

SWIM PRINCE EDWARD ISLAND - BYLAWS

ARTICLE I GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Swim PEI, an organization incorporated on the thirteenth (13th) day of July, 1999 under the Companies Act, RSPEI 1988 c. C-14 and subject to the laws of the province of Prince Edward Island.
- 1.2 Definitions – The following terms have these meanings in these Bylaws:
- a) “Act” shall mean the Companies Act, RSPEI 1988 c. C-14, as amended from time to time, and any legislation that may be substituted therefore;
 - b) “Auditor” shall mean the external individual or firm appointed by the Members at the Annual General Meeting to prepare year end financial statements and the tax return of Swim PEI to be presented to Members at the Annual General Meeting;
 - c) “Board” shall mean the Board of Directors of Swim PEI;
 - d) “Days” shall mean calendar days;
 - e) “Director” shall mean an individual elected or appointed to serve as a member of the Board of Swim PEI pursuant to these Bylaws;
 - f) “Officer” shall mean a Director elected or appointed to serve as an Operations Committee Member of Swim PEI pursuant to these Bylaws;
 - g) “Ordinary Resolution” shall mean a resolution passed by a majority of the votes cast at a meeting of the Board, meeting of the Operations Committee, meeting of a Committee, or a meeting of Members;
 - h) “PEI” shall mean Prince Edward Island;
 - i) “Special Resolution” shall mean
 - i) A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which thirty (30) days’ notice has been given specifying the intention of the resolution; or
 - ii) A resolution consented to in writing by all voting Members who would have been entitled at a Members meeting to vote on the resolution.
- 1.3 Head Office – The head office of the Swim PEI shall be located at all times within the Province of Prince Edward Island.
- 1.4 Corporate Seal – Swim PEI may have a corporate seal which may be adopted and may be changed by Ordinary Resolution.
- 1.5 No Gain for Members – Swim PEI shall be carried on without the purpose of gain for its Members and any profits or other accretions to Swim PEI shall be used in promoting its objectives.
- 1.6 Ruling on Bylaws – Except as provided in the Act, the Board shall have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of Swim PEI.
- 1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board shall be conducted according to Roberts Rules of Order (current edition).
- 1.8 Interpretation – Words importing the singular shall include the plural and vice versa, words importing the masculine shall include the feminine and vice versa, and words importing persons shall include bodies corporate.
- 1.9 Headings – The headings used in these Bylaws are inserted for convenience of reference only.
- 1.10 Governing Body – Swim PEI shall be the governing body of the sport of competitive swimming in the Province of Prince Edward Island as delegated by Swimming Natation Canada and will govern itself in accordance with the rules of Swimming Natation Canada (SNC), Aquatic Federation of Canada (AC) and Fédération Internationale de Natation Amateur (FINA).

ARTICLE II MEMBERSHIP

Categories of Membership

- 2.1 Category – Swim PEI has five (5) categories of membership:
- a) Club Members;
 - b) Swimmer Members;
 - c) Coach Members;
 - d) Officials Members; and
 - e) Director Members.

Qualifications for Membership

- 2.2 Club Member – An organized body corporate swimming club/association or organized group of persons consisting of Swimmer Members whose main objective is the instruction and/or participation in competitive swimming, who has applied for membership, has agreed to abide by Swim PEI's bylaws, policies, rules and regulations and is registered with Swim PEI and SNC.
- 2.3 Swimmer Member – Any individual who is a swimmer registered with a Club Member, who has agreed to abide by Swim PEI's bylaws, policies, rules and regulations and is registered with Swim PEI and SNC.
- 2.4 Coach Member – Any individual who is a swimming coach registered with a Club Member or Swim PEI, who is certified by the Coaching Association of Canada under the National Coaching Certification Program, who is a registered member of the Canadian Swimming Coach & Teachers Association and Swimming Natation Canada and who has agreed to abide by Swim PEI's bylaws, policies, rules and regulations.
- 2.5 Officials Member – Any individual who is acting as an official for competitive swimming competitions, who has agreed to abide by Swim PEI's bylaws, policies, rules and regulations and is registered with Swim PEI and SNC.
- 2.6 Director Members – Any individual holding a position as a Director of Swim PEI.

Admission of Members

- 2.7 Admission of Members – Excluding Director Members, no individual or club shall be admitted as a Member of Swim PEI unless:
- a) The candidate member has made an application for membership in a manner prescribed by Swim PEI;
 - b) The candidate member has agreed to comply with these bylaws and the policies, procedures, rules and regulations of Swim PEI;
 - c) If the candidate is currently a Member at the time of applying for membership, the candidate member is a Member in Good Standing as defined herein, unless approved otherwise by the Board;
 - 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, unless approved otherwise by the Board;
 - e) 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; and
 - f) The candidate member has paid dues as prescribed by the Board.

Membership Duration and Dues

- 2.8 Year – Unless otherwise determined by the Board, the membership year of Swim PEI shall be September 1st to August 31st.
- 2.9 Duration – Membership is accorded on an annual basis and all Members shall apply for membership each year. Director Members shall remain Members for the duration they are holding a position as a Director of Swim PEI.
- 2.10 Dues – Membership dues shall be determined annually by the Board of Directors.

Withdrawal and Termination of Membership

- 2.11 Resignation – A Member may resign by delivering written notice of such resignation to the Secretary or the Head Office of Swim PEI, and such resignation shall take effect upon delivery.
- 2.12 Arrears – A Member shall be suspended and subject to expulsion from Swim PEI, by way of ordinary resolution of the Board of the Directors, for failing to pay membership dues or money owed to Swim PEI by the deadline dates prescribed by Swim PEI or otherwise fails to comply with all other registration policies of Swim PEI.

- 2.13 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from Swim PEI in accordance with Swim PEI's policies and procedures relating to discipline of Members.
- 2.14 Removal – A Member may be removed by special resolution of the voting Members present at an Annual General Meeting or Special Members' Meeting, provided the Member has been given fourteen (14) days written notice and the opportunity to be present and to be heard at such a meeting.

Good Standing

- 2.15 Definition – A Member of Swim PEI shall 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 Swim PEI;
 - d) Has complied with the Bylaws, policies, procedures, rules and regulations of Swim PEI;
 - e) Is not subject to a disciplinary investigation or action by Swim PEI, 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) Has paid all required membership dues.
- 2.16 Privileges – Subject to these Bylaws and other governing documents of Swim PEI, Members in Good Standing may be entitled to the following privileges:
- a) To hold office, subject to these Bylaws;
 - b) To vote, subject to these Bylaws;
 - c) To attend and participate in the meetings and affairs of Swim PEI, subject to these Bylaws;
 - d) Participate in sanctioned competitions/activities, training camps, or clinics of Swim PEI; or
 - e) Participate in other events associated with Swim PEI.
- 2.17 Cease to be in Good Standing – Members who cease to be in Good Standing may have privileges suspended and shall not be entitled to vote at meetings of Members, and where the Member is a Director, at meetings of Directors, and where the Member is a Committee Member, at meetings of Committees, 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 shall include Annual General Meetings and Special Meetings.
- 3.2 Special Meeting - A Special Meeting of Members may be called at any time by the Chair, by the Board or upon the written requisition of at least one third (1/3) of the Members who have voting rights. The agenda of special meetings shall be limited to the subject matter for which the meeting was duly called.
- 3.3 Location and Date – Swim PEI shall hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting shall be held within fifteen (15) months of the last Annual General Meeting.
- 3.4 Notice – Notice of meetings of Members shall be posted on Swim PEI's website at least thirty (30) days prior to the date of the meeting and written notice, including electronic notice (emails) shall be given to all voting Members at least thirty (30) days prior to the date of the meeting. Notice shall contain a proposed agenda and reasonable information to permit Members to make informed decisions. Failure for the intended recipient in receiving the notice shall not null and void the meeting nor the decisions or actions from that meeting.
- 3.5 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 shall be required for any adjourned meeting.
- 3.6 Agenda – The agenda of the Annual General Meeting shall 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
- 3.7 New Business – Any Member who wishes to have new business placed on the agenda of a meeting shall give written notice to Swim PEI at least ten (10) days prior to the meeting date or upon the sole discretion of the Chair or designate.
- 3.8 Quorum – At any meeting of Members, quorum shall consist of a simple majority (50% +1) of voting members.
- 3.9 Closed Meetings – Meetings of Members shall be closed to the public except by invitation of the Board.

Voting at Meetings of Members

- 3.10 Voting Privileges – Members shall have the following voting rights at all meetings of Members:
- a) Club Members shall be entitled to appoint the Clubs’ President, or Delegate(s) in accordance with Section 3.11, who may attend and participate in meetings of members and are entitled to the number of votes, based on the number of registered Swimmer Members as of August 31st of the current year, as follows:
 - i. 01-100 Swimmer Members 1 Vote
 - ii. 101 + Swimmer Members 2 Votes
 - b) Swimmer Members may attend and participate in meetings of members but are not entitled to vote.
 - c) Coach Members may attend and participate in meetings of members but are not entitled to vote.
 - d) Officials Members may attend and participate in meetings of members but are not entitled to vote.
 - e) Director Members shall be entitled to attend and participate in meeting of members and are entitled to one (1) vote each. The Chair shall only vote in the event of a tie.
- 3.11 Delegates – The name of a Delegate(s) shall be communicated to Swim PEI 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.
- 3.12 Scrutineers – At the beginning of each meeting, the Board may appoint two or more scrutineers who shall be responsible for ensuring that votes are properly cast and counted.
- 3.13 Proxy Voting – There will be no voting by proxy.
- 3.14 Determination of Votes – Votes shall 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.
- 3.15 Majority of Votes – Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote shall decide each issue. In the case of a tie, the issue is defeated.
- 3.16 Any Member seventeen (17) years of age or younger may appoint a parent/guardian who may attend and participate in meetings of members but are not entitled to vote.

ARTICLE IV GOVERNANCE

Composition of the Board

- 4.1 Directors – The Board shall consist of no more than eight (8) Directors comprised as follows:
- a) Seven (7) Directors at Large
 - b) Past Chair (Ex-officio, Non-voting)

Election of Directors at Large

- 4.2 Eligibility – Any individual who is eighteen (18) years of age or older, who has the power under the law to contract, is eligible to become a member of Swim PEI in Good Standing may be nominated for election as a Director at Large.
- 4.3 Restrictions – A person who is associated with a Club Member as an employee, coach or board member, or employed by Swim PEI is not eligible for a position as a Director at Large.

- 4.4 Nominating Committee – The Board may appoint a Nominating Committee, which shall be comprised of three individuals appointed by the Board of Directors. The Nominating Committee shall be responsible to solicit nominations with the skills and characteristics defined in The Nominating Policy for the election of the Directors at Large and may nominate additional candidates for the election of Directors at Large.
- 4.5 Nomination – Any nomination of an individual for election as a Director at Large shall:
- a) Include the written consent of the nominee by signed signature; and
 - b) Be submitted to the Head Office of Swim PEI within the timeframe defined in the Nominations Policy. Nominations will not be accepted from the floor. Swim PEI strives for gender parity and inclusiveness.
- 4.6 Incumbents – Individuals currently on the Board of Directors as a Director at Large wishing to be re-elected are not subject to nomination under 4.5 but must notify the Nominating Committee within the timeframe defined in the Nominations Policy of their interest in re-election.
- 4.7 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

- 4.8 Election – The election of the Directors at Large will take place as follows:
- a) Three (3) Directors at Large shall be elected by the voting members at the Annual General Meeting held in odd numbered years.
 - b) Four (4) Directors at Large shall be elected by the voting members at the Annual General Meeting held in even numbered years.
- 4.8.1 The sole exception is 2018, wherein seven (7) Directors at Large may be elected and wherein three (3) of those Directors at Large shall serve a one (1) year term and be eligible for re-election in 2019 and wherein four (4) of those Directors at Large shall serve a two (2) year term and be eligible for re-election in 2020.
- 4.9 Decision – Elections shall be decided by the voting Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
 - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

Terms

- 4.10 Elected Directors at Large Terms – Elected Directors at Large shall serve terms of two (2) years and shall hold office until their successor has been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors at Large can serve no more than three (3) consecutive terms unless by ordinary resolution of the Board of Directors.

Immediate Past Chair

- 4.11 Immediate Past Chair – The Immediate Past Chair is defined as the immediate last person to occupy the position of Chair who completed their full term and was not re-elected as a Director, removed or resigned.
- 4.12 Term of Immediate Past Chair – The Immediate Past Chair will serve a maximum term of two years, unless they resign, are removed from or vacate their office.
- 4.13 Vacancy of Immediate Past Chair – If there is no Immediate Past Chair, as defined in section 4.12, the position of Immediate Past Chair will remain vacant.

Resignation and Removal of Directors

- 4.14 Resignation – A Director may resign from the Board at any time by presenting their 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 Swim PEI resigns, that Director shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

- 4.15 Vacate Office – The office of any Director shall be vacated automatically if:
- the Director is found by a court to be of unsound mind;
 - the Director becomes bankrupt;
 - the Director missed three (3) consecutive Board meetings without proper notification to the Board and approval of the Chair; and
 - Upon the Director's death.
- 4.16 Removal – A Director may be removed by Special Resolution 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

- 4.17 Vacancy – Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as a Director is elected or appointed in accordance with these Bylaws.

Meetings of the Board

- 4.18 Call of Meeting – The meetings of the Board of Directors shall be held at any time and place as determined by the Chair or a majority of the Board of Directors.
- 4.19 Notice – Written notice of Board Meetings shall be given to all Directors at least three (3) days prior to the scheduled meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.20 Number of Meetings – The Board will hold a minimum of four (4) meetings per year.
- 4.21 Quorum – At any meeting of the Board of Directors, quorum shall consist of a simple majority (50% +1) of Directors holding office.
- 4.22 Voting – Each Director is entitled to one (1) vote, with the Chair only voting in the event of a tie. Voting shall be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. Resolutions shall be passed upon a majority of the votes being in favor of the resolution.
- 4.23 No Proxies – Directors may not vote via proxy at meetings of Directors.
- 4.24 Meetings – Meetings of the Board shall be closed to Members and the public except by invitation of the Board, excluding staff of Swim PEI. The Board shall meet in camera following all meetings of the Board.
- 4.25 Meetings by Telecommunications – A meeting of the Board may be held by teleconference. Any Director who is unable to attend a meeting may participate in the meeting by teleconference. Directors who participate in a meeting by teleconference are considered to have attended the meeting.

Powers of the Board

- 4.26 Powers – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of Swim PEI and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board may:
- Implement policies, procedures and rules for managing the affairs of Swim PEI;
 - Implement policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
 - Implement policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
 - Implement policies, procedures and rules relating to the management of disputes within Swim PEI and shall have the authority to deal with all disputes accordingly;
 - Implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of Swim PEI and shall have the authority to manage these accordingly;
 - Develop and implement the strategic direction of Swim PEI;
 - Establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee; and
 - Appoint, engage or employ such persons as it deems necessary to carry out the work of Swim PEI.
- 4.27 Borrowing Powers – The Board may borrow money upon the credit of Swim PEI as it deems necessary.

Validity of Acts of Directors

- 4.28 Validity of Acts of Directors – No act of the Board or a Director shall be nullified if it is discovered after the fact that the Director was improperly appointed or elected.

ARTICLE V OFFICERS

- 5.1 Composition – The Officers shall be comprised of the Chair, Vice-Chair, Treasurer and Secretary and such other Officers as determined by the Board of Directors. No one Officers shall hold more than one office.
- 5.2 Eligibility – Any Director may be elected as an Officer.
- 5.3 Election of Officers – The election of Officers shall take place within thirty (30) days after a Members Special or Annual General Meeting at which elections for Directors occurred. Directors not elected to an office are eligible for election for a subsequent office.
- 5.4 Decision – Elections shall be decided by a majority vote of Directors in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
 - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.
- 5.5 Terms – Officers shall hold office for a term of one (1) year unless they resign, are removed from, or vacate their office. The Officers term of office shall commence beginning from the meeting at which they were elected.
- 5.6 Vacate Office – The office of any Officer shall be vacated automatically if:
- a) the Officer is found by a court to be of unsound mind;
 - b) the Officer becomes bankrupt; or
 - c) Upon the Officer’s death.
- 5.7 Removal – An Officer 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 fourteen (14) days written 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.
- 5.8 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still quorum of Board Members, the Board may elect a qualified Director to fill the vacancy for the remainder of the vacant position’s term of office.
- 5.9 Duties – The duties of Officers are as follows:
- a) The Chair shall:
 - i) Be responsible for the general supervision of the affairs and operations of Swim PEI;
 - ii) Preside as Chairperson at the Annual General Meetings of Swim PEI and at meetings of the Board and the Operations Committee, unless an alternate Operations Committee Member or Board Member has been appointed to Chair;
 - iii) Be the official spokesperson of Swim PEI;
 - iv) Oversee and supervise the Executive Director; and
 - v) Performs such other duties as may from time to time be established by the Board.
 - b) The Vice Chair shall:
 - i) Support and assist the Chair in all duties;
 - ii) In the absence of the Chair, have the authority of and perform the duties of the Chair; and
 - iii) Perform such other duties as may from time to time be established by the Board.
 - c) The Treasurer shall:
 - i) Keep proper accounting records as required by the Act;
 - ii) Collecting and recording all dues and other funds received by Swim PEI;
 - iii) Recording all checks for expenditures and retain cancelled checks and receipts;
 - iv) Depositing all monies received by Swim PEI in Swim PEI’s bank account;
 - v) Supervising the management and the disbursement of funds of Swim PEI;

- vi) When required shall provide the Board with an account of financial transactions and the financial position of Swim PEI;
 - vii) Assisting in Swim PEI's annual reporting requirements for funding;
 - viii) Preparing and submitting the Annual Return; and
 - ix) Perform such other duties as may from time to time be established by the Board.
- d) The Secretary shall:
- i) Be responsible for the documentation of all amendments to Swim PEI's Bylaws;
 - ii) Ensure that all official documents and records of Swim PEI are properly kept;
 - iii) Conduct the correspondences of the Board;
 - iv) Keep attendance records of all Board and Operations Committee meetings;
 - v) Keep an up-to-date list of registered members;
 - vi) Send out any notice requirements as described herein;
 - vii) Cause to be recorded the minutes of all meetings of Members, Board of Directors and Operations Committee; and
 - viii) Perform such other duties as may from time to time be established by the Board.

Operations Committee

- 5.10 Operations Committee – The Operations Committee shall be comprised of the Officers.
- 5.11 Authority – The Operations Committee shall have the authority to oversee the implementation of Board policies during intervals between meetings of the Board and shall perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.
- 5.12 Executive Director – The Executive Director may attend meetings of the Operations Committee and participate therein to the extent permitted by the Operations Committee at such meetings but shall not be authorized to vote.
- 5.13 Call of Meeting – Meetings of the Operations Committee shall be held at any time and place as determined by the Chair or upon the request of any two (2) Operations Committee Members.
- 5.14 Notice – Written notice of Operations Committee Meetings shall be given to all Operations Committee Members at least three (3) days prior to the scheduled meeting. No notice of a meeting of the Operations Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence.
- 5.15 Number of Meetings – The Operations Committee shall hold meetings as necessary.
- 5.16 Quorum – At any meeting of the Operations Committee, quorum shall consist of a simple majority (50% +1) of Operations Committee voting members.
- 5.17 Voting – Each Operations Committee member is entitled to one (1) vote with the Chair only voting in the event of a tie. Voting shall be by a show of hands, electronically or orally unless a majority of Operations Committee Members present request a secret ballot. Resolutions shall be passed upon a majority of the votes being in favor of the resolution.
- 5.18 No Proxies – Operations Committee members are not entitled to vote via proxy.
- 5.19 Closed Meetings – Meetings of the Operations Committee shall be closed to Members and the public except by invitation of the Board.

Other Committees/Councils

- 5.20 Appointment of Other Committees – The Board may appoint such committees as it deems necessary for managing the affairs of Swim PEI 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 or these Bylaws.
- 5.21 Quorum – A quorum for any committee shall be the majority of its voting members.
- 5.22 Terms of Reference – The Board shall establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

- 5.23 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.
- 5.24 Chair Ex-officio – The Chair, or designate as appointed by the Chair, shall be an *ex-officio* (nonvoting) member of all Committees of Swim PEI.
- 5.25 Removal – The Board may remove any member of any Committee.
- 5.26 Debts – No committee shall have the authority to incur debts in the name of Swim PEI.

Remuneration

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

Conflict of Interest

- 5.28 Conflict of Interest – A Director, Officer, Operations 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 Swim PEI shall fully disclose and promptly the nature and extent of such interest to the Board or Committee, as the case may be, shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

- 6.1 Fiscal Year – The fiscal year of Swim PEI shall be September 1st to August 31st, or such other period as the Board may from time to time determine.
- 6.2 Bank – The banking business of Swim PEI shall be conducted at such financial institution as the Board may designate.
- 6.3 Auditors – At each Annual General Meeting, the Members shall appoint an auditor to prepare the year end financial statements and tax return of Swim PEI. The auditor shall hold office until the next Annual General Meeting unless removed by an ordinary resolution. The auditor shall not be an Employee or a Director of the Swim PEI.
- 6.4 Books and Records – The necessary books and records of Swim PEI required by these Bylaws or by applicable law shall be necessarily and properly kept. The books and records of Swim PEI are open for inspection by the Members at the Head Office of Swim PEI, upon 48 hours notice during regular business hours.
- 6.5 Signing Authority – Signing authority to bind Swim PEI shall include any two of the following: The Chair, Vice Chair, Treasurer or Secretary. The Board of Directors may authorize other persons to sign on behalf of the Corporation. Operational agreements may be signed by the Executive Director.
- 6.6 Property – Swim PEI may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property, or any right of interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 6.7 Borrowing – Swim PEI may borrow funds upon such terms and conditions as defined in these Bylaws.

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. Upon affirmative vote and registration in accordance with the Act, any amendments, revisions, additions or deletions shall be effective immediately.
- 7.2 Notice in Writing – Notice in writing is to be delivered to voting Members thirty (30) days or more prior to the meeting at which time it is to be considered at a Special or General Meeting.

ARTICLE VIII NOTICE

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

- 8.2 Date of Notice – Date of notice shall 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.
- 8.3 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.

ARTICLE IX DISSOLUTION

- 9.1 Dissolution – In the event of dissolution, any funds or assets remaining after paying all debts will be distributed to one or more Swim PEIs with similar objectives as Swim PEI as determined by the Board of Directors.

ARTICLE X INDEMNIFICATION

- 10.1 Shall Indemnify – Swim PEI shall indemnify and hold harmless out of the funds of Swim PEI 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.
- 10.2 Shall Not Indemnify – Swim PEI shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 10.3 Insurance – Swim PEI shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI ADOPTION OF THESE BYLAWS

- 11.1 Ratification – These Bylaws are ratified by a Special Resolution of the Members of Swim PEI present and entitled to vote at a Meeting of Members duly called and held on October 25th, 2018.
- 11.2 Repeal of Prior Bylaws – In ratifying these Bylaws, the Members of Swim PEI repeal all prior Bylaws of Swim PEI provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

Chair

Secretary