



## **Fairfields Swimming Club By-laws**

### **1. Head Office**

The head office of the corporation shall be in the Town of Clarkson in the Township of Toronto.

### **2. Seal**

The seal, an impression whereof is impressed in the margin hereof, shall be the corporate seal of the Corporation.

### **3. Board of Directors**

The affairs of the Club shall be managed by a Board of 7 directors, each of whom shall be a member of the Club at the time of his election or within 10 days thereof and throughout the term of his office. Each director shall be elected to hold office until after the first annual meeting he shall have been elected or until his successor shall have been duly elected and qualified. Each director shall be of the full age of twenty-one years and not be disqualified by law. The whole board shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the club may, by resolution past by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of votes cast at the meeting elect any person in his stead for the remainder of his term.

### **4. Vacancies, Board of Directors**

Vacancies in the Board of Directors, however caused, may so as long as a quorum of the Board of Directors remains in office, be filled by the directors from among the qualified members of the club, if they shall see fit to do so, otherwise the vacancy can be filled at the next annual general meeting of the members at which directors for the ensuing year are elected, but if there is not a quorum left in office, the remaining directors shall forthwith call a meeting of the members to fill the vacancies. If the number of directors is increased between the terms a vacancy or vacancies, to the number of the authorized increase, shall be deemed to have occurred, which may be filled in the manner provided above.

## **5. Quorum & Meetings, Board of Directors**

A majority of the Board of Directors shall form a quorum for the transaction of business. Except as otherwise provided by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors meetings may be formally called by the President or the Vice-President or by the Secretary on the direction of the President or the Vice-President, or by the Secretary on the direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each Director not less than 1 day before the meeting is to take place or shall be mailed to each director not two less than two days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and inclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such meeting no notice need be sent. A Directors meeting may also be held, without notice, immediately following the annual general meeting of the Club. The Directors may transact any business, either special or general, at any meeting of the Board.

## **6. Error in Notice, Board of Directors**

No error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such a meeting to make void any proceedings taken or had at such meeting and any Director may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **7. Voting, Board of Directors**

Questions arising at any meeting of directors shall be decided by a majority of votes. The Chairman, if otherwise qualified, shall be entitled to vote but shall not have a deciding or casting vote in the event of equality of votes. Any motion on which there is an equality of votes shall be lost. All votes shall be taken by ballot, is so demanded by any director present, but is no demand is made the vote shall be taken in the usual way be assent or dissent. A declaration by the Chairman that a resolution has been carried and any entry to that effect in the minutes shall be prime facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. In the absence of the President his duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

## **8. Powers**

The Directors of the Club may administer the affairs of the Club in all things and make or cause to make for the Club, in its name, any kind of contract which the Club may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the Club is by its Charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms as they may deem advisable.

The Board of Directors shall have the power to appoint committees consisting wholly or partly of members of the Board of Directors and wholly or partly of other members of the Club. Such committees shall hold office at the pleasure of the Board of Directors and any action taken by any such committee shall be subject to review by the Board of Directors. Without limiting the generality of the foregoing the Board of Directors may appoint a property and rules committee which shall have the power, subject to review by the Board of Directors, to make such rules and regulations governing the property of the Club and the conduct of its members as the said committee may deem expedient.

#### **9. Remuneration of Directors**

The directors shall receive no remuneration for acting as such.

#### **10. Officers of the Club**

There shall be a President, Vice-President, a Secretary and a Treasurer and such other officers or assistant officers as the Board of Directors may determine from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the Board of Directors at the first meeting of the Board after the annual election of such Board, provided that in default of such election that the incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Club need not be members of the Board and in the absence of written agreement to the contrary, the terms of employment of all officers shall be settled from time to time by the board.

#### **11. Duties of the President and Vice-President**

The President shall, when present, preside at all meeting of the members of the Club and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operation of the Club. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President his duties and powers may be exercised by the Vice President and if the Vice-President or such other director as the Board designates from time to time appoints for the purpose exercises any duty or power, the absence or inability of the President with respect thereto shall be presumed.

#### **12. Duties of the Secretary**

The Secretary shall be ex-officio Clerk of the Board of Directors. He shall attend all meetings of the Board and record all facts and minutes of all proceeding in Books kept for that purpose. He shall give all notices required to be given to members and directors. He shall be the custodian

of the Seal of the Corporation and all books, papers, records, correspondence, contracts and other documents belonging to the club and shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Director.

### **13. Treasurer**

The Treasurer, or person performing his duties, shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Club in such bank or banks as may be from time to time be designated by the Board of Directors. He shall disburse the funds of the club under the direction of the Board, taking proper vouchers therefore and shall render to the Board, whenever required an account of all his dealings as Treasurer and of the financial position of the Club. He shall also perform such other duties as are assigned to him from time to time by the Board.

### **14. Duties of Other Officers**

The duties of all other officers of the Club shall be as required by the terms of their engagement or fixed by the Board.

### **15. Execution of Documents**

Cheques, Deeds, Transfers, Licenses, Contracts and engagements on behalf of the Club shall be signed by any two of the President, Vice-President, Secretary and Treasurer and any other person authorized by the Board.

Notwithstanding any provision to the contrary contained in any of the by-laws of the Club, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Club may or shall be executed.

### **16. Members**

The membership shall consist of the applicants for the incorporation of the Club and of such other individuals and of such corporations, partnerships and other legal entities as are admitted by the Board of Directors upon payment of the membership fee as fixed from time to time by the Board.

Any member may resign and transfer his membership by giving notice in writing to the Secretary which shall be effective upon the approval thereof by the Board of Directors.<sup>1</sup>

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<sup>1</sup> By-law was updated in 1971, unsure as to whether the amendment or the original is included in the current document

It is declared the intention of these by-laws that a member who sells his home may sell his membership with it but the Board shall nevertheless be entitled to exclude from membership any person whom it does not consider a proper person to be a member.

A member who resigns shall be liable for payment of any assessment or dues levied and which become payable by him prior to acceptance of his resignation and no fee shall be charged for any transfer.

Each member in good standing shall be entitled to one vote on each question at any special or general meeting of its members. Any member may by instrument appoint in writing a proxy to vote for him at any meeting.

Each member shall promptly be notified by the Secretary of his admission as a member.

The Board of Directors shall have the power to suspend any member at any time for cause and while so suspended such member shall not be entitled to vote at any meeting of members.

The Board of Director may make provision from time to time for honorary memberships, temporary memberships and visitors. The use of the Club's property shall be free to all members in good standing and the spouse and unmarried children of such members, subject to the rules and regulations of the club.

#### **17. Dues**

The Board of Directors shall fix the annual dues of members, at such sum as will be, in the opinion of the Board, sufficient to raise sufficient money to meet the expenses of the Club for the year and any contingencies the Board feels should be provided for.<sup>2</sup>

The Board shall fix the days upon which such dues shall be payable and may suspend the privilege of any member whose dues remain wholly unpaid for 60 days or partly unpaid for 90 days until such dues are paid.

The Board shall cause the Secretary to give notice of dues to all members in advance of the day fixed as the day upon

#### **18. Annual and Special Meetings of Members**

The annual or any specific general meeting of the members shall be held at the head office of the Club or elsewhere in Ontario as the Board may determine on such day as the Board may appoint.

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<sup>2</sup> This section of the by-law was amended in 1971; however, it is unclear whether the amended or original by-law is included in this document

At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the Auditors report shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without notice thereof at any meeting of the members. The Board of Directors or the President or the Vice-President shall have the power to call at any time a special general meeting of the members of the club. No public notices or advertisement of members' meetings need be given but notice of time and place of every such meeting shall be mailed by prepaid post to every member at least 10 days before the time fixed for holding such meeting.

### **19. Error or Omission in Notice**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm' any or all proceedings taken or had thereat. For the purpose of sending notice to any director, officer or member, for any meeting or otherwise the address of any director, officer or member shall be at his last address recorded on the Books of the Club.

### **20. Adjournments**

Any meeting of the Club or the Directors may be adjourned to any time and from time to time 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 of any adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **21. Quorum of Members**

A quorum for the transaction of business at any meeting of members shall consist of not less than 3 members in good standing present and in person.

### **22. Voting of Members**

Each member of the Club shall at all meetings of the members be entitled to one vote and he may vote by proxy. Such proxy shall be a member or the spouse of a member. Before voting such proxy must produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote unless he has paid all dues or fees, if any, then payable by him.

At all meetings every question shall be decided by a majority of the votes of the members present or represented by proxy unless otherwise required by the By-laws of the Club or By-law. Every question shall be decided by a show of hands unless a poll be demanded by a member. Upon a show of hands every member having voting rights shall have one vote and unless a poll be demanded, a declaration by the Chariman that a resolution has been carried

shall be sufficient evidence of the fact without proof of the number of proportion. The demand for poll may be withdrawn but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by members present in person or by proxy and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed to decision of the club in general meeting upon the matter in question. In case of equality of votes whether by show of hands or by poll the resolution shall be lost.

### **23. Financial Year**

Unless otherwise ordered by the Board the financial year of the Club shall terminate on the 31<sup>st</sup> day of December each year.

### **24. Cheques, etc.**

All cheques, bills of exchange, or other orders of payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by such officer or officers, agent or agents of the Club and in such a manner as shall from time to time be determined by resolution of the Board and any of such officers or agents may alone endorse notes and cheques for deposit with the Club's Bankers for the credit of the Club or the same may be endorsed "for collection" or "for deposit" with the bankers of the Club by using a rubber stamp for the purpose. Any such officer or agent so appointed may arrange, settle, balance and certify all books and accounts between the Club and the Club's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

### **25. Deposit of Securities for Safekeeping**

The securities of the Club shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions as selected by the Board of Directors. Any such securities may be withdrawn at any time upon the direction of the Board on the signature of such officer or officers as the Board designates.

### **26. Notice**

Whenever under the provisions of the by-laws of the Club, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or public letter box in a post paid sealed wrapper addressed to the Director, officer or member at his or their address as the same appears on the books of the Club. A notice or other document sent by post shall be held to be sent at the time it was deposited in the post office or public letter box as aforesaid or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address recorded on the books of the corporation.

## **27. Borrowing**

The Directors from time to time:

- Borrow money on the credit of the Club; or
- Issue, sell or pledge securities of the Club; or
- Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed or other debt or any other obligation or liability of the Club.

From time to time the Directors may authorize any director, office or employee to make any arrangement with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan and thereof and as to the securities to be given therefore with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any money borrowed or remaining due by the Club as the directors may authorize and generally to manage, transact and settle the borrowing of money by the Club.

## **28. Interpretation**

In this by-law and all other by-laws of the Company words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall companies, corporations, partnerships and any number of aggregate of persons; "board" shall mean the Board of Directors of the Company; "letters patent" shall include supplementary letters patent; "The Corporation Act" shall mean The Corporations Act, 1953, (Ontario) as amended from time to time or any Act that may hereafter be substituted therefore.