointment of Auditor
  - j) Business as specified in the meeting notice
  - k) Election of new Directors
  - l) Adjournment
- 3.7 **New Business** - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.
- 3.8 **Quorum** – Seven (7) Members will constitute a quorum.
- 3.9 **Closed Meetings** – Meetings of Members will be closed to the public except by invitation of the Board.
- 3.10 **Voting Privileges** - Members will have the following voting rights at all Meetings of Members:
- a) Swimmer Members nineteen years of age or older may attend meetings of Members and are entitled to one (1) vote.
  - b) Swimmer Members under nineteen years of age may attend meetings of Members but are not entitled to vote; however one parent or guardian may attend meetings of Members on behalf of the minor Swimmer Member and is entitled to one (1) vote.
  - c) Director Members are entitled to attend meeting of Members and are entitled to one (1) vote.
- 3.11 **Scrutineers** - At the beginning of each meeting, the Board may appoint two or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.12 **Determination of Votes** - Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is held for elections or is requested by a majority of those Members voting.
- 3.13 **Majority of Votes** - Except as otherwise provided in the Act or these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

#### **ARTICLE IV: GOVERNANCE**

- 4.1 **Composition of the Board**
- a) The Board will be composed of the following Directors:
    - i. President
    - ii. Vice President
    - iii. Treasurer
    - iv. Secretary
    - v. Director-at-Large
- 4.2 **Election or Appointment of Directors** - Any individual who is nineteen (19) years of age or older, who has the power under law to contract may be nominated for election as a Director.
- 4.3 **Nominations** – Nominations for Director positions may be submitted to the Secretary of the Association one (1) week prior to the Annual General Meeting. Nominees must be eligible to serve as a Director. Nominations will not be accepted at the Annual General Meeting unless there are no nominations for a position.
- 4.4 **Incumbents** – Individuals currently on the Board wishing to be re-elected must notify the Secretary of the Association one (1) week prior to the Annual General Meeting of their interest for re-election.
- 4.5 **Decision** – Elections will be decided by the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation unless a Member requests the winner be declared by Ordinary Resolution.
  - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. 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 than two nominees, the nominee receiving

the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board by Ordinary Resolution.

- 4.6 **Elected Director's Terms** - Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.
- 4.7 **Rotation of Directors** – Directors will be elected at each Annual General Meeting as follows:
- a) The President and Secretary will be elected at alternate Annual Meetings to those listed in sub-section b.
  - b) The Vice President, Treasurer and Director at Large will be elected at alternate Annual Meetings to those listed in sub-section a.
- 4.8 **Resignation** - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. When a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.9 **Vacate Office** - The office of any Director will be vacated automatically if:
- a) The Director misses two (2) consecutive meetings without the approval of the President or the Board;
  - b) The Director is found by a court to be of unsound mind;
  - c) The Director becomes bankrupt; or
  - d) The Director dies.
- 4.10 **Removal** – A Director may be removed by special resolution of the Members present at an Annual General Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.
- 4.11 **Vacancy** - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.
- 4.12 **Meetings of the Board** – Meetings of the Board will be held at any time and place as determined by the President or a majority of the Board .
- 4.13 **Notice** – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice or if those absent consent to the meeting being held in their absence.
- 4.14 **Number of Meetings** – The Board will hold a minimum of six (6) meetings per year.
- 4.15 **Quorum** – At any meeting of the Board , quorum will consist of at least fifty percent of Directors .
- 4.16 **Voting** – Each Director is entitled to one vote. Voting will be by a show of hands or orally unless a majority of Directors present request a secret ballot. Motions will be passed by Ordinary Resolution.
- 4.17 **No Proxies** – Directors may not vote via proxy at meetings of Directors.
- 4.18 **Closed Meetings** – Meetings of the Board will be closed to Members and the public. Upon approval of the President, any person may be permitted to present a pre-approved item that will be added to a specified Board meeting agenda.
- 4.19 **Meetings by Telecommunications** - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

- 4.20 **Powers of the Board** - Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions. Without limit the generality of the foregoing, the Board may:
- a) Implement policies, procedures and rules for managing the affairs of the Association;
  - b) Implement policies, procedures and rules relating to the registration of Members and shall have the authority to register members accordingly;
  - c) Implement policies, procedures and rules relating to the discipline of Members, and shall have the authority to discipline members accordingly;
  - d) Implement policies, procedures and rules relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly;
  - e) Implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Association and shall have the authority to manage these accordingly;
  - f) Establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee; and
  - g) Employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

## **ARTICLE V: OFFICERS AND COMMITTEES**

- 5.1 **Composition** – The Officers of the Association will be comprised of the following:
- a) President
  - b) Vice-President
  - c) Secretary
  - d) Treasurer
- 5.2 **Duties of Officers**
- a) The **President** shall preside as chair over all meetings of the Members, and meetings of the Board. The President will also attend to those matters requiring the attention of the chief spokesperson of the Association. Subject to the powers and duties of the Board, the President will oversee the general management of the Association and will have such other powers and duties as may from time to time be delegated to the President by the Board.
  - b) The **Vice-President** shall perform such duties as may from time to time be delegated by the Board and in the absence or disability of the President, perform the duties of the President.
  - c) The **Treasurer** shall:
    - i. Administer the financial affairs of the Association including the supervision and preparation of accounts, the receipt and disbursement of monies, the preparation of financial statements for the Association and the organization of the annual audit of the Association; and
    - ii. Perform such other duties as may from time to time be delegated by the Board.
  - d) The **Secretary** shall:
    - i. Cause to be drafted minutes of meetings of the Members and meetings of the Board;
    - ii. Provide notices to Directors and members when so instructed;
    - iii. Be the custodian of the corporate records and corporate seal of the Association; and
    - iv. Perform such other duties as may from time to time be delegated by the Board.
- 5.3 **Removal** – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the Members at a meeting of the Members provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.
- 5.4 **Appointment of Committees** - The Board may appoint standing, sub and ad-hoc committees as it deems necessary for managing the affairs of the Association and may appoint or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.
- 5.5 **Quorum** - A quorum for any Committee will be the majority of its voting members.
- 5.6 **Terms of Reference** - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

- 5.7 **Vacancy** - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 5.8 **President Ex-officio** - The President, or designate as appointed by the President, will be an ex-officio (non-voting) member of all Committees of the Association.
- 5.9 **Appointment of Administrative Positions** - The Board may appoint individuals into Administrative Positions to assist the Association, may prescribe the duties of the administrative positions and may delegate to any administrative position any of its powers, duties and functions except where prohibited by the Act or these By-Laws. Administrative Positions may include:
- a) Registrar
  - b) Team Manager
  - c) Officials Chairperson
  - d) Publicity Chairperson
  - e) Ways and Means Chairperson
  - f) Past President
  - g) Equipment Chairperson
  - h) Swim-A-Thon Chairperson
  - i) Social Events Chairperson
- 5.10 **Removal** - The Board may remove any member of any Committee or Administrative Position.
- 5.11 **Conflict of Interest** – A Director, Officer or individual holding an Administrative Position who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

#### **ARTICLE VI: FINANCE AND MANAGEMENT**

- 6.1 **Fiscal Year** – The fiscal year of the Association will be September 1<sup>st</sup> – August 31<sup>st</sup>, or such other period as the Board may from time to time determine.
- 6.2 **Bank** - The banking business of the Association will be conducted at such financial institution as the Board may designate.
- 6.3 **Financial Review** - At each Annual General Meeting, the Members will appoint an auditor to audit the books, accounts and records of the Association. The auditor will hold office until the next Annual General Meeting unless removed by an Ordinary Resolution. The auditor will not be an Employee or a Director of the Association.
- 6.4 **Books and Records** - The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept. The Members may inspect the annual financial statements, minutes from meetings of the Members, and minutes from meetings of the Board at the registered office of the Association with one week's notice during normal business hours. All other books and records of the Association may be inspected by any Member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Association during normal business hours.
- 6.5 **Signing Authority** – All written agreements and financial transactions entered into in the name of the Association will be signed by two of the following: President, Treasurer, and two other individuals as authorized by the Board
- 6.6 **Contracts** – Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by any two of the following: President, Treasurer, and two other individuals as authorized by the Board.
- 6.7 **Borrowing** - The Association may borrow funds upon such terms and conditions as the Board may determine.

- 6.8 **Disbursement of Funds** – No Director, Member or employee of the Association will disburse any funds in his/her keeping belonging to the Association unless authorized policies and procedures are adhered to.
- 6.9 **Intellectual Property** – No person, entity or organization may use any intellectual property of the Association without the prior written authorization of the Board .

#### **ARTICLE VII: AMENDMENT OF BY-LAWS**

- 7.1 **Voting** – These By-laws may only be amended, revised, repealed or added to by a two-thirds (2/3rds) affirmative vote of the Members present at a meeting duly called to amend, revise or repeal these By-laws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective upon approval of the Registrar of Joint Stock Companies appointed under the Nova Scotia *Companies Act* (i.e., upon approval of the government).
- 7.2 **Notice in Writing** – Notice in writing of amendment of By-laws is to be delivered to the Board thirty (30) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members fifteen (15) days prior to meeting at which it is to be considered.
- 7.3 **Waiver of Notice** – Notwithstanding any other provisions of these By-laws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than two-thirds (2/3rds) of the Members present .

#### **ARTICLE VIII: DISSOLUTION**

- 8.1 **Dissolution** - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organizations with similar objectives as the Association as determined by the Board .

#### **ARTICLE IX INDEMNIFICATION**

- 9.1 **Will Indemnify** - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

**Will Not Indemnify** - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or acts which break the law.

- 9.2 **Insurance** - The Association will, at all times, maintain in force such Directors and Officers liability insurance as may be approved by the Board .

Last Reviewed, August 2021