

## SWIM NOVA SCOTIA - BYLAWS

### ARTICLE I: GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Swim Nova Scotia, a Corporation incorporated under the Nova Scotia *Societies Act*.
- 1.2 Definitions - The following terms have these meanings in these Bylaws:
- a) *Act* – the Nova Scotia *Societies Act*, as amended from time to time and any legislation that may be substituted therefore.
  - b) *AFC* – Aquatic Federation of Canada.
  - c) *Association* – Swim Nova Scotia.
  - d) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting.
  - e) *Board* – the Board of Directors of the Association.
  - f) *Constitution* – a statement comprising the Association’s objectives.
  - g) *Days* – will mean days including weekends and holidays.
  - h) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
  - i) *FINA* – Fédération Internationale de Natation Amateur.
  - j) *NSM* – Nova Scotia Masters (Swim) Association
  - k) *NSSCA* – Nova Scotia Swimming Coaches Association.
  - l) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
  - m) *NSUST* – the Nova Scotia University Swim Team.
  - n) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of a Committee, meeting of the Executive or a meeting of Members.
  - o) *Special Resolution* – a resolution passed by no less than three-fourths of the votes cast at a meeting of meeting of Members and filed with the Registry of Joint Stock Companies appointed under the *Companies Act* of Nova Scotia within fourteen (14) days after the resolution is passed authenticated by a director, secretary or other authorized officer of the Association.
  - p) *SNC* – Swimming Canada
- 1.3 Head Office – The head office of the Association will be located at all times within the Province of Nova Scotia.
- 1.4 Corporate Seal - The Association may have a corporate seal which may be adopted and may be changed by resolution of the Directors.
- 1.5 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.
- 1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.
- 1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.8 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.
- 1.9 Headings – The headings used in the Bylaws are inserted for convenience of reference only.
- 1.10 Governing Body – The Association will be the governing body of the sport of swimming in the Province of Nova Scotia as delegated by SNC and will govern itself in accordance with the rules of SNC, AFC and FINA.

## ARTICLE II: MEMBERSHIP

### Categories of Membership

- 2.1 Categories – The Association has ten (10) categories of membership:
- a) Year-Round Club Members;
  - b) Summer Club Members;
  - c) Year-Round Swimmer Members;
  - d) Summer Swimmer Members
  - e) Coach Members;
  - f) Parent Members;
  - g) Members-at-Large;
  - h) Special Interest Group Members;
  - i) Affiliate Members; and
  - j) Honorary Members.

### Qualifications for Membership

2.2 Year-Round Club Member – An organized swimming club operating on an annual basis (September 1 – August 31) consisting of at least ten (10) registered Year-Round Swimmer Members, that has applied for membership, met the requirements of the Club Membership Policy, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.3 Summer Club Member – An organized swimming club operating during the Spring and Summer Seasons ( June 1<sup>st</sup> – September 1<sup>st</sup>) consisting of at least five (5) registered Summer Swimmer Members, that has applied for membership, met the requirements of the Club Membership Policy, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.4 Year-Round Swimmer Member – Any individual who is a swimmer registered with a Year-Round Club Member and has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.5 Summer Swimmer Member – Any individual who is a swimmer registered with a Summer Club Member and has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.6 Coach Member – Any individual who is a coach registered with a Summer or Year-Round Club Member and/or the Association, who is certified by the Coaching Association of Canada under the National Coaching Certification Program, who is a registered member of NSSCA, SNC and CSCTA and has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.7 Parent Member – any individual, who is a parent or guardian of a Year-Round Swimmer or Summer Swimmer Member under eighteen (18) years of age that has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.8 Members-at-Large – Any individual who is interested in the affairs of the Association, has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.9 Special Interest Group Member – Special Interest Groups will include the list below on the condition that each group has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

- a) The NSSCA
- b) SNS Officials
- c) The NSM
- d) The NSUST

2.10 Affiliate Member – Any individual or entity, incorporated or unincorporated, who provide administrative, financial or other support to the Association and have applied for membership, have agreed to abide by the Association’s bylaws, policies, rules and regulations and are registered with the Association.

2.11 Honorary Member – Any individual approved by two-thirds vote of the Board of Directors who has contributed greatly to the sport of swimming in Nova Scotia, and to the affairs of the Association.

### **Admission of Members**

2.12 Admission of Members - No individual, entity or organization 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 bylaws 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 of Directors.
- 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; and
- e) The candidate member has paid dues as prescribed by the Board.
- f) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board.

### **Membership Duration and Dues**

2.13 Year - Unless otherwise determined by the Board, the membership year of the Association will be September 1<sup>st</sup> – August 31<sup>st</sup>.

2.14 Duration – Membership is accorded on an annual basis as determined by the Board of Directors, and all Members, excluding Honorary Members, will re-apply for membership each year.

2.15 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

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

2.16 Resignation – A Member may resign by delivering written notice of such resignation to the Secretary, which resignation will take effect upon delivery.

2.17 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

2.18 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 of Directors.

2.19 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.

2.20 Removal – A Member may be removed by special resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Member has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

### **Good Standing**

2.21 Definition – A Member of the Association will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents and certifications as required by the Association;
- d) Has complied with the Constitution, Bylaws, policies, rules and regulations of the Association; and
- e) 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.

f) Had paid all required membership dues.

2.22 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, 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**

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

3.2 Special General Meeting - A Special General 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 who have voting rights. The agenda of special meetings 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 Meetings by Telephone - A meeting of Members may be held by telephone conference call or by means of other telecommunications technology. Any voting Member who is unable to attend a meeting of members may participate in the meeting by telephone or other telecommunications technology. Voting members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

3.5 Notice - Notice of meetings of Members will specify the date, place, and time of the meeting and will specify the nature of the business of the meeting (in the form of an agenda and reasonable information to permit members to make informed decisions). Notice will be posted on the Association's Website and distributed by electronic mail (and traditional mail, to Members who do not have an email address) at least thirty (30) days prior to the date of the meeting. The non-receipt of notice by any member shall not invalidate the proceedings of the meeting.

3.6 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.

3.7 Agenda – The agenda for the Annual General Meeting will at least include:

- 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) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Report of Auditors
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.8 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.

3.9 Quorum – Seven (7) voting Club Members will constitute a quorum.

3.10 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

## **Voting at Meetings of Members**

- 3.11 Voting Privileges - Members will have the following voting rights at all meetings of Members:
- a) Club Members will be entitled to appoint or elect one or more Delegates, in accordance with Section 3.12, who may attend and participate in meetings and are entitled to the number of votes, based on the number of registered Swimmer Members as of May 1<sup>st</sup> of the current year, as follows:
    - i. 0 – 9 Swimmer Members – 0 Vote
    - ii. 10 – 50 Swimmers Members – 2 Vote
    - iii. 51 – 100 Swimmer Members – 3 Votes
    - iv. 101 and greater Swimmer Members – 4 Votes
  - b) Year-Round Swimmer Members may attend meetings of members but are not entitled to vote.
  - c) Summer Swimmer Members may attend meetings of members but are not entitled to vote.
  - d) Parent Members may attend meetings of members but are not entitled to vote.
  - e) Coach Members may attend meetings of members but are not entitled to vote.
  - f) Members-at-large Members may attend meetings of members but are not entitled to vote.
  - g) Special Interest Groups Members will be entitled to appoint or elect one Delegate who may attend meetings of member and is entitled to one (1) vote but may not vote by proxy.
  - h) Affiliate Members may attend meetings of members but are not entitled to vote.
  - i) Honorary Members may attend meetings of member but are not entitle to vote.
- 3.12 Delegates – The name of a Delegate(s) will be communicated to the Association in writing, seven (7) days prior to the meeting of members. Delegates must be eighteen (18) years of age and older and a member in good standing. The maximum number of Delegate(s) will be no more than the number of votes provided to the Club Member determined by Section 3.11.
- 3.13 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.
- 3.14 Proxy Voting – Club Members may vote at meetings of the Association by proxy if:
- a) The Club Member notified the Association in writing at least two (2) days prior to any meeting of the Association of an appointment of a proxy holder who is a voting member;
  - b) The proxy is received by the Association prior to the start of the meeting;
  - c) The proxy clearly states the date of the specific meeting; and
  - d) The proxy clearly states to whom the proxy is given (a maximum of three proxies per person).
- 3.15 Determination of Votes - Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by the majority of those Members voting.
- 3.16 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV: GOVERNANCE**

### **Composition of the Board**

- 4.1 Directors – The Board will consist of no more than nine (9) Directors.
- 4.2 Composition of the Board - The Board of Directors of the Association will consist of the following:
- a) Seven (7) Directors-at-Large
  - b) Past-President (*Ex-officio, Non-voting*)

### **Election or Appointment of Directors**

- 4.3 Election or Appointment – Directors are elected or appointed as follows:
- a) Directors-at-Large are elected
  - b) The Past-President is appointed
- 4.4 Eligibility – To be eligible to serve as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
  - b) Be a Member in good standing with the Association;
  - c) Have the power under law to contract;

- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankrupt
- f) Be a resident of Nova Scotia as defined in the Income Tax Act, as amended
- g) Not be in an employment or contract position, director, officer or any other designated position with a Year-Round Club Member, Summer Club Member, Affiliate Member or Special Interest Group Member of Swim Nova Scotia
- h) Be the only member of a family associated with Swim Nova Scotia running for a position on the Swim Nova Scotia Board of Directors
- i) Meet the criteria established in the Swim Nova Scotia Conflict of Interest Policy
- j) Meet the Skills and Characteristics in Section 4.6 herein.

4.5 Restrictions – Only one member of each family associated with the Association is eligible for a position as a Director.

4.6 Skills and Characteristics – Potential Directors will preferably exhibit multiple attributes and skills listed below, they may be a member of a Special Interest Group:

*Attributes*

- a) Experience in the sport of swimming
- b) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- c) Knowledge about roles and responsibilities of a Director, Board and Staff
- d) Experience in formulating policy
- e) Experience in thinking strategically
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- h) Strategic connectivity to key clients
- i) Ethical and values based behavior
- j) Representative of client population (athlete & coach)
- k) Other attributes valued by the Board of Directors

*Skills*

- l) Accounting designation (CPA)
- m) Legal designation (LL.B)
- n) Professional qualifications (MD, PhD, MBA, Sport Science)
- o) Personnel Management (Human Resource Professional designation)
- p) Media/Marketing/Public Relations contacts/experience
- q) Fundraising and funding source contacts
- r) Administration/Management experience
- s) Government relations/contacts
- t) Organizational development/Strategic Planning experience
- u) Other skills valued by the Board of Directors

4.7 Nominating Committee – The Board may appoint a Nominating Committee which will be comprised of three individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in section 4.5 for the election of the Directors-at-Large and may nominate additional candidates for the election of Directors-at-Large.

4.8 Nomination - Any nomination of an individual for election as a Director-at-Large will:

- a) Include a completed application form;
- b) Include the written consent of the nominee by signed signature;
- c) Include a cover letter and resume of the nominee;
- d) Be submitted to the Head Office of the Corporation fourteen (14) days prior to the Annual General Meeting. Nominations will not be accepted from the floor.

4.9 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must notify the Nominating Committee fourteen (14) days before the election of their interest for re-election.

4.10 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

#### **Election of Directors-at-Large**

4.11 Election – The election of the Directors-at-Large will take place as follows:

- a) Three (3) Directors-at-Large will be elected by the voting members at the Annual General Meeting held in odd numbered years.
- b) Four (4) Directors-at-Large will be elected by the voting members at the Annual General Meeting held in even numbered years.

4.12 Decision – Elections will be decided by the voting Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners declared by acclamation.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution. .

#### **Terms**

4.13 Elected Directors Terms - Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

#### **Term**

4.14 Appointed Directors Terms - Appointed Directors will serve a term of one year and will hold office until their successors have been duly appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

#### **Immediate Past President**

4.15 Immediate Past President – The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

4.16 Term of Immediate Past President – The Immediate Past President will serve a maximum term of two years, unless they resign, are removed from or vacate their office.

4.17 Vacancy of Immediate Past President – If there is no Immediate Past President, as defined in section 4.15, the position of Immediate Past President will remain vacant.

#### **Resignation and Removal of Directors**

4.18 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. Where 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.

4.19 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;
- b) the Director is found by a court to be of unsound mind;
- c) the Director becomes bankrupt;
- d) Upon the Director's death.

4.20 Removal – A Director may be removed by special resolution of the voting 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.

#### **Filling a Vacancy on the Board**

4.21 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

## **Meetings of the Board**

- 4.22 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the President or a majority of the Board of Directors.
- 4.23 Notice – Written notice of meetings of the Board will specify the date, time, and place of the meeting and will be given to all Directors via email or telephone at least seven (7) days prior to the scheduled meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice. No notice of a meeting of the Board held at the close of the Annual Meeting of the Members is required if that meeting of the Board is held for the purpose of electing Officers. The non-receipt of notice by any Director shall not invalidate the proceedings of the meeting
- 4.24 Number of Meetings – The Board will hold a minimum of three (3) meetings per year.
- 4.25 Quorum – At any meeting of the Board of Directors, quorum will consist of at least fifty percent of voting Directors holding office.
- 4.26 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. Tied votes are defeated.
- 4.27 No Proxies – Directors may not vote via proxy at meetings of Directors.
- 4.28 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. The Executive Director may attend meetings of the Board but may be asked to leave a meeting at any time and for any reason or length.
- 4.29 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.

## **Powers of the Board**

- 4.30 Powers. Except as otherwise provided in the Act or these Bylaws, 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) Appoint or employ such persons as it deems necessary to carry out the work of the Association.
- 4.31 Managing the Affairs of the Association – The Board may make policies, procedures, and manage the affairs of the Association in accordance with the Act and these Bylaws.
- 4.32 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- 4.33 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.



4.34 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

4.35 Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

#### **ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE**

5.1 Composition – The Officers will be appointed by the Board of Directors, from amongst the Directors-at-Large, excluding the Executive Director who is *ex-officio*, within thirty (30) days after the Association’s Annual General Meeting and will be comprised of the following:

- a) President;
- b) Executive Director;
- c) Secretary; and
- d) Treasurer.

5.2 Duties - The duties of Officers are as follows:

- a) The President shall preside as chairperson over all meetings of the Members and meetings of the Board and Executive Committee. The President will also attend to those matters requiring the attention of the chief spokesperson of the Association 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 Executive Director will, subject to the powers and duties of the Board, at the behest of the Board, manage the day to day operations of the Association.
- c) The Treasurer will:
  - 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;
  - ii. Have the responsibility for the custody of the financial books and records of the Association; and
  - iii. Perform such other duties as may from time to time be delegated to the Treasurer by the Board.
- d) The Secretary will:
  - 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 minutes of meetings, the corporate records and the corporate seal of the Association; and
  - iv. Perform such other duties as may from time to time be delegated to the Secretary by the Board.

5.3 Removal – An Officer, excluding the Executive Director, may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, 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.

#### **Executive Committee**

5.4 Executive Committee – The Executive Committee will be comprised of the Officers.

5.5 Authority - The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

5.6 Executive Director - The Executive Director will attend all meetings of the Executive Committee and participate therein to the extent permitted by the Executive Committee at such meetings but will not be permitted to vote.

5.7 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Executive Committee Members.

5.8 Notice – Written notice, served other than by mail, of Executive Committee Meetings will be given to all Executive Committee Members 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 Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence.

5.9 Number of Meetings – The Executive Committee will hold at least two (2) meetings per year.

5.10 Quorum - Quorum will consist of three (3) of the Executive’s voting members.

5.11 Voting – Each Executive Committee member is entitled to one vote except the Executive Director who is not entitled to vote. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution.. Tied votes are defeated.

5.12 No Proxies – Executive Committee member are not entitled to vote via proxy.

5.13 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

### **Committees**

5.14 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees 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, the Constitution or these Bylaws.

5.15 Quorum - A quorum for any committee will be the majority of its voting members.

5.16 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.

5.17 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.

5.18 President Ex-officio - The President, or designate as appointed by the President, will be an *ex-officio* (and non-voting) member of all Committees of the Association.

5.19 Removal - The Board may remove any member of any Committee.

### **Remuneration**

5.20 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

### **Conflict of Interest**

5.21 Conflict of Interest – A Director, Officer, Executive Committee member 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 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 April 1<sup>st</sup> to March 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 Auditors - 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 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 Bylaws or by applicable law will be necessarily and properly kept. The members may inspect the annual financial statements, minutes from meetings of the Member or 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 one of the following: President, Treasurer, Executive Director, Past President or other person as authorized by the Board of Directors.

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, Executive Director, Past President, or other person authorized by the Board of Directors.

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

6.8 Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

6.9 Disbursement of Funds – No 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.

6.10 Intellectual Property – No person, entity or organization may use the name of any intellectual property of the Association without the prior written authorization of the Board of Directors.

#### **ARTICLE VII AMENDMENT OF BYLAWS**

7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Bylaws amendments become effective when they are approved by the Registry of Joint Stock Companies.

7.2 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

7.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by a Special Resolution of the Members present and entitled to vote.

#### **ARTICLE XIII NOTICE**

8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

#### **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.

9.2 Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

9.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.