



## **CALGARY KILLARNEY ARTISTIC SWIM CLUB BY-LAWS**

### **1.0 NAME AND POWERS**

- 1.1 **Name:** The name of the society is the “Calgary Killarney Artistic Swim Club” (the “Club”).
- 1.2 **Powers:** The Club is incorporated as a society under the Societies Act (Alberta) (the “Act”) and subject to the Act and these by-laws has all the powers, rights and immunities vested by law in a corporation.

### **2.0 MEMBERS**

- 2.1 **Registration Fees and other Obligations:** The Board of Directors of the Club (the “Board”) shall determine the registration fees payable by members and may assess upon the members such other obligations as it deems fit.
- 2.2 **Eligibility:** Any interested person, 18 years of age or over, from the community at large is eligible to apply for membership in the Club. Members agree to pay membership fees, registration fees and agree to undertake such other obligations as are assessed by the Board. The Board may refuse membership in the Club to members who are not in good standing
- 2.3 **Class of Members and Fees:** All members of the Club shall be considered General Members. All members shall pay an annual \$25 membership fee per season. If the member has a child/dependent in a registered program in the Club, this membership fee shall be deducted from the annual dues.
- 2.4 **Withdrawals:** Any member wishing to withdraw from the Club may do so upon notice in writing in accordance with the policies of the Club in effect at the time. Any fees reimbursement will be subject to the terms and conditions as outlined in the policies of the Club in effect at the time.
- 2.5 **Expulsion:** If any member is in arrears for fees or assessments for any year, has failed to perform such other obligations as may be assessed by the Board, or has acted contrary to the by-laws, policies or rules of the Club, written notice requesting compliance shall be sent to the member in accordance with the policies of the Club in effect at the time. If the member does not comply as required by the policies of the Club in effect at the time, such member may be expelled from the Club in accordance with the policies of the Club in effect at the time. Such expelled members shall be entitled to no membership privileges or powers in the Club. An expelled member may, upon compliance with the written notice, apply to the Board for re-admission to the Club.



2.6 **Good Standing:** Any member who has not withdrawn nor been expelled from the Club and has paid in full all registration fees and other obligations to the Club is a member in good standing.

### **3.0 MEETINGS OF THE MEMBERS**

3.1 **Spring General Meeting:** The Club shall hold a Spring General Meeting on or before the 30th day of June in each year. At this meeting, in addition to other business that may be transacted: the financial statements for the previous year setting out the Club's income, disbursements, assets and liabilities, audited and signed by the Club's auditor, shall be presented; unless otherwise determined at any General Meeting, a President, Vice-President, Secretary, Treasurer and between three (3) and six (6) Directors At Large shall be elected by the Members.

3.2 **Annual General Meeting:** The Club shall hold an Annual General Meeting on or before the 31st day of October in each year. At this meeting, in addition to other business that may be transacted: the appointment of the auditor shall be approved; and any vacancies on the Board shall be filled.

3.3 **Notice of Meetings:** Notice of the Spring and Annual General Meetings of the Club shall be given to all members of the Club not later than twenty-one (21) days prior to the date of the proposed meeting and may be made by publication of such notice in any publication produced by the Club and remitted to all members of the Club.

3.4 **Special General Meetings:** Special General Meetings of the Club may be called at any time by the President or the Board. In addition, if one third (1/3) of the Members sign a petition demanding a Special General Meeting and setting forth the reasons for calling such meeting, the President or the Board shall, within fourteen (14) days after receiving the petition, set a date for such meeting and give notice of such meeting. Notice of Special General Meetings, whether called at the initiative of the President or the Board or in response to a petition, shall be given to members in accordance with Section 3.3.

3.5 **Quorum:** Twenty (20) percent of the total number of Members entitled to vote shall constitute a quorum at any Special or General Meeting.

3.6 Voting:

- (a) Voting: Each member shall be entitled to receive notice, attend and vote at any General Meeting. Each member shall receive one vote, regardless of how many registrants the member has in registered programs. Voting shall be made in person.

- 3.7 **Resolutions:** Resolutions presented to any General Meeting shall pass with a simple majority of those Members who, if entitled to do so, vote. In accordance with the Act, a “special resolution” means:
- (a) a resolution passed:
    - (i) at a General Meeting of which not less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given, and
    - (ii) by the vote of not less than 75% of the Members who, if entitled to do so, vote;
  - (b) a resolution proposed and passed as a special resolution at a General Meeting of which less than 21 days’ notice has been given, if all the Members entitled to vote so agree, or
  - (c) a resolution consented to in writing by all the Members entitled to vote.

#### **4.0 BOARD OF DIRECTORS**

- 4.1 **Number of Directors:** Unless otherwise determined at any General Meeting, the Board shall consist of between seven (7) and ten(10) Directors: the President, Vice-President, Secretary, Treasurer and between three (3) and six(6) Directors at Large.
- 4.2 **Qualification:** Any person 18 years of age or over is eligible to be elected as an Officer or Director.
- 4.3 **Election of the Board and Term:** The Officers and Directors of the Board shall be voted in by the Members at the Spring General Meeting and are to serve in that capacity for the next fiscal year set out in Section 6.1.
- 4.4 **Quorum:** The quorum of the Board shall be four (4) Directors
- 4.5 **Action by the Board:** The Board shall, subject to the Act, these by-laws or directions given it by majority vote at any General Meeting properly called and constituted, have full control and management of the business and affairs of the Club.
- 4.6 **Removal of Board Members:** If a Director is absent from four (4) consecutive meetings of the Board without notice or justification, or if in the opinion of the Board a Director fails to perform assigned duties or acts in a manner detrimental to the Club, the Board may, by resolution, remove the Director from the Board. Notice of removal shall be provided to the Director, in writing, fourteen (14) days before the resolution to remove the Director is passed.

**4.7 Vacancies:**

- (a) If there is a vacancy on the Board, the remaining Directors may appoint members in good standing to fill up to three vacancies - with terms lasting until the next general meeting. This process does not apply to the position of immediate Past President, this position remaining vacant until the next AGM
- (b) If more than three (3) Directors resign during any fiscal year then a Special General Meeting shall be called within twenty-one (21) days to replace the vacancies. If less than three (3) vacancies exist, the decision to call another election to fill the vacancies is at the discretion of the remaining Directors.

**4.8 Meetings of the Board:** Meetings of the Board shall be held as often as deemed necessary to deal with the business of the Club, but not less than eight (8) times during the fiscal year. The Board, at any meeting at which all Directors are present, may decide to hold regular meetings and the resolution shall state the day, hour and place of such meetings and notice of any such meeting is not required.

**4.9 Special Meetings of the Board:** Special meetings of the Board may be held at the call of the President upon twenty-four (24) hours notice either verbally, by telephone or in writing to Directors. Special meetings may be held without notice if a quorum is present, provided however, that any business transactions at such meetings shall be ratified at the next regularly called meeting of the Board, otherwise they may be declared null and void by a majority directors vote.

**4.10 Resolution in the Absence of a Meeting:** A resolution in writing shall be valid in the absence of a meeting of the Board provided all Directors have consented to the resolution in writing.

**4.11 Voting:** At all meetings of the Board every resolution shall be decided by a majority of the votes cast. Each Director position shall have one vote and subject to section 4.12, shall vote on every resolution. In the event of a tie the resolution is defeated.

**4.12 Pecuniary Interest:** Any Director with a direct or indirect pecuniary interest in any matter to be decided upon by the Board shall declare such interest and shall be excused from the meeting of the Board during the debate and vote on the matter.

**4.13 Remuneration and Expenses:** Directors, Members or Officers shall receive no remuneration for their services as Directors, Members or Officers but shall be entitled to be reimbursed for out-of-pocket expenses properly incurred by them at the request of the Board.

- 4.14 **Committees:** The Board may appoint such standing or ad hoc committees, as it may deem advisable.
- 4.15 **Dispute Resolution:** Where an internal Club dispute arises, the Board may establish an ad hoc committee to review the dispute and report to the Board with recommendations.
- 4.16 **Protection of Directors, Officers and Others:** The Club shall indemnify a Director and Officer of the Club and a former Director or Officer of the Club, any heirs and legal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which the Director or Officer is made party by reason of being or having been a Director or Officer of the Club, if the Director or Officer acted honestly and in good faith with a view to the best interests of the Club, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer has reasonable grounds for believing that his or her conduct was lawful.
- 4.17 **Insurance:** The Club may purchase and maintain such insurance for the benefit of its Directors and Officers, in their capacity as Directors and Officers, as the Board may determine.

## **5.0 OFFICERS**

- 5.1 **President:** The President presides at all Board and General Meetings, calls Special General Meetings, special meetings of the Board, and performs any other duties imposed by the Board. The President has the option to be an ex-officio member of all committees.
- 5.2 **Vice-President:** The Vice-president performs the duties of the President in the event of the absence of the President and any other duties imposed by the Board.
- 5.3 **Secretary:** The Secretary attends all Board and general meetings and keeps accurate minutes of such meetings, sends all notices of meetings as required, is responsible for the safekeeping of the seal and all documents of the Club, maintains and remits all returns, resolutions and records to the Registrar as required under the Act and performs any other duties imposed by the Board.
- 5.4 **Treasurer:** The Treasurer reviews and presents the financial statements for approval by the Board, prepares an operational budget in consultation with the Board, brings forth any suggested fee increases to the Board, is responsible to the Board for the club financials, and performs any other duties imposed by the Board.

5.5 **Directors at Large:** The Directors at Large perform such duties as are imposed by the board.

5.6 **Program Manager:** The Program Manager attends all Board and General Meetings, when directed to do so. The Program Manager has no vote at such meetings. The Program Manager performs such other duties as are imposed by the Board.

## **6.0 BUSINESS OF THE CLUB**

6.1 **Fiscal Year:** Unless otherwise determined by the Board, the fiscal year of the Club shall be September 1- August 31.

6.2 **Corporate Seal:** The Club may have a corporate seal which shall remain in the custody of the Secretary and may be affixed to such documents and in the presence and with the signatures of such officers as the Board directs.

6.3 **Signing Authority:** Agreements, cheques and other documents shall be signed by any two (2) members of the Board authorized by the Board. The Board may authorize two (2) alternate Board members to have signing authority.

6.4 **Borrowing:** For the purpose of carrying out its objects, the Club may borrow or raise or secure the payment of money in such manner as it thinks fit and, in particular, by the issue of debentures, but this power shall be exercised only under the authority of these by-laws, and in no case shall debentures be issued without the sanction of a special resolution of the Club.

6.5 **Audit:** The books, accounts and records of the Club shall be audited at least once a year by a duly qualified accountant or by two (2) persons 18 years of age or older. An audited financial statement for the year shall be submitted by such auditor within three (3) months of the end of the fiscal year of the Club.

6.6 **Inspection of Records:** The books and records of the Club may be inspected by any member of the Club at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall, at all times, have access to such books and records.

6.7 **Notice to Members:** Notice, other than notices of meetings, and other written correspondence to members is adequately given if delivered in person or sent to the contact details of the member that appear on the records of the Club.

## **7.0 AMENDMENT AND DISSOLUTION**



- 7.1 **Amendment:** These by-laws shall not be rescinded, altered or added to except by special resolution of the Club.
- 7.2 **Dissolution:** Upon the dissolution of the Club and after payment of all debts and liabilities, the remaining property of the Club shall be distributed or disposed of to a charitable organization the objects of which are beneficial to the residents of Calgary.
- 8.0 ADOPTION AND RESCISSION OF PRIOR BY-LAWS**
- 8.1 **Adoption:** These by-laws are adopted by special resolution of the Club at the Spring General Meeting duly called and held on the 1st Day of June, 2021.
- 8.2 **Rescission of Prior By-laws:** In adopting these by-laws, the members of the Club rescind all prior by-laws of the Club provided that such rescission does not impair the validity of any action completed pursuant to the rescinded by-laws prior to their rescission.

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Sandy Vander Ziel - President

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Chris Dilger - Secretary



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