



# **Constitution and By-laws**

**Last approved: February 22, 2021**

# Constitution

## Mission Statement

IGNT engages in promoting, teaching and fostering the sport of artistic swimming.

## Vision Statement

To inspire athletes of all ages and abilities to achieve their full potential as artistic swimmers and as whole individuals.

## Values

### **Excellence**

We strive to be the best we can be through a diligent commitment to our training and practice.

### **Sportsmanship**

We enjoy Artistic Swimming for its own sake and demonstrate fairness, self-control, respect and fellowship with competitors, teammates and coaches.

### **Teamwork**

We commit to work together to achieve our success.

### **Work Ethic**

We work hard at everything we do with honesty, integrity and accountability.

### **Family Spirit**

We care, respect and support each other.

### **Fun**

Is first and foremost why we participate in the sport of Artistic Swimming and we enthusiastically share our passion, enjoyment and friendship with others.

## **Our Directives**

To achieve our Mission Statement, the IGNT will:

- Provide programs, facilities and qualified staff for the development of fit, goal-oriented, highly skilled artistic swimmers with healthy self-esteem;
- Encourage coaches to progress through the accredited levels of the Coaching Association of Canada, in conjunction with the guidelines of Ontario Artistic Swimming and Canada Artistic Swimming, while developing fully the potential of the athletes;
- Encourage the display of good sportsmanship and good leadership qualities;
- Encourage mature and experienced swimmers to take coaching and judging courses; and
- Accept donations, gifts, legacies, bequests and grants from any body upon application and approval by the Board.

## **Our Programs**

IGNT will provide the following programs, to be registered with Ontario Artistic Swimming and Canada Artistic Swimming:

- Competitive;
- Recreational;
- Masters/Adult;
- Others as determined by the Corporation.

## **Our History and Governance**

IGNT has been serving the youth of Southern Ontario since 1966 when the Burlington Synchronettes was formed. The Club was incorporated in 1985 and the name was changed to Burlington Synchronized Swimming Club in 1993. As the name of the sport changed to “Artistic Swimming”, in June 2021, the Club changed its name to better reflect the diverse population that it represents – Ignite Artistic Swimming Club (IGNT).

IGNT continues to build upon what was envisioned at the time of incorporation for the purposes of:

- a) Promoting interest and participation in the recreational and competitive sport of artistic swimming
- b) Arranging for the instruction, training, practice, exhibition and competition of athletes who participate in the sport of artistic swimming
- c) Fostering inclusiveness, goodwill, teamwork, and sportsmanship in artistic swimming

The Corporation will be governed by the decisions of the Board of Directors and its membership made under the authority of the *Corporations Act*, this Constitution and By-laws, and in compliance with Ontario Artistic Swimming policy.

# By-laws

## Article 1 General

### 1.1 Definitions

In this by-law:

- i. "Board" means the board of directors of the Corporation;
- ii. "IGNT" means Ignite Artistic Swimming Club;
- iii. "By-laws" mean this by-law and all other by-laws of the Corporation;
- iv. "Chair" means the chair of the Board;
- v. "Constitution" means the Constitution of the Corporation comprising a statement of the Corporation's Mission and Directives;
- vi. "Corporation" means Ignite Artistic Swimming Club;
- vii. "Director" means an individual occupying the position of director of the Corporation;
- viii. "Head Coach" means the senior employee of the Corporation appointed by the Board to manage and administer the day-to-day affairs of the Corporation;
- ix. "Member" means a member of the Corporation; and
- x. "Members" means the collective membership of the Corporation.

### 1.2 Amendment of By-laws

These By-laws may only be amended, revised or repealed or added to by a two-thirds affirmative vote of the Members present at a duly called Member meeting.

### 1.3 Severability

The provisions of this By-law are severable. If any provision is found to be invalid, or unenforceable, the remaining provisions shall not as a result be invalidated.

## **Article 2 Membership**

### **2.1 Categories**

IGNT membership categories are:

- i. Competitive Athlete Member;
- ii. Competitive Masters Athlete Member;
- iii. Athlete Parent Member;
- iv. Honorary Member; and
- v. Participant.

### **2.2 Description of Membership Categories**

- i. *Competitive Athlete Member* – An athlete who participates in artistic swimming with the intent of training for and entering competition at a Regional, Provincial, National or International level;
- ii. *Competitive Masters Athlete Member* – An athlete who participates in artistic swimming at a masters level with the intent of training for and entering competition at a Regional, Provincial, National or International level;
- iii. *Athlete Parent Member* – A parent or legal guardian of a Competitive Athlete Member, or any other person in a custodial role such as a custodial stepparent;
- iv. *Honorary Member* – An individual whom the Board has determined has contributed or would contribute greatly to the development and promotion of IGNT; and
- v. *Participant* – An athlete who participates in recreational artistic swimming including an athlete who participates in recreational, adult artistic swimming.

### **2.3 Conditions of Athlete Membership**

Conditions of membership for Competitive and Masters Athlete Members and Participants are:

- i. A completed application for membership;
- ii. Acceptance of the application by the Board or by any individual delegated this authority by the Board;
- iii. Registration with Ontario Artistic Swimming;
- iv. Payment of membership dues; and
- v. To be a Member in good standing, where the candidate member is currently or was at any time previously a Member.

### **2.4 Conditions of Athlete Parent Membership**

Conditions of membership for an Athlete Parent Member are:

- i. Acceptance of a child as a Competitive Athlete Member.

### **2.5 Conditions of Honorary Membership**

Conditions of membership for an Honorary Member are:

- i. Approval of the Board.

### **2.6 Good Standing Defined**

A Member will be in “good standing” provided the Member:

- i. Has complied with the Constitution, By-laws and corporate policies and rules;
- ii. Has completed and submitted all required documents;
- iii. Has made all required payments; and

iv. Is not subject to a disciplinary action or investigation by the Corporation, or if subject to disciplinary action previously, has satisfied all conditions; all to be determined by the Board.

## **2.7 Terminating Membership**

- i. Where a candidate member is denied new or renewed membership, written reasons will be provided:
- ii. The Board may suspend or revoke membership that is not in good standing. The Member will be given a reasonable opportunity to respond to the Board's notification. The Board, upon considering the Member's response, if any, may suspend or revoke membership. The Board will provide written reasons to the Member.
- iii. A Member may resign his or her membership by giving written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board. The resigned Member remains liable for any non-payment of money incurred before resignation.

## **Article 3 Member Meetings**

### **3.1 Types of Meetings**

Member meetings will be held as follows:

- i. Fall – To review the previous season, to introduce the new season, and to conduct the business of the Corporation, including consideration of the previous season’s financial statements and the budget for the next season;
- ii. Spring – To conduct the business of the Corporation;
- iii. Annual General Meeting; and
- iv. Special General Meetings.

### **3.2 Annual General Meeting**

The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting, and will include the following on the agenda:

- i. Approval of the agenda;
- ii. Approval of the minutes of the previous Annual General Meeting and any subsequent Special General Meetings;
- iii. Consideration of the financial statements;
- iv. Report of the auditor or person who has been appointed to conduct a review engagement;
- v. Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming season;
- vi. Directors’ reports;
- vii. New Directors elected;
- viii. Other business; and
- ix. Adjournment.

### **3.3 Special General Meeting**

A Special General Meeting of Members may be called at any time upon the written request of not less than one-tenth of the voting members or upon the call of the President or the Board.

### **3.4 Chair of the Meeting**

The President will Chair all member meetings. The President will designate another Director as Chair in the event of his or her absence.

### **3.5 Notice to Members**

Written notice of Member meetings will be given in writing to Members at least fourteen (14) days before the meeting. Notice will include a proposed agenda and reasonable information to allow Members to make informed decisions, and will identify the date, time and location of the meeting as determined by the Board.

- i. Athlete Parent Members will receive notice of Member Meetings;
- ii. Competitive Masters Athlete Members will receive notice of Member Meetings;
- iii. An Honorary Member will receive notice of Member Meetings
- iv. Competitive Athlete Members will not receive notice of Member Meetings; and
- v. Participants will not receive notice of Member Meetings.

### **3.6 Notice to Auditors**

Notice of the Annual General Meeting will be given in writing to the auditor or person appointed to conduct a review engagement at least fourteen (14) days before the meeting. Notice will include a proposed agenda, and will identify the date, time and location of the meeting as determined by the Board.

### **3.7 Agenda**

Members may request to include any item on the agenda at any meeting by providing the Board with no less than thirty (30) days notice of the item or upon the sole discretion of the President or designate.

### **3.8 Quorum**

Ten (10) Members entitled to vote at a meeting, present and not by proxy, will constitute a quorum.

### **3.9 Voting Rights**

Members will have the following voting rights at all Member meetings:

- i. One (1) Athlete Parent Member may vote at each meeting;
- ii. Competitive Masters Athlete Members may vote at each meeting;
- iii. Competitive Athlete Members may not vote;
- iv. An Honorary Member may not vote; and
- v. Participants may not vote.

### **3.10 Proxy Voting**

Members may vote at meetings by proxy if:

- i. The voting Member notified the Chair in writing at least two (2) days prior to the meeting of the appointment of a designate who is a voting member;
- ii. The proxy states clearly the date of the specific meeting; and
- iii. The proxy states clearly the names of those giving and exercising the proxy.

### **3.11 Decisions**

Decisions at Member meetings will be made by resolution or motion.

### **3.12 Ordinary Resolution**

A majority of the votes cast at a Member meeting will be required to pass a resolution or motion. The Chair of the meeting has a second vote in case of a tie.

### **3.13 Closed**

Member Meetings are closed to the public except upon invitation of the Board.

## **Article 4 Governance**

### **4.1 Composition of the Board**

The Board will consist of nine (9) Directors elected or appointed as follows:

- i. President;
- ii. Secretary;
- iii. Director of Finance; and
- iv. Up to six (6) offices to be determined by the Board.

### **4.2 Ex officio Directors**

The Board may appoint up to two (2) *ex officio* Directors such as the past President or an Honorary Member. The *ex officio* Directors will hold office for a two-year term from the date of appointment, renewable at the sole discretion of the Board. The *ex officio* Directors will have full voting rights.

### **4.3 Duties of the President**

The President will chair all meetings of the Corporation including Member and Board meetings; will represent IGNT in the community; will have general supervision over the affairs of IGNT; and will perform such other duties as may be required by law or as the Board may determine.

### **4.4 Duties of the Director of Finance**

The Director of Finance will keep record of all receipts and disbursements of the Corporation; will deposit and disburse funds as directed by the Board; when required, will provide the Board with an account of the financial position of the Corporation; and will perform such other duties as may be required by law or as the Board may determine.

### **4.5 Duties of the Secretary**

The Secretary will maintain the records of the Corporation; will take minutes at meetings; will give notice to Directors and Members of meetings; and will perform such other duties as may be required by law or as the Board may determine.

### **4.6 Duties of the Board**

The Board will manage the affairs of the Corporation. The Board may delegate any of its powers, duties and functions. The Board will, among other things:

- i. Determine membership dues annually;
- ii. Make policies and procedures and make decisions to achieve the Corporation's Mission and Directives.

### **4.7 Election of Directors**

Directors will be elected at the Annual General Meeting as follows:

- i. President, Secretary, and three (3) Directors will be elected in even years;
- ii. Director of Finance and three (3) Directors will be elected in odd years.

### **4.8 Term**

A Director elected at the Annual General Meeting will not take office until the Spring Member Meeting and will hold office for two (2) years. The Board may change a Director's term or the year of election in Section 4.7 to achieve the staggered election schedule objectives.

### **4.9 Nomination Procedures**

The Board may create nomination procedures to be followed in electing Directors.

#### **4.10 Eligibility**

An Athlete Parent Member, Competitive Masters Athlete Member or Honorary Member is eligible to be elected a Director if he or she:

- i. Is at least 18 years old;
- ii. Is mentally competent;
- iii. Is a Member in good standing;
- iv. Has a police background check that is acceptable to the Board;
- v. Is not bankrupt or insolvent; and
- vi. Does not hold a paid position within the Corporation.

#### **4.11 Vacate Office**

A Director will cease to be a Director immediately upon:

- i. Being found by a court to be mentally incompetent;
- ii. Being found by the Board to be not in good standing;
- iii. Violating Ontario Artistic Swimming Risk Management Policies;
- iv. Becoming bankrupt or insolvent;
- v. Holding a paid position with the Corporation;
- vi. Failing, without reasonable excuse, to attend two (2) consecutive Member meetings, or any four (4) meetings including Member and Board meetings, in any twelve month period; or
- vii. Death.

#### **4.12 Resignation**

A Director may resign from the Board at any time by presenting his or her notice of resignation in writing to the Board. This resignation will become effective the date on which the request is approved by the Board.

#### **4.13 Removal by Members**

A Director may be removed from office by a majority of the votes cast by the Members present at a meeting called for that purpose. The notice of meeting will be given to the Director affected and will include the grounds for the proposed removal of the Director. The Director affected may attend and speak at the meeting but may not vote.

#### **4.14 Filling a Vacancy on the Board**

Where a Director's position becomes vacant for whatever reason, the Board may appoint an eligible Member for the remainder of the vacated term. Members will be asked to ratify the appointment of the new Director at the next Member meeting.

#### **4.15 Board Meetings**

The Board will meet at least six (6) times a year at a time and place, and upon such notice, as determined by the Board. Meetings need not take place in person but may use any technology available to communicate as determined by the Board.

#### **4.16 Quorum**

Quorum for a Board meeting is established when 50% or more of the number of voting Directors are present and not by proxy.

#### **4.17 Voting**

Each Director is entitled to one vote. Voting will be by a show of hands unless a majority of Directors present request a secret ballot.

#### **4.18 Decisions**

Decisions at Board meetings will be made by resolution or motion.

#### **4.19 Ordinary Resolution**

A majority of the votes cast at a Board meeting will be required to pass a resolution or motion. The Chair of the meeting has a second vote in case of a tie.

#### **4.20 Closed**

Board Meetings are closed to Members and the public except upon invitation of the Board.

#### **4.21 New Directors**

Directors elected at the Annual General Meeting may attend and observe at any Board Meetings held before taking office at the Spring General Meeting.

#### **4.22 Remuneration**

Directors will not be paid any remuneration for carrying out their duties, other than being reimbursed for reasonable and necessary expenses incurred by them, as determined by the Board.

#### **4.23 Conflict of Interest**

A Director who has a direct or indirect interest in any contract or proposed contract with the Corporation will:

- i. Declare his or her interest at the first Board Meeting after which he or she became aware of the interest;
- ii. Request that the minutes of the meeting record the declaration; and
- iii. Not vote on any resolution or motion concerning the contract or proposed contract and will not participate in any further discussion. Other Directors may require the Director to leave during the discussion and vote.

#### **4.24 Indemnification**

The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director, their heirs, executors and administration from and against any claim that may arise or be incurred as a result of occupying the position or performing the duties of a Director. The Corporation will not indemnify a Director or any other person for acts of fraud, dishonesty or bad faith.

#### **4.25 Directors' Liability Insurance**

The Corporation will, at all times, maintain in force such Directors' Liability Insurance as determined by the Board.

## **Article 5 Financial Affairs**

### **5.1 Fiscal Year**

The fiscal year of the Corporation will be September 1 to August 31, or as determined by the Board.

### **5.2 Banking**

The Corporation's banking will be conducted at a financial institution as determined by the Board.

### **5.3 Signing Authority**

The Directors will have signing authority for financial transactions. Financial transactions require two (2) signatures.

### **5.4 Signing Agreements**

The Board may direct any person to sign specific agreements on behalf of the Corporation. Absent such direction, two (2) Directors, one of which will be the President, Director of Finance, or Secretary, will sign agreements.

### **5.5 Auditors**

The Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation at each Annual General Meeting. The auditor will hold office until the next Annual General Meeting. The auditor will not be a Director or employee of the Corporation.

### **5.6 Audit Requirements**

The Corporation will have an audit completed each year when the annual revenue of the corporation is greater than \$500,000. In the years that the Corporations' revenues are less than \$500,000, the Corporation can have a review engagement performed. The auditor's report will be presented to Members at each Annual General Meeting.

### **5.7 Removal of Auditor**

A two-thirds affirmative vote of the Members present at a duly called Member meeting is required to remove the auditor before the expiry of the auditor's appointed term.

### **5.8 Borrowing**

The Corporation may borrow money on credit of the Corporation and may charge, mortgage or pledge any or all of the property of the Corporation to secure any money borrowed. Any transaction to borrow money shall be approved by a majority vote of the Members.

### **5.9 Dissolution**

Upon dissolution of the Corporation and after payment of all its debts and liabilities, its remaining property shall be distributed to a charitable organization or organization whose objects are beneficial to the community.