

Constitution
of the
Clarington Swim Club Inc.

October 17, 1996
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Section A

STRUCTURE

A: 1 - Name

- a. This organization shall be known as the Clarington Swim Club Inc. hereafter referred to as the Club.
- b. The headquarters of the Corporation shall be located within the Municipality of Clarington in the province of Ontario.

A: 2 - Purposes and Objectives

- a. To promote, encourage and teach competitive swimming for age groups as defined by Swim Ontario and Swimming Natation Canada.
- b. To help each member develop as a resourceful and responsible member of their community by providing opportunities, through the sport of swimming, for their physical, mental, social and leadership development.

A: 3 - Affiliation

- a. The Club shall function as an independent organization under the auspices of Swim Ontario and Swimming Natation Canada
- b. The Club may become affiliated with any competitive swim club, or with any other organization, the purposes and objectives of which are similar, by approval from the Officers. At least two thirds (2/3) of the Officers must support any such decision.

A: 4 – Structure

- a. The Club will consist of a governing Board of Directors, consisting of Officers and Board Members.

A: 5 - Memberships

- a. General Membership – To be eligible as a member of this club a person must be a member in good standing
- b. Competitive Member – Any individual swimming on a regular basis under the supervision of the coaches and registered with the Clarington Swim Club Inc. and Swim Ontario.
- c. Masters Member – Any individual over the age of 18 years, registered with the Clarington Swim Club Inc. and with Masters Swim Ontario

d. Associate Member – Any parent or guardian of a Competitive member, Master Member (18 years of age or older), or a competitive swimmer over the age of 18 years and without any other representation in the Club shall be an Associate member, provided their membership has not been terminated by any of the provisions of section 6. Associate members shall be entitled to vote at all Special General Meetings and at the Annual general Meeting and be eligible for office on the Club Board of Directors.

e. Honorary Member – Any individual who, in the opinion of the Board of Directors has rendered distinguished services to the Club or Competitive Swimming may be elected to the honorary membership by the unanimous affirmative vote of the Board of Directors. Honorary members shall be entitled to vote at all Special General Meetings and at the Annual general Meeting and be eligible for office on the Club Board of Directors.

A: 6 - Admission Procedure

a. All applications for membership shall be submitted to the Board of Directors along with the recommendation of the Head Coach. Approval of the application shall be based upon the minimum set of standards for competitive swimming as set forth by the Head Coach. All applications shall be accompanied by the appropriate membership fee and approved by the Board of Directors.

b. All membership application proceedings before the Board of Directors shall be confidential and no record thereof shall be retained except to indicate acceptance or rejection of the proposed competitive membership.

c. Voting upon the candidates for admission shall be by secret ballot, upon request.

A: 7 – Termination of Membership / Members Not in Good Standing

a. A Membership in the Club shall be deemed terminated if:

- i. The member submits a signed letter of resignation to the Club;
- ii. If the member is expelled by the Club;
- iii. If the member is no longer registered with the Club

b. Any member may resign from the Club, by mailing 30 days written notice of resignation to the Secretary accompanied by payments of all moneys owing to the Club.

c. Members may be censured, suspended or expelled for breach of the Constitution or By-Laws of the Club or for any act, omission or conduct which the Board of Directors deems to be detrimental to the welfare of the Club.

d. All matters respecting censure, suspension or expulsion of members and termination of membership shall be within the exclusive control and direction of the Board of Directors.

e. Termination of membership, whether by resignation, expulsion or otherwise, shall forthwith terminate all the rights of membership of the member concerned, but does not release any obligation of money owed to the Club prior to the date of termination.

f. Any member owing monies for more than 30 days will be considered not in good standing and may be required to submit an explanation to the Board.

Section B

GOVERNANCE

B: 1 - Officers and Board of Directors

a. The business of the Club and interpretation of the Constitution, and By-Laws, Policies and Procedures, Rules and Regulations and Code of Conduct shall be conducted by a Board (hereinafter referred to as the "Board". The Board shall consist of the following: President, Vice-President, Secretary, Treasurer and up to 5 Voting Directors. The Head Coach shall sit as a non-voting member.

b. The Officers of the Club shall be comprised of the President, Vice-President, Secretary and Treasurer. (Secretary/Treasurer may be one and the same person, if not enough volunteers step forward for these positions) Any person under contract with the Club may not hold an Officer position or a voting director position at any time unless not enough volunteers step forward, in which case a person under contract to the Club may hold an officer or board position. A Conflict of Interest Declaration must be signed immediately in this situation. Should the situation arise where a Member of the Board of Directors is offered a contract with the Club, the member must resign from their board position prior to accepting the contract position, unless not enough volunteers step forward, in which case a person under contract to the Club may hold an officer or board position.

c. Board of Directors – The affairs of the Club shall be overseen by a Board of the 3 or 4 elected officers (see B:1 (b)) plus up to 5 voting directors. Officers and Directors shall be elected annually by the Membership at the Special General Meeting of the Club to be held no later than June 30th and serve from August 01 to July 31st. One additional Director (non-voting) may be appointed by the Executive Committee.

d. Director Qualification – Any member of the Club as defined in section A: 5, shall be eligible for election as a voting officer or director on the Board.

B: 2 – Removal of Board Member

a. Removal of Officers or Directors – Any person or persons holding elected office, and any Director or Directors may at any time be removed from office by resolution passed by at least two thirds of the vote cast by the Board of the Club at a meeting of the Board of directors.

b. Any Officer or Director absent for three (3) consecutive meetings or the majority of the meetings in any six (6) month period shall automatically have their position on the Board reviewed by the Board of Directors.

B: 3 – Officer Vacancies

g. Vacation of Officer or Director Position – If an elected Officer or Director position becomes vacant, a successor must be appointed by the Board of Directors to hold office until the member returns or the holding of the Special General Meeting, whichever occurs first

B: 4 – Responsibilities and Duties of Board Members

President shall:

- a) Ensure the Club operates within the constitution.
- b) To chair all special, general, and Board meetings.
- c) Represent the Club when required, including Swim Ontario and Swimming Natation Canada.
- d) In case of a tied vote at a Board of Directors Meeting, cast a deciding vote.
- e) Initiate the development of long-term strategic financial planning.
- f) Generate ideas, solutions and innovations to enhance the quality of club administration and community image.
- g) Be responsible to oversee the Board to ensure that they comply with the terms of the Club's Constitution and By-Laws.
- h) Oversee the preparation of the Annual Report for the Annual General Meeting.
- i) Oversee records to be provided to External Accountant for Tax purposes.

Vice-President shall:

- a) Perform duties as directed by the President and the Board.
- b) Assume the chair and responsibilities in the absence of the President.
- c) Attend and prepare a report for Club meetings as called, or required by the Board

Secretary shall:

- a) Give notice of all Club Meetings.
- b) Attend and prepare a report for Club meetings as called, or required by the Board.
- c) Record and process all meeting minutes and keep accurate minutes of all meetings.
- d) Maintain an updated list of names, addresses and phone numbers of the Board of Directors.
- e) Co-ordinate the preparation of all Board, General Meeting, and Annual General Meeting packages, in consultation with the President.

Treasurer shall:

- a) Conduct the financial affairs of the Club.
- b) Ensure and oversee the complete and accurate records of all revenues and expenditures in books belonging to the Club.
- c) Prepare a budget for each year's expenditures for the Board's approval and to advise the club on the same
- d) Maintain one or more bank accounts. Cheques will be signed by both the Treasurer and the President or the Vice-President.
- e) Attend and present a financial report at each Board meeting.
- f) Surrender the books to a quorum of members when required and to the External Accountant annually.
- g) Make External Accountant's reports available to members in good standing.
- h) Have the authority and the responsibility to oversee and audit any Club account.
- i) Prepare a report for the Annual General Meeting
- j) Perform such other duties as may be from time to time prescribed by the Board.
- k) Co-Ordinate with External Accountant to prepare Tax Returns etc.

Other Board Members – The duties of all other Board Members of the Club shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of a Member to whom an assistant has been appointed may be exercised and performed by such assistant unless the Board otherwise directs.

Variation of Duties – From time to time, the Board may vary, add to, or limit the powers and duties of any member of the Board of Directors. At least two thirds (2/3) Executive Committee members must support any such decision.

Head Coach – The Head Coach shall be hired and/or dismissed by the Board of Directors on as needed basis. The duties of the Head Coach will be specified in the contract.

Coaching Staff – The Head Coach will provide recommendations to the Board in regards to hiring additional Coaching Staff and their duties. Any Additional Coaching staff will be hired and/or dismissed by the Board of Directors. The Contracts for such Additional Coaching staff will be negotiated by the Board on an as needed basis. The duties of such coaches will be specified in the contract.

SECTION C

COMMITTEES

C:1 STANDING COMMITTEES

OFFICER'S COMMITTEE

The Officer's Committee shall be comprised of the President, Vice President, Treasurer and/or Secretary. The Officer's Committee is empowered to make short-term decisions in order to respond specifically to situations arising between regularly scheduled Board Meetings. At least two thirds (2/3) of the Officers must support any such decision. The Officer's Committee may not make long-term decisions affecting the future of the Club nor may it make any decisions, which would fundamentally alter the character of the Club or its programs. Any decision made by the Executive Committee shall be ratified or amended (when feasible) by the Board at their next regularly scheduled meeting.

GOVERNANCE COMMITTEE

The Governance Committee will meet once per year or as required to review and recommend modifications/revisions to the Policies and Procedures, Rules and Regulations, Codes of Conduct, Constitution and By-Laws.

NOMINATIONS AND ELECTIONS COMMITTEE

A Nominating Committee will be appointed by the Board no later than two (2) months prior to the upcoming Special General Meeting held annually no later than June 30th. The Committee shall advertise the Board Positions up for election at the next Special General Meeting and provide nomination forms to the membership. The Committee shall receive nominations from members in good standing in preparation of the Special General Meeting. The elections shall be conducted by a chairperson or the Board of Directors at the Special General Meeting in general accordance with Robert's Rules of Order. The Nominating Committee will be discharged at the completion of the first monthly Board meeting immediately following the Special General Meeting. The President may not be a member of this committee.

ADDITIONAL COMMITTEES

The Board, at any meeting, may establish a standing committee or special committee to carry out specific business of the Club.

Committee – Termination of Appointment – The appointment of the Chairperson or any member of any established Committee may be revoked at any time by the Board of Directors, by a two third (2/3) majority vote if, in the opinion of the Board of Directors, the act, omission or conduct of any such person is deemed to be detrimental to the Club.

SECTION D

MEMBER'S LIABILITY

D:1 MEMBER'S LIABILITY

a. Every member of the Board, every Officer, and every committee member shall be indemnified by the Club against all costs, losses and expenses incurred by them respectively in or about the discharge of their duties, except those which happen as a result of their own neglect or default.

D:2 INDEMNITIES and PROTECTION

Indemnity

Every Clarington Swim Club Inc Board of Director member and his/her 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:

- a. All costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of his/her office;
- b. All other costs, charges, expenses which he/her sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

PROTECTION

No Clarington Swim Club Inc Board of Director members shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other acts for conformity, or for loss or expense happening to the Corporation through insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty

SECTION E

FINANCE

E:1 FINANCE

- a. The fiscal year shall begin on the first (1st) day of August and end on the Thirty-first (31st) day of July in each year.
- b. The Treasurer may, by resolution of the Board open bank accounts and sign whatever documents are required for the purpose with any Chartered Bank, Bank, Trust Company or Credit Union in Canada
- c. Any withdrawal of funds from any bank account will require two signatures. One being the Treasurer, and the second either the President or the Vice-President.
- d. A draft of the Club's operating budget shall be approved by the Board no later than November 30th.
- e. The Club shall not present a budget that would cause the Club to be in a deficit position at the end of the year.
- f. Execution of Documents – Deed, transfers, licenses, contracts and engagements on behalf of the Club shall be signed by any two of the President, Vice-President, Secretary or Treasurer.

E:2 AUDITS

a. Audit – A review of the books must be conducted at the end of the fiscal year by a member of the Board of Directors and a non-member of the Board, and a written report must be submitted to the Membership at the AGM.

b. A Notice to Reader report will be prepared on an annual basis by an External Accountant. A Review Engagement will be conducted by an External Accountant/Auditor on an as needed basis. At least two thirds (2/3) of the Board must support any such decision.

b. If a Review Engagement Report is required:

i. at each AGM, the members will appoint an auditor to audit the books, accounts and records of the Club who will report to the Members at the next AGM. The auditor will hold office until the next AGM. If an auditor is not appointed, the auditor in office will continue in office until a successor is appointed:

ii. the members may, by special resolution passed by at least two-thirds of the votes cast at a general meeting of which proper notice has been provided, remove any auditor before the expiration of the Auditor's term of office

iii. the auditor will not be a director, officer or person under contract of the Club or any affiliated Club or who is a partner, employer or employee of any such director, officer or employee

iv. the auditor will report to the members at the annual general meeting, the auditor's financial statement which presents fairly the financial position of the Club and the results of its operations for the period under review in accordance with generally accepted accounting principles;

v. the Auditor's report will be open for inspection by any member of the Club.

SECTION F

DISPUTE RESOLUTION

F: 1 DISPUTE RESOLUTION

a. The Club adheres to the Dispute Resolution process as published and approved by Swim Ontario from time to time and may initiate the process in accordance with the Swim Ontario policy.

b. The Club shall make available to any Member the Dispute Resolution process when requested.

SECTION G

BOARD MEETINGS

Procedure Governing Meetings:

All meetings shall be conducted in general accordance with the most recently purchased Robert's Rules of Order, except as may otherwise be stipulated in this Constitution or other Rules and Regulations of the Club.

G: 1 Meetings of the Board of Directors

- a. Call of a meeting – The Board of Directors shall hold monthly meetings or when called by the President or upon written request of any 3 members of the Board to the Secretary.

- b. Notice of a Meeting – Notice of any meeting of the Board of Directors shall be given by the Secretary to each member at least ten (10) days before the meeting is to take place, provided that any meeting may be held without notice if all Directors have given their consent or waived notice, or if all Directors are present thereafter. Location and times of regular meetings are to be made available to all associate members whenever possible. The Board of Directors reserves the right to hold “in camera” meetings where appropriate. At least two thirds (2/3) of the Board must support this decision.

- c. Voting – Except where a greater vote is required by the By-laws, all questions arising at any meeting of the Directors shall be decided by a majority of votes. The President shall not have a vote unless in the case of equality of votes, in which case he/she shall cast the deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way of assent or dissent.

- d. Quorum of Board of Directors – A quorum for a meeting of the Board of Directors shall consist of two thirds (2/3) of its voting members.

- e. Attendance and Voting at Board of Directors Meetings – Any member may attend Board of Directors Meetings but only members of the Board having voting privileges may vote. There shall be no proxy voting.

- f. Notice of Board of Directors Meetings – No minor error or omission in giving such notice for a meeting shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meeting, and any active or associate member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

- g. All Board members shall abide by the Swim Ontario Conflict of Interest policies and shall exclude themselves from any issue which they could be deemed in conflict.

SECTION H

ANNUAL GENERAL MEETING

H: 1 Nominations / Annual General Meeting and Board Elections

- a. Annual General Meeting – The Annual General Meeting of the Club shall be held in such place and on such date in each year as may be determined by the Board of Directors, but no later than November 30th.
- b. Special General Meeting – Special General Meetings of the Club (excluding the Elections Meeting in May) may be called by a majority vote of the Board of Directors or shall be called by him/her upon the written request to the Secretary of the Club of not less than twenty (20) members of the Club or one quarter (1/4) of the total active and associate membership in good standing whichever is the lesser.
- c. Notice of Special and Annual General Meeting – Notice of any General meeting of the Club shall be given by the Secretary by publicizing in the newsletter and/or bulletin boards at least ten (10) days before the meeting is to take place. Notice of any Special General Meeting shall specify the reason for which it is being called.
- d. Notice of Special General Meeting for Elections. – The Nominations and Election Committee shall advertise the Board Positions up for election at the next Special General Meeting and provide nomination forms to the membership.
- e. Errors in Notice of Annual or Special General Meetings – No minor error or omission in giving such notice for a meeting shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meeting, and any active or associate member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- f. Quorum at Special General Meetings – Twenty (20) members in good standing on the books of the Club or one quarter (1/4) of the total membership in good standing whichever is the lesser, shall constitute a quorum at any Special General Meeting of the Club.
- g. Quorum at Annual General Meetings – Two thirds (2/3) of the number of members in good standing that are present after fifteen (15) minutes from the start of the AGM are required to constitute a quorum.
- h. Voting at Annual General Meetings – All members shall be entitled to vote and shall have to have no more than one (1) vote to a maximum of two votes per family. All persons voting shall be 18 years of age or older. Unless otherwise provided by the Constitution or By-laws, all questions arising at any meeting of the Club shall be decided upon by a majority of votes for any new business items

and 2/3 majority for any changes to old business. Voting shall be by a show of hands, or by ballot if so requested by a member entitled to vote. There shall be no proxy voting.

i. Rules – The following rules shall govern the conduct of all Special General Meetings of the Club. If there be no quorum after fifteen (15) minutes of the time fixed for the meeting to begin, the senior officer present may declare the meeting postponed. Any member(s) who desire to speak must address the Chair. The Chairperson may at any time announce that the subject is open for discussion or closed. The Chairperson shall decide all questions of order. An appeal to the meeting may be made on decision of the Chairperson. A two thirds (2/3) vote is required to override such decisions. The same rules apply for the AGM, except that a quorum exists per section H:1 (g).

i. The order of business at all General Meetings, except Special, shall be as follows:

- i. Call to Order
- ii. Introduction of the Board of Directors
- iii. Reading of Minutes from the previous AGM
- iv. Old Business
- v. Board of Directors / Committee Reports
- vi. Constitutional Amendments
- vii. Review and Approval of the Financial Statements
- viii. Appointment of Auditor when necessary
- ix. New Business
- x. Adjournment

j. This order of business may vary at any General Meeting by a two-thirds majority vote of the members present.

k. Elections at the Special General Meeting in May shall be conducted according to a Step-Down Procedure, i.e. a defeated candidate(s) may run for a succeeding position.

l. Elections shall take place in the following order:

- President
- Vice-President
- Treasurer
- Secretary
- Directors

m. All elections shall be by secret ballot.

n. The elections portion of any meeting shall be conducted by a member of the Club appointed by the Board of Directors, who is not running for any position. This person, the Nominating Chair shall arrange for:

- At least two scrutinizers and/or ballot counters to be present
- Sufficient ballot papers
- Candidates to be given the option of addressing the meeting for a maximum of two minutes

o. The Nominating Chair reserves the right to request the identification of any person in attendance during the election proceedings.

p. In the event of a tie, the Nominating Chair shall cast the deciding ballot.

q. Nominations for each position may be made from the floor of the Special General Meeting with the consent of the nominee(s) providing no nominations have been received for that position prior to the deadline determined by the Board of Directors.

SECTION I

HARRASSMENT

I: 1 Harassment

a. The Club shall adhere to the Harassment policy as published and approved by Swim Ontario from time to time.

b. The Harassment policy shall apply to all employees, directors, officers, volunteers, coaches, administrators, members and registrants of the Club.

c. Harassment is defined as any comment, conduct, or gesture directed towards an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

SECTION J

RULES AND REGULATIONS

J: 1 Amending Rules and Regulations and Policies and Procedures

a. The Board may amend the Club's Rules and Regulations and Policies and Procedures at anytime during a regular scheduled monthly board meeting.

b. The amendments are to be motioned and passed by a majority vote.

c. The Rules and Regulations and Policies and Procedures shall be distributed to all members in good standing. The Rules and Regulations shall also be posted on the Club's website.

SECTION K

CONFLICT OF INTEREST

K:1 Conflict of Interest

a. The Board and Persons under Contract to the Club shall be subject to the Conflict Of Interest By-Law of Swim Ontario.

SECTION L

AMENDMENTS

L:1 Amendments to the Constitution and By-laws

11.01 a. Any proposed amendments to the constitution and By-laws shall be first submitted in writing to the Secretary or, in absence of the Secretary, to any member of the Board of Directors by the fifteenth (15) day of September (15th). Notice of the proposed amendments shall be given to the members of the Board of Directors and all Club members fifteen (15) calendar days prior to the AGM. If special circumstances exist, the Board can accept proposed amendments outside of this timeline. At least two thirds (2/3) of the Board must support any such decision.

11.02 The Constitution and By-laws of the Clarington Swim Club Inc may be repealed or amended by a two-thirds (2/3) majority of the Directors at a meeting of the Board of Directors. Such repeal or amendment shall have force only until the next AGM or until a Special General Meeting duly called for considering the said repeal or amendment. The repeal or amendments must be sanctioned by an affirmative vote of at least two thirds (2/3) of the Members at a Special General Meeting duly called for the purpose of considering the said By-law.

11.03 Notwithstanding any other provision of this Section 11, amendments to the Constitution shall not take effect until all members of the Club have been notified by the Club's normal methods (e.g. newsletter, bulletin boards etc).

SECTION M

DEFINITIONS

- AFC means the Aquatic Federation of Canada
- Annual Meeting means the Annual General Meeting of the Members
- Board means the Board of Directors of Clarington Swim Club Inc. which includes Officers of the Club
- Club means the Clarington Swim Club Inc.
- FINA means the Federation Internationale de Natation Amateur
- Masters adult swimmers over the age of 18 registered with the Clarington Swim Club Masters Program.
- Officers mean the President, Vice President, Secretary and Treasurer.
- SNC means Swimming/Natation Canada
- Suspension means temporary cessation of membership with the Clarington Swim Club Inc.
- Special General Meeting means a meeting in which all associate members are invited to attend and any member who attends is allowed to vote, except that there shall be no more than two members per family voting at any meeting.