

# The By-laws of the Ottawa Rideau Speedeaus d'Ottawa

## 1 – Name, Location and Languages

1.1 The Ottawa Rideau Speedeaus d'Ottawa is continued as a corporation located in Ottawa, Ontario, that is governed by the laws of Canada and that is registered with associations that further its objectives.

1.2 The Speedeaus encourages membership and pursues its activities in the National Capital Region (in both Ontario and Quebec).

1.3 The Speedeaus makes every effort to operate in both English and French within the limits of its contractors, coordinators and volunteers.

1.4 In the event of a dispute, only the English version of the by-laws is to be used for interpretation.

## 2 – Definitions and Purpose

### 2.1 Definitions.

- a) "Act" means the *Canada Not-for-profit Corporations Act* (S.C. 2009, c. 23), including the Regulations made under that Act, and any statute or regulations that may be substituted, as amended from time to time.;
- b) "AGM" means an annual general meeting of the members held in accordance with section 4.3.
- c) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Speedeaus.
- d) "Board" means the Board of Directors referred to in section 5.1.
- e) "by-laws" means these by-laws and any other by-law of the Speedeaus, as they are amended and in force and effect from time to time.
- f) "coordinator" means any person seen fit for the position and appointed by the Board to lead the delivery of programming, events and other activities of the Speedeaus.
- g) "Director" means a Director of the Board as defined in section 5.
- h) "member" means a member of the Speedeaus as described in section 3.1.
- i) "LGBTQ2+" describes individuals who identify as lesbian, gay, bisexual, transgender, queer or questioning, or two-spirited, or who have other minority sexual and gender identities.
- j) "National Capital Region" means the region described in the schedule to the *National Capital Act* (R.S.C., 1985, c. N-4).
- k) "officer" means an officer of the Speedeaus as described in section 5.4.
- l) "proposal" means a proposal submitted by a member of the Speedeaus that meets the requirements of section 163 of the Act.
- m) "resolution", except in respect of a special resolution, means an ordinary resolution passed by a majority of the votes cast on that resolution.
- n) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

- o) “Speedeaus” means the Ottawa Rideau Speedeaus d’Ottawa corporation continued by section 1.1.

## 2.2 Purpose.

The Speedeaus' purpose is

- a) to promote the sport of swimming and the health, well-being and resilience of the LGBTQ2+ communities in the National Capital Region;
- b) to create safe, fun, inclusive and positive spaces for LGBTQ2+ people and allies of all skill levels to participate in recreational, fitness and competitive swimming activities;
- c) to provide opportunities for friendship, camaraderie and connection among members; and
- d) to cooperate with and support other like-minded organizations, groups and individuals with aims consistent with the Speedeaus and the LGBTQ2+ communities.

## 3 – Membership

### 3.1 Definition.

There is only one class of member. A member is any person who

- a) has paid at least one of the seasonal membership dues within the past fiscal year (see section 6.1).
- b) is a coordinator appointed by the Board who is in good standing; or
- c) is a person to whom the Board has, by resolution, conferred an honorary membership for exceptional contribution to the Speedeaus or its purposes (see section 2.2).

### 3.2 Membership Dues.

The membership dues are set by the Board taking into consideration the guidance provided by the members at the AGM.

### 3.3 Assessments.

In addition to membership dues, the Speedeaus may levy an additional assessment on members for any purpose if at least two-thirds of the members agree to the assessment at a meeting of the members.

### 3.4. Payment of Dues or Assessments.

Members must pay any dues or assessments by the date that is established by the Board of Directors. The Board may, in accordance with Speedeaus' policies, waive dues or assessments by approving subsidies or bursaries for members.

### 3.5 Bound by the By-laws.

By becoming a member, a person agrees to abide and be bound by the by-laws and any policies established by the Speedeaus, such as a Code of Conduct.

### 3.6 Eligibility.

Every member is eligible to swim at the Speedeaus' practices as per their paid registration and to participate in the Speedeaus' activities.

### 3.7 Non-members.

The Speedeaus may invite non-members to participate in its activities, including either swimming or social activities, at the Speedeaus' discretion.

### 3.8 Removal of Membership.

The Speedeaus may revoke or temporarily suspend the membership and all associated privileges of any member with a 60% majority vote of the Board of Directors upon receiving a complaint that the member is not abiding by the Speedeaus' bylaws or other policies established by the Speedeaus. The member is entitled to be notified of the intention to vote to revoke or suspend their membership and be provided an opportunity to speak to the Board.

A member whose membership has been revoked or suspended has the right of appeal at a special meeting of the membership. Membership will be reinstated if a simple majority vote of the members at the special meeting approves reinstatement. Any portion of their registration fee which has not been used may be refunded, according to the Speedeaus' policies and approval of the Board.

## 4 – Members' Meetings

### 4.1 Place of meetings.

Meetings of the members (see section 3.1) are to be held virtually and/or in the National Capital Region at a place that is designated by the Board.

### 4.2 Special Meeting.

The President will call a special meeting of the members to consider a specified question if so directed by the Board of Directors or if the Board has received a petition for a special meeting that is signed by at least one-third of the total membership.

### 4.3 Annual General Meeting.

The AGM of the members is held on the first Saturday of June, or within 30 days of that day as may be designated by the Board. At the AGM, members nominate and elect the Board and conduct any other Speedeaus business and, if practical, the newly elected Board reaffirms current coordinators or appoints new coordinators.

### 4.4. Notice of Meeting.

The Board must serve notice of the AGM and any special meetings to each member at least 14 days before the day on which the meeting is to occur. The notice must state the purpose of the meeting and set out its time and place. Notice may be served in person or by email. By attending a meeting, a

member is deemed to have waived the notice requirement, unless the member expressly states, in writing, that they do not waive the notice requirement.

#### 4.5 Quorum.

Members representing at least 15% of the total membership constitute a quorum at an AGM or special meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### 4.6 Adjourned Meetings.

If an AGM or special meeting cannot be held due to a lack of quorum, the members who are present will adjourn the meeting to a time not less than 14 days from the day on which the meeting was to be held. In the case of an adjournment, the Board must serve each member with notice of the proposed meeting in accordance with section 4.4.

#### 4.7 Voting.

At any meeting of members when a consensus cannot be achieved, every question is, unless otherwise provided by the articles or by-laws or by the Act, to be determined by a majority of the votes cast on the question. Each member is entitled to one vote on each question that is put to vote at an AGM or special meeting. When a vote is tied, the President (or the Director designated by the President) has, in addition to their original vote, a second or casting vote.

#### 4.8 No Proxy Ballots.

A member must be physically or virtually present at an AGM or a special meeting in order to vote. Electronic voting is permitted if the Speedeaus makes available a telephonic, electronic or other communication facility.

## 5 – Board of Directors

#### 5.1 Governance Composition.

The Speedeaus' affairs are managed by a Board of Directors that is composed of three to five Directors. The following executive officers of the Speedeaus must be Directors: the President, the Treasurer and the Secretary. Each of the Directors must be a different person.

#### 5.2 Election of the Board.

Subject to section 5.16, Directors are nominated and elected at the AGM.

#### 5.3 Powers and Duties.

The Board is responsible for the administration of the Speedeaus' affairs and the conduct of its business, including

- a) overseeing coordinators running the Speedeaus' operations;
- b) creating and dissolving at its discretion committees, to which it may appoint anyone;
- c) hiring and removing coaches or other contractors;

- d) approving expenditures over \$100;
- e) overseeing contracts over \$100; and
- f) taking decisions on any members' proposals for furthering the purposes of the Speedeaus as set out in section 2.2.

By resolution, the Board may delegate the exercise of any of the above powers. Decisions regarding matters of policy that involve significant expenditures or that impact significantly on the membership and long-term direction of the Speedeaus may only be taken following consultation with the members during an AGM or a special meeting of the members or through other means such as poolside discussion or the circulation of written proposals.

#### 5.4 Description of Offices.

Unless otherwise specified by the Board, the executive officers of the Speedeaus, if designated, have the following duties and powers:

- a) President – The President is the chief executive officer of the Speedeaus unless otherwise determined by resolution of the Board and has responsibility for the general management and direction of the business and affairs of the Speedeaus, subject to the authority of the Board. The President, when present, presides at all meetings of the members and all meetings of the Board or of a committee of Directors;
- b) Treasurer – The Treasurer is responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Speedeaus. Whenever required, they are to render to the Board an account of their transactions as treasurer and of the financial position of the Speedeaus;
- c) Secretary – The Secretary, when in attendance, is the secretary of all meetings of the Board, of the members and of committees of the Board and, whether or not they attend, the Secretary records minutes of all proceedings at such meetings. They give, or cause to be given, as and when instructed, notices to the members, Directors, coordinators, auditors and committee members. They are the custodian of all books, papers, records, documents and other instruments belonging to the Speedeaus. They perform such other duties as may from time to time be prescribed by the Board.

The duties and powers of all other officers of the Speedeaus are those that the terms of their engagement call for or that the board requires of them. Any of the duties and powers of an officer to whom an assistant has been appointed may be exercised and performed by the assistant, unless the Board otherwise directs.

#### 5.5 Term of Office.

Subject to sections 5.15 and 5.16, each Director serves a term of one year beginning after their election to the Board at an AGM and ending after the election of the new Board at the next AGM. Directors may be re-elected to the same or a different position. The term of a Director who is appointed President is automatically extended for one year beginning on the day after the day on which their term as President would have ended.

#### 5.6 Remuneration.

No remuneration is to be paid to Directors for their services as such, but reasonable expenditures are to be paid by resolution of the Board. The Board may decide to remunerate contractors, coordinators or other volunteers.

#### 5.7 Organizational Meeting.

The first meeting of a newly elected Board must be held within 60 days after the election.

#### 5.8 Timely Updates and Member's Proposals.

The committees, coordinators and the executive officers must submit updates and member's proposals to each coordinator and Director by email or other suitable means of communication in a timely fashion as appropriate when issues arise. Every member's proposal must be vetted by the committee, coordinator or executive officer submitting the proposal. If a member's proposal is made repeatedly but not approved for submission, it may be forwarded to the Board for a formal recording of a decision. Every update or member's proposal submitted must be recorded by the Secretary in the minutes of the next Board meeting.

#### 5.9 Decision Without Meeting.

The Board may make most decisions without a meeting if each coordinator and Director has been notified by email or other suitable means of communication of the update or member's proposal to be discussed and a majority of the Directors consent. The President is responsible for registering decisions made without a meeting. The decision becomes binding immediately if the vote is unanimous or, if it is not unanimous, after a three-day period during which any Director may raise concerns and request that the decision be overturned. The decision must then be recorded by the Secretary in the minutes of the next Board meeting. The decision may be that there is no action to be taken.

#### 5.10 Special Meetings.

Special meetings of the Board may be called as needed by the President or any two Directors to discuss issues that cannot wait for the next regular meeting. The Board must ensure each coordinator and Director is notified personally, by email or by other suitable means of communication of the special meeting and of the update or member's proposal to be discussed at least three days before the meeting is scheduled to occur.

#### 5.11 Regular Meetings.

Regular meetings of the Board are held as determined by the Board to discuss complex issues that could not be resolved by an action without meeting. The Board must hold at least one regular meeting every two months. The Board must ensure that notice of regular meetings is served on each coordinator and Director personally, by email or by other suitable means of communication at least one week before the meeting is scheduled to occur.

#### 5.12 Quorum.

Three Directors—including either the President or, if the President is unable to participate in making the decision, a Director designated by the President to act in their place or, if no one has been designated, a Director named by a majority of the Directors present to act as President of the meeting—constitutes a quorum at a Board meeting.

### 5.13 Conflict of Interest.

A Director or coordinator who is in any way directly or indirectly

- a) interested in any contract or transaction with the Speedeaus; or
- b) involved with a competing or sister organization in a way that that may result in them having a divided loyalty in the context of making a decision

must disclose their interest or involvement to the Board and not participate in any related vote or resolution.

### 5.14 Voting.

If a consensus on a question cannot be reached during a Board meeting, a vote must be held. Each Director is entitled to one vote. A 60% majority of the Directors present at the meeting decides the question. When the vote is tied, the President (or the Director designated by the President) has, in addition to an original vote, a second or casting vote.

### 5.15 Removal of Directors.

Any Director may be removed by a 60% majority of the Board if the Board receives a complaint that the Director is not performing their duties or abiding by the bylaws or other policies established by the Speedeaus. In addition, a Director may be removed by a 60% majority of the members present at a special meeting of the members. The Director must be notified of the intention to vote on whether to remove them and be provided an opportunity to speak. Once a Director has been removed, they may be re-elected to the Board only by the members.

### 5.16 Vacancies.

Vacancies on the Board that occur for any reason other than a vote of the members at an AGM or special meeting may be filled by a vote of the majority of the remaining Directors, regardless of whether they constitute a quorum. Each person so elected serves out the remaining portion of the term unless a replacement is elected by the members at a subsequent meeting. Any vacancy on the Board may be filled by an election held at a special meeting of the members.

### 5.17. Attendance at Meetings.

Any Director who misses three consecutive regular meetings of the Board is considered to have resigned from the Board, unless a reasonable justification is accepted by a majority of the Directors present at the third meeting.

### 5.18 Openness.

Board meetings are open to all members (see section 3.1). The Secretary must ensure that members receive prior notice of Board meetings. Members must send a request to the Secretary if they wish to attend. The Secretary summarizes the meeting discussion, including the options considered, their pros and cons and any decisions taken, in the minutes. The Secretary must ensure that the approved minutes of all Board meetings are made accessible to members and provided, on request, to any member.

### 5.19 Confidentiality.

A Board meeting, or a portion of one, may be held in camera, which means that only the Directors with no conflict of interest (see section 5.13) may attend and participate in the discussion and decisions made. The discussion of agenda items requiring confidentiality to prevent harm to members, coordinators, Directors, the Speedeaus or its assets must still be reconciled with the principles of transparency and accountability to the membership. The Board must not pass any resolutions in camera and the Secretary must not record any minutes of in camera agenda items.

#### 5.20 Written Reports.

All coordinators, the Treasurer and the President must prepare a concise written summary each year of their activities for the AGM, which must be distributed to the members at least one week prior to the AGM.

## 6 – Fiscal Management

### 6.1 Fiscal Year.

The fiscal year-end of the Speedeaus is April 30 of each year.

### 6.2 Budget.

In conjunction with the coordinators and the Board, the Treasurer must prepare budgets for all of the Speedeaus' activities and functions. The Board's approval of a budget constitutes authorization to make the expenditures set out in it.

### 6.3 Other Expenditures.

The Board must approve any expenditure not set out in an authorized budget.

### 6.4 Books.

The Treasurer must maintain up-to-date books containing records of all the Speedeaus' revenues and expenditures. Every member has the right to examine the Speedeaus' books.

### 6.5 Review.

The members may require that a review of the Speedeaus' books be done by either two members or an independent third party for presentation at a special meeting of the members.

### 6.6 Payments and contracts.

All payments above \$500 made on behalf of the Speedeaus must be signed by at least two of the Treasurer, the President and a third Director designated for that purpose by the Board. ~~Other~~ Contracts may be signed as directed by the Board.

### 6.7 Banking Arrangements

The banking business of the Speedeaus is to be transacted at a bank, trust company or other firm or corporation that carries on a banking business in Canada and that is designated by a resolution of the

Board. The President, the Treasurer or another Director designated or authorized by the Board may conduct the banking business.

## 6.8 Borrowing Powers

No one is authorized to borrow money on behalf of the Speedeaus without obtaining first the approval of the Board and then the approval, by special resolution, of the members.

## 7 – Making, Amending and Repealing By-laws

### 7.1 Proposal made by Members

A proposal to make, amend or repeal a by-law may be made by any member entitled to vote at a meeting of the members.

### 7.2 Proposal made by the Board

The making, amendment or repeal of the by-law is effective beginning on the day on which the resolution is passed by the Board. The Board must submit the proposal to the members at the next meeting of the members, and the members may, by resolution, confirm, reject or amend the proposal. Any decisions made by the Board in the interim stand unless explicitly undone. If the by-law, amendment or repeal is confirmed by the members it remains effective in the form in which it was confirmed.

## 8 – Dissolution

### 8.1 Voting Requirements.

At least two-thirds of the members present at an AGM or special meeting of the members may vote to dissolve the Speedeaus, as long as notice of the vote was included in the notice of the meeting.

### 8.2 Financial Liabilities.

The Board that is in place prior to dissolution must satisfy all of the Speedeaus' outstanding financial liabilities that exist or arise after the dissolution date before distributing any of the Speedeaus' assets.

### 8.3 Distribution to Charity.

On the dissolution of the Speedeaus, any remaining assets will be distributed to one or more registered charities chosen by vote at the final meeting of the members.

## 9 – Interpretation

### 9.1 Resolving By-law Disputes.

Any dispute with regard to the interpretation of the by-laws is resolved by a majority vote of the Board. If a member disagrees with the Board's decision and the decision was not made at a meeting of the

members, the member has 10 days to inform the Board that they wish to put the interpretation dispute to a vote of the members. The Board may be overruled by a two-thirds vote at a meeting of the members. (See also section 1.4 )