Halifax Masters Swim Club

CLUB OBJECTIVES

1. The name of the Club is "*Halifax Masters Swim Club,*" operating as "*Halifax Chronos Masters Swim Club.*"

2. The **Objectives** of the Club are**:**

   a) To promote fun - fitness - friendship – participation.

   b) To promote physical fitness and well-being through regular swimming training over the adult life span.

   c) To provide educational assistance and support designed to ensure safe training programs and techniques which furnish the motivational spur necessary for continued participation.

   d) To enhance public awareness, participation in, and support of the sport of swimming, particularly Masters swimming and the Club

Halifax Masters Swim Club

RULES & GUIDELINES

GENERAL

Purpose – These rules and guidelines relate to the general conduct of the affairs of the Club.

Definitions - The following terms have these meanings in the rules and guidelines:

a) *Board* – the Board of Directors of the Club;
b) *Club* – Halifax Masters Swim Club;
c) *Days* – will mean total days, irrespective of weekends or holidays;
d) *Director* – an individual elected or appointed to serve on the Board pursuant to these rules and guidelines;
e) *Officer* – an individual appointed to serve as an Officer of the Club pursuant to these rules and guidelines; and
f) *Resolution* – a decision made by not less than a majority of the votes; cast at a meeting of the Board, a meeting of Members for which proper notice has been given.

Interpretation of Rules and Guidelines – The Board will have the authority to interpret any provision of these rules and guidelines that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of the Club.

Affiliation – The Club will be affiliated with Masters Swimming Canada ("MSC") and Swim Nova Scotia ("Swim NS").

MEMBERSHIP

Qualifications for Membership

Individual Member – Any individual who is a coach, manager, MSC or Swim NS swimmer or official, administrator or director registered with the Club.

Admission of Members - No Individual will be admitted as a Member of the Club unless:

a) The candidate member has made an application for membership in a manner prescribed by the Club;

b) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
c) 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;
d) The candidate member has paid dues as prescribed by the Board; and
e) The candidate member is at least 18 years of age.

Failure to be Admitted – Where a candidate member is not admitted to membership, written notice with reasons will be provided.

Membership Dues

Year - Unless otherwise determined by the Board, the membership term of the Club will be September 1st – August 31st.

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

Withdrawal and Termination of Membership

Resignation – A Member may resign from the Club by giving a written notice to the Club. Notwithstanding resignation, a former member remains liable for any membership fees or other monies due or owing prior to the resignation and membership fees already paid will not be refunded.

Arrears – A Member will be expelled from the Club for failing to pay membership dues or monies owed to the Club by the deadline dates prescribed by the Board.

Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Club in accordance with the Club's policies and procedures relating to discipline of Members.

Removal by Membership – A Member may be removed by two-thirds vote of the voting Members present at the Annual General Meeting ("AGM") provided the Member has been given written notice of and the opportunity to be present and to be heard at such a meeting.

Removal by Directors – A Member may be removed by three-fourths vote of the voting Directors present at a Meeting of Directors, provided the Member has been given written notice of and the opportunity to present and to be heard at such meeting.

Good Standing

Definition – A Member of the Club will be in good standing provided that the Member has:

a) Not ceased to be a Member;
b) Not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
c) Completed and remitted all documents as required by the Club;
d) Complied with the objectives, rules and guidelines of the Club;
e) Not subject to a disciplinary investigation or action by the Club, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
f) Paid all required membership dues and fees.

Cease to be in Good Standing - Members who cease to be in good standing will not be entitled to:

- Swim with the Club or otherwise enjoy the benefits and privileges of membership; or
- Vote at the AGM; and/or where the Member is a Director, vote at meetings of Directors

until such time as the Board is satisfied that the Member has met the definition of good standing as set out above to the satisfaction of the Board.

Cease to be a Member - A Member who is deemed not in good standing for a period of twelve (12) consecutive months will cease to be a Member.

MEETINGS OF MEMBERS

Types of Meetings – Meetings of Members will include the AGM.

Location and Date - The Club will hold the AGM at such date, time and place as determined by the Board. It will be held within fifteen (15) months of the last Annual General Meeting.

Notice - Written notice of the AGM will be given to all Members. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

Agenda – The agenda for the AGM will at least include:

a) Call to order;
b) Establishment of Quorum;
c) Approval of the Agenda;
d) Declaration of any Conflicts of Interest;
e) Adoption of Minutes of the previous Annual Meeting;
f) Board, Committee and Staff Reports;
g) New Business;
h) Election of new Directors; and
i) Adjournment.

New Business - Any Member who wishes to have new business placed on the agenda of the AGM will give written notice to the Club prior to the meeting date.

Quorum – 10 Members will constitute a quorum.

Voting at Meetings of Members

Voting Privileges - Members will have the following voting rights at the AGM:

a) Individual Members are entitled attend; participate in meetings and one (1) vote.

Determination of Votes - Voting will be by a show of hands, orally, via telecommunications or email, mail or fax if absent from the meeting. The majority of votes of Members will decide each issue except as otherwise provided in these rules and guidelines. In the case of a tie, the President is entitled to a vote.

GOVERNANCE

Composition of the Board

Directors – The Board will consist of 9 Directors.

Composition of the Board - The Board of Directors of the Club will consist of the following:

a) President;
b) Vice-President;
c) Treasurer;
d) Secretary;
e) Social Chair (as revised by members at AGM on June 15, 2013);
f) Past-President;
g) Head Coach – ex officio;
h) Competitions Chair; and
i) Facility Representative.

Election of Directors

Eligibility - Any Member who has the power under law to contract and is a member of the Club in good standing may be nominated by any Member for election as a Director.

Nominating Committee - The Board of Directors shall appoint a Nominating Committee which shall consist of two (2) members of the Club in good standing. Not more than one of the committee shall be a member of the Board of Directors. The Nominating Committee will provide a report to the Board of Directors, including candidates and the offices for which the candidates are being nominated (having first obtained their consent to be nominated), not less than one (1) week before the Annual Meeting.

In addition to the power of nomination hereby granted to the Nominating Committee, any two members of the Club in good standing may nominate any member in good standing for election, provided the member so nominated must consent to the nomination.

Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.

Election – The election of Directors will take place annually at the AGM.

Decision – Elections will be decided by majority vote of the Members in accordance with the following:

a) One Nominations – Winner declared by acclamation.
b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the event of a tie, the incumbent President will cast the deciding vote.

Terms - Elected Directors will serve terms of one year and will hold office until their successors have been duly elected in accordance with these rules and guidelines, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors. The exception being the role of past president(s), who shall be able to remove themselves from their role on the Board of Directors after two (2) years of service in this role.

Resignation and Removal of Directors

Resignation - A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board.

Vacate Office - The office of any Director will be vacated automatically if:
a) The Director is found by a court to be of unsound mind;
b) The Director becomes bankrupt;
c) Upon the Director's death.

Removal – An elected Director may be removed by two-thirds vote of the voting Members present at an AGM, provided the Director has been given written notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

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

Call of Meeting – The meetings of the Board will be held at any time and place as determined by the President, or any two (2) Directors.

Notice – Written notice of Board Meetings will be given to all Directors prior to the scheduled meeting and, if practicable, at least forty-eight (48) hours notice shall be given.

Number of Meetings – The Board will hold at least four (4) meetings per year.

Quorum – At any meeting of the Board of Directors, quorum will be four.

Voting –With the exception of any ex-officio Director, each Director is entitled to one vote. Voting will be by a show of hands, orally, via email or by means of other telecommunications technology. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the President may cast a vote.

Meetings – Meeting of the Board will be chaired by the President or the Vice-President in the President's absence. If both the President and Vice President are absent from the meeting, the Board will appoint from among its members a Director to chair the meeting.

Resolutions – A resolution in writing signed by all the Directors entitled to vote is valid as if passed at a meeting of Directors.

Powers of the Board

Powers of the Club – Except as otherwise provided in these rules and guidelines, the Board has the entire controls, powers and management of the Club and may delegate any of its powers, duties and functions.

Managing the Affairs of the Club – The Board may make policies, procedures, and manage the affairs of the Club in accordance with these rules and guidelines.

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.

Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Club and all disputes will be dealt with in accordance with such policies and procedures.

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

OFFICERS AND EXECUTIVE COMMITTEE

Composition – The Officers will be comprised of the President, Vice-President, Treasurer, and Secretary and such other Officers as determined by the Board.

Duties - The duties of Officers are as follows:

a) The President will be responsible for the general supervision of the affairs and operations of the Club, will preside at the Annual and General Meetings of the Club and at meetings of the Board and the Executive Committee, will be the official spokesman of the Club, oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board.

b) The Vice-President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board.

c) The Treasurer will attend all meetings of the Board , will keep proper accounting records; will cause to be deposited all monies received by the Club in the Club's bank account, will supervise the management and the disbursement of funds of the Club, when required will provide the Board with an account of financial transactions and the financial position of the Club, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

d) The Secretary will be responsible for the documentation of all amendments to the Club's rules and guidelines, will ensure that all official documents and records of the Club are properly kept, cause to be recorded the minutes of all meetings of Members and Board of Directors and will perform such other duties as may from time to time be established by the Board.

Executive Committee

Executive Committee - The Executive Committee will be comprised of the Officers.

Powers of the Executive Committee - The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between Board Meetings, and will perform such other duties as are prescribed by these rules and guidelines and/or as may be prescribed from time to time by the Board.

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) Officers.

Quorum - Quorum will be 3 (3) of the Executive's voting members.

Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands, orally, via email or by means of other telecommunications

technology. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the resolution is defeated.

Other Committees

Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Club 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 these rules and guidelines.

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

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.

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.

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

Remuneration

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

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 Club 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.

FINANCE AND MANAGEMENT

Fiscal Year – The fiscal year of the Club will be September 1st to August 31st, or such other period as the Board may from time to time determine.

Bank - The banking business of the Club will be conducted at such financial institution as the Board may designate.

Books and Records - The books and records of the Club required by these rules and guidelines or by Swim NS or MSC will be necessarily and properly kept.

Signing Authority – All written agreements and financial transactions entered into in the name of the Club will be signed by two individuals being any two of the President, Vice-President, Treasurer or Secretary.

Property - The Club 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.

AMENDMENT OF BYLAWS

Voting – These rules and guidelines may only be amended, revised, repealed or added to by a resolution of the Board of Directors or upon the written notice of ten percent of the voting Members and a two-thirds affirmative vote of the voting Members at the AGM. Written notice by the voting Members shall be provided at least thirty (30) days in advance of the AGM, or as soon as is practicable.

NOTICE

Written Notice - In these rules and guidelines, written notice will be treated as signed and executed in accordance with the following:

a) Notice which is hand-delivered, provided by mail, fax or courier signed by the appropriate person having such signatory authority; or
b) Electronic mail from an email address that has been registered with the Club.

Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

DISSOLUTION

Dissolution or winding up - If for any reason, the operations of the Club are terminated or are wound up, or are dissolved and there remains after satisfaction

of all its debts and liabilities, any property whatsoever, this shall be paid to some other non profit organization in Canada, having objects similar to those of the Club.

No Gain for Members – The Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its objects.

INSURANCE

Insurance - All Individual Members and Board of Directors Members are covered through Swim Nova Scotia's Insurance policy.

ADOPTION OF THESE BYLAWS

Adoption by Board – These rules and guidelines are adopted by the Board of Directors of the Club at a meeting of the Board duly called and held on May 20th, 2010.

Ratification – These rules and guidelines are ratified by a two-thirds affirmative vote of the Members of the Club present and entitled to vote at a meeting of Members duly called and held June 19, 2010.

Repeal of Prior Bylaws -- In ratifying these rules and guidelines, the Members of the Club repeal all prior rules and guidelines of the Club.

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President Treasurer/Secretary