



SWIM ONTARIO

BY-LAWS (09/24/2023)

ARTICLE I

General

Section 1.01 Purpose

These by-laws relate to the general conduct of the affairs of Swim Ontario, an organization incorporated under the Ontario Corporations Act, R.S.O. 1990, CHAPTER C.38.

Section 1.02 Definitions

In these By-Laws, unless the context otherwise requires:

- a) "Ad Hoc Committee" means a Committee created in accordance with Section 7.02;
- b) "Act" means the Ontario Corporations Act, R.S.O. 1990, CHAPTER C.38, as amended from time to time, and any legislation that may be substituted therefore including but not limited to the Ontario Not for Profit Corporations Act, 2010;
- c) "A.G.M." means the Annual General Meeting of the Members;
- d) "Auditor" means the individual appointed by the Members at the Annual General Meeting to audit the books, accounts and records of Swim Ontario for a report to the Members at the Annual General Meeting;
- e) "Board" means the Board of Directors of Swim Ontario;

- f) "Club" means a group or organization, including a varsity club, that consists of Swimmers and at least one Coach (and may also include Officials) who are Registrants with Swim Ontario and that has objectives that align with those of Swim Ontario;
- g) "Coach" means an "eligible coach" as defined by the rules of FINA, SNC, CSCA, OSCC, and Swim Ontario;
- h) "Committee" means Standing Committees, Ad Hoc Committees, Committees of the Board, and Committees of the Chief Executive Officer;
- i) "Competitive Swimmer" means a Swimmer registered in any of the Competitive, Varsity, or Masters registration categories as set out in the applicable policies and procedures of Swim Ontario
- j) "CSCA" means the Canadian Swimming Coaches Association (formerly known as the Canadian Swimming Coaches and Teachers Association or CSCTA);
- k) "Days" shall include weekends and holidays;
- l) "Delegate" has the meaning set out in Section 3.13;
- m) "Director" means an individual elected or appointed to serve on the Board pursuant to these By-Laws;
- n) "FINA" means the "Federation Internationale de Natation Amateur";
- o) "Good Standing" has the meaning set out in Section 2.05;
- p) "Letters Patent" means the letters patent incorporating Swim Ontario, as from time to time amended by supplementary letters patent;
- q) "Member" means any duly registered Club pursuant to the applicable membership policies and procedures of Swim Ontario that is in Good Standing;
- r) "Officer" means an individual elected or appointed to serve as an Officer of Swim Ontario pursuant to these By-Laws;
- s) "Official" means an eligible official as defined by the rules of FINA, SNC and Swim Ontario;
- t) "Ordinary Resolution" means 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;
- u) "OSCC" means Ontario Swimming Coaches Committee;
- v) "Poll" means a requested vote whereby each Delegate indicates their position either for or against the resolution under consideration. Scrutineers, appointed prior to the taking

of the poll, then note the number of votes held by the Delegate. Scrutineers tally votes for and against the resolution;

- w) "Registrant" refers to Swimmers and Coaches duly registered with a Member of Swim Ontario, and Officials registered with Swim Ontario or a Member of Swim Ontario, who must comply with the rules and policies of FINA, SNC and Swim Ontario;
- x) "SNC" means Swimming/Natation Canada; operating and often referred to as Swimming Canada.
- y) "Special Meeting" means a meeting specially called to discuss a particular item of Swim Ontario's business. A Special Meeting may be called by the Secretary, by a majority vote of the Board upon written request to the Secretary, or by the written request to the Secretary of not less than ten percent (10%) of the Members;
- z) "Special Resolution" means a
 - i) Resolution passed by no less than two-thirds (2/3) of the votes cast at a meeting of Members for which twenty-one (21) days' notice has been given specifying the intention of the resolution, provided quorum has been met; or
 - ii) Resolution proposed and passed as a Special Resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the Members meeting so agree; or
 - iii) Resolution consented to in writing by all Members who would have been entitled at a Members meeting to vote on the resolution;
- aa) "Swimmer" means an individual swimmer duly registered under the applicable policies and procedures of Swim Ontario, regardless of registration category.
- bb) "Swim Ontario Region" means the geographic area of the province to which Clubs are allocated by Swim Ontario;
- cc) "Swim Ontario Team" means the Provincial Swim Team as determined by Swim Ontario from time to time; and

Section 1.03 Head Office

The Head Office of Swim Ontario shall be located at all times within the Province of Ontario.

Section 1.04 No Gain for Members

Swim Ontario shall be carried on without the purpose of gain for its Members and any profits or other accretions to Swim Ontario shall be used in promoting its objectives.

Section 1.05 Ruling on By-Laws

Except as provided in the Act, the Board shall have the authority to interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of Swim Ontario.

Section 1.06 Conduct of Meetings

Unless otherwise specified in the Act or these By-Laws, meetings of Members and meetings of the Board shall be conducted according to Roberts Rules of Order (current edition).

Section 1.07 Language

These By-Laws have been drafted in English; any other language text is a translation. In the case of conflicting interpretation, the English text shall prevail.

Section 1.08 Interpretation

Words importing the singular shall include the plural and vice versa and words importing persons shall include bodies corporate.

Section 1.09 Execution

Any Director or Officer can certify documents as a “true copy”.

ARTICLE II

Membership

Section 2.01 Categories of Membership

Swim Ontario has one (1) category of membership: Clubs. Membership shall be governed by the provisions of these By-Laws as well as the provisions contained in Swim Ontario’s policies and procedures as amended from time to time.

Section 2.02 Admission and Renewal of Members

Application for membership renewal:

- a) The Member has not withdrawn or terminated its membership and is in Good Standing;
- b) The Member has made an application for membership renewal (when prescribed by Swim Ontario) pursuant to the relevant Swim Ontario policies and procedures;
- c) The Member has paid all membership fees; and
- d) The Member has agreed to comply with and meets the requirements of the By-Laws, policies, procedures, rules and regulations of Swim Ontario

Application for new membership:

- a) The candidate member has made an application for membership in a manner prescribed by Swim Ontario pursuant to the relevant Swim Ontario policies and procedures;
- b) The candidate member has agreed to comply with and meets the requirements of the By-Laws, policies, procedures, rules and regulations of Swim Ontario; and
- c) The candidate member has been approved by a Member by the Board or by any committee or individual delegated this authority by the Board.
- d) The new Member has completed a probational period pursuant to Swim Ontario's policies and procedures, during which the probational Member, provided it is in Good Standing, is entitled to participate in Swim Ontario competitions and events, save and except that probational Members are not entitled to vote or participate in Swim Ontario Members meetings during the probational period.

Section 2.03 Membership Duration and Fees

- a) **Year** – Unless otherwise determined by the Board, the membership year shall be September 1st to August 31st.
- b) **Duration** – Membership is accorded on an annual basis and Members shall re-apply for membership each year. Each Member shall remain a Member throughout the membership year provided that the Member remains in Good Standing, or until it withdraws as a Member or until its membership with Swim Ontario is suspended or terminated.
- c) **Fees** – Membership fees shall be determined by the Board of Directors.

Section 2.04 Withdrawal and Termination of Membership

- a) **Resignation** – A Member may resign by delivering written notice of such resignation to the President or Secretary or the Head Office of Swim Ontario to the attention of the President or Secretary, and such resignation shall take effect upon delivery.
- b) **Arrears** – A Member shall be suspended and subject to expulsion from Swim Ontario by way of Ordinary Resolution of the Board of the Directors for failing to pay membership fees or money owed to Swim Ontario by the deadline dates prescribed by Swim Ontario.
- c) **Failure to Renew** – Membership will be deemed to have lapsed should a Member fail to apply for membership renewal prior to December 1, annually. Lapsed Members will need to reapply for membership as a new member.
- d) **Discipline** – In addition to expulsion for failure to pay membership fees, each Member agrees to be subject to Swim Ontario's policies and procedures concerning discipline,

complaints, and appeals and may be subject to discipline up to and including expulsion from Swim Ontario pursuant to those policies and procedures.

- e) **Removal** – A Member may be removed by Special Resolution of the Members present at a meeting of the Members, provided the Member has been given proper notice of and the opportunity to be present and to be heard at such a meeting.

Section 2.05 Good Standing

- a) **Definition** – A Member of Swim Ontario shall be in Good Standing provided that the Member:
 - i) Has not ceased to be a Member;
 - ii) Is not currently suspended or expelled from membership;
 - iii) Is not currently subject to membership restrictions or sanctions other than suspension or expulsion;
 - iv) Has completed and remitted all documents and certifications, if necessary, as required by Swim Ontario;
 - v) Complies with the By-Laws, policies, procedures, rules and regulations of Swim Ontario;
 - vi) Has fulfilled all terms and conditions of any prior disciplinary action, restrictions, or sanctions to the satisfaction of the Board; and
 - vii) Has paid all required membership fees.
- b) **Privileges** – Subject to these By-Laws and other governing documents of Swim Ontario, Members in Good Standing are entitled to the following privileges:
 - i) To vote;
 - ii) To attend and participate in the meetings and affairs of Swim Ontario;
 - iii) To have its Registrants participate in sanctioned competitions, training camps, or clinics of Swim Ontario; or
 - iv) To participate in other events associated with Swim Ontario.
- c) **Cease to be in Good Standing** – Members that cease to be in Good Standing may have privileges suspended and shall not be entitled to vote at meetings of Members 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 set out above.

ARTICLE III

Meetings of Members

Section 3.01 Annual General Meetings

The Annual General Meeting (A.G.M) shall be held at such time and on such day as shall be determined by the Board within fifteen (15) months of the last A.G.M. At the A.G.M., the most recent financial statements shall be reviewed, auditors shall be appointed, and Directors shall be elected. All other transactions as may properly be brought before the A.G.M. shall be duly considered.

Section 3.02 Special Meetings

A Special Meeting may be called by the Secretary, by a majority vote of the Board upon written request to the Secretary, or by the written request to the Secretary of not less than ten percent (10%) of Members. Upon receipt of such written request, the Secretary shall forthwith call the Special Meeting in accordance with the provisions hereof.

Section 3.03 Location of Meetings and Participation

Swim Ontario shall hold meetings of Members at the Head Office of Swim Ontario, virtually or elsewhere in Canada as the Board may designate. Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if Swim Ontario makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

Section 3.04 Notice of Annual General Meetings

Notice of the time and place of each A.G.M. shall be provided to all Members, Directors, and auditors of Swim Ontario as hereinafter described. Such notice shall state the general nature of the matters to be considered at the A.G.M. Notice shall be provided to the Member by written notification and shall be electronic mail dated or postmarked not fewer than thirty (30) days prior to the A.G.M.

Section 3.05 Notice of Special Meetings

Notice of the time and place of each Special Meeting shall be provided to all Members, Directors and auditors of Swim Ontario as hereinafter described. Such notice shall state the nature of the matters to be considered at the Special Meeting in sufficient detail to allow the Members to form a reasoned judgment in respect of such matters and the notice shall include a draft copy of any resolution or by-law amendment to be considered at such meeting. Notice shall be provided to the Member by written notification and shall be electronic mail dated or postmarked not fewer than thirty (30) days prior to the Special Meeting.

Section 3.06 Invalidation of Proceedings

The omission to give notice or the non-receipt of notice shall not invalidate any resolution, act or any proceedings taken at any meeting of the Members, so long as Members were given reasonable notice of the matters under discussion and quorum was met.

Section 3.07 Motions and New Business

Any and all motions and new business relevant to the affairs of Swim Ontario shall be received in writing by the Secretary not less than sixty (60) days prior to the date of the meeting at which the motion or new business is to be presented. Motions and new business so received shall be circulated to the Members at least fifteen (15) days prior to the meeting. No other motions or new business shall be considered without permission by a Special Resolution of Members present at said meeting.

Section 3.08 Chairperson of the Meetings of the Members

The President, Vice-President or an appointee by resolution of the Board of Directors, shall be the chairperson of any meeting of the Members. Where none is present, the Delegates present shall be entitled to vote to choose one Delegate who shall act as chairperson of such meeting of the Members.

Section 3.09 Quorum

Thirty (30) Members in attendance or by proxy representing at least four (4) Regions shall constitute a quorum.

Section 3.10 Order of Business

The chairperson of the A.G.M. shall determine, in their sole discretion, the order of business at that A.G.M. Subject to the foregoing, the order of business at the A.G.M. shall be as follows:

- a) call to order;
- b) approval of agenda;
- c) appointment of scrutineers;
- d) approval of previous minutes;
- e) presentation of report from the President;
- f) presentation of reports from Chief Executive Officer;
- g) presentation of reports from the Swim Ontario Regions;
- h) presentation of reports from the Committees of the Board;
- i) presentation of reports from the Committees of the Chief Executive Officer;
- j) motions;

- k) presentation of financial statements;
- l) appointment of auditor;
- m) election of Directors; and,
- n) adjournment.

Section 3.11 Closed Meetings

Meetings of Members shall be closed to the public except by invitation of the Board.

Section 3.12 Voting at Meetings of Members

At every meeting of the Members, every question shall be determined by a majority of votes cast on the question, unless otherwise required by the Act, the Letters Patent or the By-Laws.

Section 3.13 Delegates

Each Member shall annually record and appoint or elect one Delegate to represent that Member at the A.G.M and any Special Members meetings. Each Member's Delegate shall be duly notified to Swim Ontario prior to the call to order of the A.G.M or Special Members meeting. The Member's votes at a meeting shall be cast as a block by its Delegate. Delegates must be eighteen (18) years of age and older and be authorized to represent the Member as a Delegate. Delegates must be identified to the Board of Directors at least seven (7) days prior to the meeting of the Members. The Board reserves the right to refuse Delegates who fail to meet any applicable requirements set out in Swim Ontario's policies.

Section 3.14 Voting Privileges

Members shall have the following voting privileges at all meetings of Members:

- a) Each Member in Good Standing shall have full vote, voice and privilege through its Delegate as follows:
 - (i) Each Member shall be entitled to a number of votes based on the number of its Competitive Swimmers who are Registrants at the conclusion of the previous season (August 31) where this voting privilege can next be exercised, as follows:

<u>Registered Swimmers</u>	<u>Number of Votes</u>
01-50	1 Vote
51-100	2 Votes
101-150	3 Votes
151-250	4 Votes
251-400	5 votes
401-600	6 votes
601+	7 votes

Section 3.15 Scrutineers

At the beginning of each meeting, the Board may appoint one or more scrutineers who shall be responsible for ensuring that votes are properly cast and counted.

Section 3.16 Proxy Voting

A proxy shall be mailed or electronically transmitted to each Member with the meeting notice and shall include an absentee ballot that must be identical in all significant respects to the ballot provided to Members voting in person.

Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxy holder as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy or to achieve quorum.

A proxy must include the full name of the proxy holder and be signed by an individual authorized to represent the Member.

Members must deliver proxies by either mail or electronic means to the Swim Ontario Head Office at least 48 hours, excluding weekends and holidays, before any meeting or continuance of an adjourned meeting of the Members at which the proxy is to be used. A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.

A Member may revoke a proxy by notifying the Secretary in writing at any time up to and including the last business day before the day of the meeting or, if the meeting is adjourned, of the continued meeting, at which the proxy is to be used. A proxy can also be revoked by the chairperson of the meeting on the day of the meeting or, if it is adjourned, of the continued meeting.

A person who is appointed a proxy holder shall attend, in person or by authorized electronic means, the meeting in respect of which the proxy is to be used and shall comply with the directions of the Member who appointed the person. A proxy holder may represent up to (3) Members at a particular meeting provided that the procedure for delivery of a proxy has been met.

A proxy holder has the same rights as the Member who appointed them to speak and vote at a meeting of the Members in respect of any matter.

Section 3.17 Form of Voting

All elections shall be held by secret ballot. All other voting at meetings of Members shall be made by show of hands, except in respect of situations where a ballot is specifically requested by a majority of the Delegates present, in which cases the voting must be held by secret ballot.

Section 3.18 Polls

The chairperson at a meeting of the Members, or any person entitled to vote on a given question, may demand a Poll of a vote. A demand for a Poll may be withdrawn at any time prior to the taking of such Poll.

Section 3.19 Majority of Votes

Except as otherwise provided in the Act or these By-laws, the majority of votes shall decide each issue. In the case of a tie, a motion will be considered defeated.

Section 3.20 Electronic Voting

Voting by mail or by telephonic or electronic means is allowed where:

- a) the votes may be verified as having been made by Members entitled to vote; and
- b) the meeting has been identified in the notice of the meeting of the Members as being prepared to accept this method of vote.

Section 3.21 Information Requests

Upon request, any Member shall be provided with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles within 5 business days of the annual meeting.

Section 3.22 Section Adjournments

Notice of adjourned meetings will not be required unless the meeting is adjourned for more than 30 days.

Section 3.23 Persons Entitled to be Present

Members, Directors, and the auditors of the Corporation (or person appointed to conduct a review engagement) are entitled to attend meetings. Additional persons may be admitted only if invited by the Chair or with majority consent of the Members present at the meeting.

ARTICLE IV

GOVERNANCE - Directors

Section 4.01 Composition of the Board

The Board shall consist of nine (9) Directors.

Section 4.02 Eligibility

A Director must be a "resident" of Ontario as that term is defined in the Income Tax Act (Canada).

The following persons are disqualified from being a Director:

- a) A person who is not an individual;
- b) A person who is under 18 years old;
- c) A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;

- d) A person who has been found to be incapable by any court in Canada or elsewhere; or
- e) A person who has the status of bankrupt.

Each Director shall not be an employee or contractor of Swim Ontario, a Swim Ontario Region, Swimming/Natation Canada or any other provincial sport organization in Ontario.

Section 4.03 Nomination

The Board will appoint a Nominations Committee that will be responsible to solicit and receive nominations for the election of the Directors, pursuant to the relevant Swim Ontario policies and procedures, with a view to encouraging the identification and nomination of qualified candidates that represent the diversity of Swim Ontario's Registrants and stakeholders.

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

- a) Include the written consent of the nominee by signed or electronic signature; and
- b) Comply with the applicable policies and procedures established by Swim Ontario and its Nominations Committee.

An individual will be permitted to be nominated from the floor for election as a Director at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

Valid nominations will be circulated to Members prior to the elections.

Section 4.04 Election

At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

Section 4.05 Term

Each Director's term shall be as follows:

- a) Each Director shall serve for a period of three (3) years. Each Director's term shall commence at the conclusion of each A.G.M. at which such Director is elected.
- b) Subject to subsection c) below, a Director may serve for a maximum of three 3-year terms and is not eligible to stand for election for a fourth 3-year term.
- c) A Director who was elected or appointed to a term of less than 3 years is eligible to serve for one additional 3 year term.

Section 4.06 Resignation/Termination

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) if a Director resigns by delivering a written notice of such resignation to the Secretary, such resignation shall take effect upon delivery;
- b) if a Director misses three (3) or more consecutive meetings of the Board without reasonable explanation, as determined by the Board; or
- c) if the Director is removed by Ordinary Resolution of the Members at an A.G.M. or Special Members' Meeting called for the purpose of removal of such Director.

Section 4.07 Vacancy

Any vacancy in the office of Director may be filled for the remainder of the term by an individual appointed by a majority vote of the Board provided that the remaining Directors constitute a quorum.

ARTICLE V

GOVERNANCE – The Board

Section 5.01 Powers of the Board

Except as otherwise provided in the Act or these By-laws, the Board has the powers of Swim Ontario and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board shall be empowered to:

- a) Establish the Swim Ontario Mission, Vision, Values and monitor progress towards desired results;
- b) Prepare governing documents and organizational policies that, at the broadest levels, address:
 - (i) Governance Process – how the Board carries out and monitors its own tasks;
 - (ii) The formation of Committees as described in the bylaws and Ad Hoc Committees as necessary;
 - (iii) Board/Committee/Staff Relationships – how the Board maintains positive relations among the board, board committees and staff, and how the board delegates authority to and holds board committees and staff accountable for their duties;
 - (iv) Monitoring Swim Ontario's Ethical Values and Behaviour – these are the boundaries of prudence and ethics within which all activities and decisions will take place; and
 - (v) Amending the By-laws, subject to ratification by the Members.

- c) Recruit, hire and supervise the Chief Executive Officer (CEO); ongoing evaluation of the CEO's performance, competence and integrity; and setting the CEO's compensation package;
- d) Advocate and liaise with the stakeholder bodies including but not limited to government and Swimming Natation Canada and other provincial sport organizations;
- e) Assess the Board's performance and effectiveness in relation to its outputs;
- f) Present annually to the membership an audited financial statement;
- g) Direct and control monies, funds, investments and securities of Swim Ontario including the power to:
 - (i) borrow money upon the credit of Swim Ontario;
 - (ii) limit or increase the amount to be borrowed;
 - (iii) issue debentures or other securities;
 - (iv) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and/or
 - (v) secure any such debentures, or other securities, or any other present or future borrowing or liability of Swim Ontario, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of Swim Ontario;
- h) Approve annually all fees, dues, levies, tolls and charges imposed by Swim Ontario;
- i) Fulfill any responsibilities required by law; and
- j) Undertake its activities and responsibilities in the best interests of the Swim Ontario.

Section 5.02 Meetings of the Board

- a) **Call of Meeting** – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least two (2) Directors.
- b) **Notice** – Notice of such meetings shall be given in person, or by telephone, facsimile or electronic mail to each Director as least forty-eight (48) hours prior to the scheduled meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- c) **Number of Meetings** - The Board shall meet not fewer than three (3) times in each financial year.
- d) **Quorum** – At any meeting of the Board of Directors, quorum shall consist of a majority of the number of Directors.

- e) **Chairperson** - The President, or in their absence the Vice-President, shall preside over all Board meetings as chairperson. In the absence of any of the foregoing, the Directors shall elect the chairperson from amongst their number.
- f) **Voting** – Each Director is entitled to one (1) vote. Voting shall be by a show of hands, unless a majority of Directors present request a secret ballot. Resolution shall be passed upon a majority vote unless otherwise specified herein. In the event of a tie, the chairperson shall direct the issue to be discussed again and a second vote shall be taken. If following the second vote there is a tie, the motion will be considered defeated.
- g) **Attendance of Chief Executive Officer** - The Chief Executive Officer is entitled to attend and participate in all Board meetings but shall not be authorized to vote at such meetings.

Section 5.03 Validity of Acts of Directors

No act of the Board or a Director shall be nullified if it is discovered after the fact that the Director was improperly appointed or elected.

ARTICLE VI Officers

Section 6.01 Composition

The Officers of Swim Ontario shall be:

- a) the President;
- b) the Vice-President;
- c) the Secretary; and
- d) the Treasurer.

Section 6.02 Eligibility

Any Director may be elected as an Officer.

Section 6.03 Manner of Election or Appointment

Elections shall be decided by a majority vote of the Directors and shall take place within thirty (30) days after a meeting of the Members at which elections for Directors occurred. The Board shall elect a President, a Vice-President, the Treasurer and Secretary.

Section 6.04 Term

All Officers shall hold office for a term of one year unless they resign, are removed from, or vacate their office. Retiring Officers shall be eligible for re-appointment. Any vacancy occurring in respect of any office may be filled at any time by a Director.

Section 6.05 Vacate Office

The office of any Officer shall be vacated automatically if:

- a) an Officer resigns by delivering a written notice of such resignation to the Secretary which resignation shall take effect upon delivery;
- b) at a duly called meeting of the Board, a resolution is passed by not less than seventy-five percent of votes cast, removing the Officer;
- c) the Officer fails to meet the requirements of Swim Ontario's Screening Policy;
- d) the Officer is found by a court to be of unsound mind;
- e) the Officer becomes bankrupt; or
- f) the Officer dies.

Section 6.06 Duties of Officers

- a) **The President** shall:
 - i) be responsible for the general guidance of the Chief Executive Officer in the affairs and operations of Swim Ontario;
 - ii) preside as chairperson over all meetings of the Members and meetings of the Board unless an alternate Director has been appointed chair;
 - iii) be the official spokesperson of Swim Ontario; and
 - iv) perform such other duties as may from time to time be established and/or delegated by the Board.
- b) **The Vice President** shall:
 - i) support and assist the President in all duties;
 - ii) in the absence or disability of the President, have the authority of and perform the duties of the President; and
 - iii) have such other powers and duties as may, from time to time, be delegated by the President or by the Board.
- c) **The Secretary** shall:
 - i) be responsible for the documentation of all amendments to the By-Laws;
 - ii) ensure that all official documents and records of Swim Ontario are properly kept;
 - iii) keep attendance records of all Board meetings;

- iv) Cause to be recorded and drafted the minutes of all meetings of the Board and meetings of the Members;
 - v) send out any notice requirements as described herein; and
 - vi) perform such other duties as may from time to time be delegated to the Secretary by the Board.
- d) **The Treasurer shall:**
- i) Act as the Chair of the Finance and Audit Committee of the Board and in this role oversee the preparation of financial statements for Swim Ontario and the organization of the annual audit of Swim Ontario; and
 - ii) Perform such other duties as may from time to time be delegated to the Treasurer by the Board.

Section 6.07 No Proxies

No Officer may appoint a proxy to represent them at meetings which they attend in their capacity as an Officer.

Section 6.08 Remuneration

All Directors, Officers and members of Committees shall serve their term of office without remuneration, except for reimbursement of expenses as approved by the Board.

Section 6.09 Conflict of Interest

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 Swim Ontario 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 requirements of the Act regarding conflict of interest.

ARTICLE VII Committees

Section 7.01 Committees of the Board

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

- a) Finance and Audit Committee shall assist the Board in fulfilling its oversight responsibilities relating to corporate auditing and reporting, financial policies and strategies and activities, and financial risk management. This responsibility is carried out in accordance with Accounting Standards for Not-for-Profit Organizations ("ASNPO")

- b) Policy and Governance Committee shall assist the Board in fulfilling its oversight responsibilities relating to strategic planning, policy development, governance, governance structure and governing documents; and management and organization of Swim Ontario; and
- c) Nominations Committee is responsible for ensuring, on a continuing basis, that candidates for the Board of Swim Ontario are qualified, skilled and diverse persons capable of, and committed to, providing effective leadership to Swim Ontario.

Section 7.02 Ad Hoc Committees

The Board may from time to time create Ad Hoc Committees on such terms and conditions as they deem necessary to deal with matters which the Board deems necessary.

Section 7.03 Committees of the Chief Executive Officer

The Chief Executive Officer may from time to time create Committees on such terms and conditions as necessary to deal with matters which the Chief Executive Officer deems necessary to support the achievement of the desired direction of the organization.

Section 7.04 Terms of Reference

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

- a) all Committees of the Board and Ad Hoc Committees shall have such numbers as may be determined by the Board (which may delegate this responsibility at its discretion) ;
- b) the chairperson of each Committee shall be appointed by the Board, and shall not be the President of the Board, and such individual shall preside over all meetings of each respective Committee;
- c) appointment of Director and non-Director members of each Committee are at the discretion of the Board (which may delegate this responsibility at its discretion) ;
- d) all Committee meetings shall be called by the chairperson of each Committee;
- e) notice of a meeting of a Committee may be written or verbal;
- f) a quorum shall be a majority of members of the Committee;
- g) voting shall be by an agreed upon method unless a majority of Committee members request a secret ballot;
- h) resolutions shall be passed by a majority of the votes being in favor of the resolution. In the case of a tie, the motion will be considered defeated;
- i) members of a Committee shall not be entitled to vote by proxy;
- j) members of a Committee shall be removable by the Board; and

- k) all Ad Hoc Committees shall run until the next A.G.M. unless otherwise concluded.

ARTICLE VIII

Finance and Management

Section 8.01 Fiscal Year

The fiscal year of Swim Ontario shall be April 1st to March 31st, or such other period as the Board may from time to time determine.

Section 8.02 Bank

The banking business of Swim Ontario shall be conducted at such financial institution as the Board may designate.

Section 8.03 Auditors

At each A.G.M., the Members shall appoint an auditor to audit the accounts, books and records of Swim Ontario and to hold office until the next A.G.M. The auditor shall not be an Employee or a Director of Swim Ontario. The audited financial statement shall be filed in accordance with the requirements of the Act. The remuneration of the auditor shall be approved by the Board.

Section 8.04 Financial Statement Approval

The Finance/Audit Committee shall review the financial statements of Swim Ontario before they are approved by the Board.

Swim Ontario shall not issue, publish or circulate copies of the annual financial statements unless they are:

- a) approved by the Board; and
- b) accompanied by the audit or review engagement report.

Section 8.05 Presentation of annual financial statements to Members

The Board shall place before the Members at every A.G.M.:

- a) the financial statements approved by the Board;
- b) the report of the auditor; and
- c) any further information respecting the financial position Swim Ontario.

Section 8.06 Books and Records

The necessary books and records of Swim Ontario required by these By-Laws or by applicable law shall be necessarily and properly kept. The books and records of Swim Ontario are open for inspection by the Members at the Head Office, upon 48 hours' notice, during regular business hours.

Section 8.07 Signing Authority

Signing authority to bind Swim Ontario shall include any two of the following: the President, the Vice President, Treasurer, Secretary or Chief Executive Officer. The Board may authorize other

persons to sign on behalf of Swim Ontario. Staffing agreements may be signed solely by the Chief Executive Officer.

Section 8.08 Property

Swim Ontario may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property, or any right of interest therein, for such consideration and upon such terms and conditions as the Board may determine.

Section 8.09 Borrowing

Swim Ontario may borrow funds upon such terms and conditions as defined in these By-Laws.

ARTICLE X

Amendment of By-Laws

Section 10.01 Voting

These by-laws may only be amended, revised, repealed, or added to by

- a) Ordinary Resolution of the Board of Directors. The new, amended, or revised By-law is effective until the next meeting of the Members, at which the Members may ratify the new, amended, or revised By-law by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) Special Resolution of the voting Members present at a Special Meeting duly called to amend, revise or repeal these By-laws. Any amendments, revisions, addition or deletions will be effective immediately.

ARTICLE XI

Dissolution

Section 11.01 Dissolution

Upon dissolution of Swim Ontario and after payment of all debts and liabilities, its remaining property shall be distributed to charitable organizations which carry on their work solely in the province of Ontario.

ARTICLE XII

Indemnification

Section 12.01 Shall Indemnify

Swim Ontario shall indemnify and hold harmless out of the funds of Swim Ontario 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.

Section 12.02 Shall Not Indemnify

Swim Ontario shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

Section 12.03 Insurance

Swim Ontario shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XIII

Adoption of These By-Laws

Section 13.01 Ratification

These By-Laws were ratified by the Members at a meeting of Members duly called and held on September 28, 2021.

Section 13.02 Repeal of Prior By-Laws

In ratifying these By-Laws, the Members repeal all prior By-Laws of Swim Ontario provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.