

# Society Bylaw Change - Proof of Filing

**Alberta Amendment Date: 2022/08/08**

The Bylaws are filed as of 2022/08/08

**Service Request Number:** 38158032

**Corporate Access Number:** 500079322

**Business Number:**

**Legal Entity Name:** OLYMPIAN SWIM CLUB

**Legal Entity Status:** Active

**Fiscal Year End:** 08/31

Annual returns are outstanding for the 2021 file year(s).

## Annual Return

File Year	Date Filed
2020	2021/06/18
2019	2020/03/30
2018	2019/04/02

## Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Bylaws & Special Resolution	10000396000283603	1998/02/09
Annual Return Form	10000799000304857	1999/10/04
Bylaws & Special Resolution	10000500000180606	2000/08/24
Annual Return Form	10000100000182787	2000/08/30
Audited Financial Statement	10000500000182790	2000/08/30
Bylaws & Special Resolution	10000500000376613	2000/10/27
Audited Financial Statement	10000501000297984	2001/08/27
Annual Return Form	10000101000297981	2001/08/27
Annual Return Form	10000002000355532	2002/08/20
Audited Financial Statement	10000302000355535	2002/08/20
Annual Return Form	10000703000026995	2003/08/25
Audited Financial Statement	10000503000026996	2003/08/25
Annual Return Form	10000904100202076	2004/11/16

Audited Financial Statement	10000304100202079	2004/11/16
Annual Return Form	10000105101340160	2005/12/05
Audited Financial Statement	10000905101340161	2005/12/05
Annual Return Form	10000406102194387	2006/10/31
Audited Financial Statement	10000206102194388	2006/10/31
Audited Financial Statement	10000407103416495	2007/11/07
Annual Return Form	10000707103416494	2007/11/07
Notice of Address	10000207103416571	2007/11/08
Notice of Address	10000707103962756	2008/06/30
Audited Financial Statement	10000907104924531	2008/11/19
Annual Return Form	10000007104924470	2008/11/19
Notice of Address	10000107105274659	2009/04/27
Audited Financial Statement	10000207107275897	2009/11/16
Annual Return Form	10000407107275900	2009/11/16
Annual Return Form	10000807109989867	2010/12/31
Audited Financial Statement	10000407109989869	2010/12/31
Annual Return Form	10000807112331310	2011/12/15
Audited Financial Statement	10000007112331309	2011/12/15
Audited Financial Statement	10000907114957743	2013/01/28
Annual Return Form	10000007114957747	2013/01/28
Annual Return Form	10000207116107989	2013/09/16
Audited Financial Statement	10000007116107990	2013/09/16
Audited Financial Statement	10000707119204305	2014/10/08
Annual Return Form	10000107119204308	2014/10/08
Annual Return Form	10000307121847401	2015/10/06
Notice of Address	10000907121847403	2015/10/06
Audited Financial Statement	10000107121847402	2015/10/06
Audited Financial Statement	10000907124841728	2016/12/01
Annual Return Form	10000307124841731	2016/12/01
Audited Financial Statement	10000107128541197	2018/03/16
Annual Return Form	10000307128541196	2018/03/16
Audited Financial Statement	10000207130301656	2019/04/02
Annual Return Form	10000407130301655	2019/04/02
Audited Financial Statement	10000907134539241	2020/03/30
Annual Return Form	10000107134539240	2020/03/30
List of Director/Officer	10000707134559310	2020/04/27
Annual Return/Financial Statement	10000307135553714	2021/06/18
Notice of Address	10000807135570155	2021/07/16
Bylaws & Special Resolution	10000607135406707	2022/08/08

**Registration Authorized By: ABDELRAHMAN ELSABBAGH**  
**SECRETARY**

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.



10000607135406707

**SPECIAL RESOLUTION of**  
**OLYMPIAN SWIM CLUB**

I HEREBY CERTIFY that the following special resolution was passed at a meeting of the members of Olympian Swim Club on the 16<sup>th</sup> day of June, 2022.

The by-laws were changed as follows:

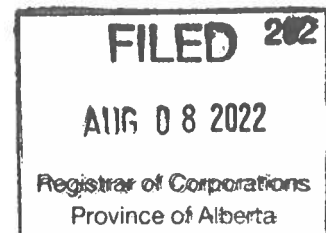
- The existing By-Law is repealed in its entirety and replaced with the attached By-Law No. 1.

DATED at Edmonton, in the Province of Alberta, this 8 day of August, 2022

Signature: Abdelrahman

Printed Name: Abdelrahman Elsabbagh

Title: Secretary



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Olympian Swim Club - Bylaw Number 1

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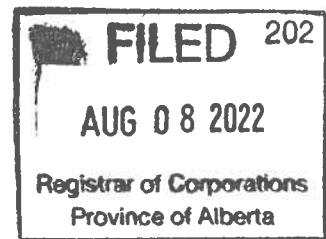
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## 1. INTERPRETATION

1.1 In this Bylaw Number 1, including in this clause, unless the context or subject matter requires a different meaning:

- a. Affiliated Swimmer means a Swimmer who is under 18 years old at the time of Registration with the Club;
- b. Board means the Board of Directors;
- c. Club means Olympian Swim Club;
- d. Dues means all costs, charges, fees, levies or other financial obligation, or other obligation which is convertible into a financial obligation, owed to the Club by or on behalf of a Member;
- e. Member means any person who is admitted as a Member of the Club pursuant to this Bylaw and has observed and fulfilled all the duties or obligations pertaining to their membership, and has paid in full all Dues;
- f. Seal means the corporate seal of the Club, or any official facsimile of it;
- g. Societies Act means the Societies Act, R.S.A. 2000, Ch. S-14, as amended from time to time, any regulations made thereunder, or any statute or regulation substituted therefor;
- h. Special Meeting means a special general meeting of the Club held pursuant to paragraph 4.3;
- i. Special Resolution means a resolution passed by a majority of not less than 75% of the votes cast by the Members entitled to vote in respect of such resolution; and
- j. Swimmer means a person who is registered with the Club for the purpose of participating in training, competing and other related Club events.

1.2 Words which have a special meaning assigned to them in the Societies Act shall have the same meaning in this Bylaw.

1.3 Words importing the singular number only include the plural and vice versa, words importing the masculine gender include the feminine gender and vice versa, and words importing persons include firms and corporations and vice versa.

1.4 The headings used throughout this Bylaw are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of this Bylaw, nor are they to qualify, limit, modify or explain the effect of any such terms or provisions.

## 2. AFFILIATION

2.1 The Club will maintain affiliation with Swimming/ Natation Canada and Swim Alberta Association and will adhere to the rules and regulations of those bodies governing the conduct of Aquatic competitions and related matters. The Club may, from time to time, affiliate with other groups or organizations as are currently active, or may become active, and whose aims are such that, in the opinion of the club, such affiliation is desirable for the furtherance of its aim and programs.

**3. MEMBERSHIP**

3.1 There shall be the following classes of Members in the Club:

- a) Guardian Member: Members who are the parent or guardian of an Affiliated Swimmer. Each Affiliated Swimmer may be affiliated with only one (1) Guardian Member;
- b) Swimming Member: Member who is 18 years old or older at the time of registration and who is a Swimmer; and
- c) Honourary Members.

3.2 The Club may, by ordinary resolution of the Board, create new or other classes of membership in the Club, and assign the rights, obligations and other details pertaining to that class of membership.

3.3 The Board of Directors shall have the authority to confer on any person, by ordinary resolution, Honourary Membership in the Club. Such Honourary Membership shall not confer any right to vote or otherwise participate in the affairs of the Club.

3.4 Any Member who fails to pay their Dues shall cease to be a Member. However, upon payment of any Dues that are in arrears, such person will be reinstated as a Member effective as of the date the arrears were paid. ✓

3.5 Any Member wishing to withdraw from Membership may do so upon a notice in writing to the Board. ✓

3.6 The Board may suspend or revoke the membership of any Member, on such terms as it deems appropriate, who:

- a) Acts or continues to act contrary to the principles of the Club;
- b) Persistently fails to fulfill the duties and obligations of their membership; or
- c) Persistently fails to pay when due any Dues;

and such Member shall forfeit and lose all rights and privileges of membership in the Club.

3.7 Any Member whose membership is suspended or revoked shall be given notice in writing of the suspension or revocation of membership. Any notice given under this section must include details of the conduct giving rise to the suspension or revocation, and provide details of any terms of the suspension or revocation.

3.8 Any Member whose membership has been suspended or revoked may appeal the suspension or revocation, either at its next annual general meeting or at any Special Meeting held prior thereto and if not then taken, the right to appeal shall lapse. The decision of such meeting upon any such appeal shall be final and conclusively binding upon the Club, the Board of Directors and the Member concerned.

3.9 Pending any appeal, any Member whose membership has been suspended or revoked shall not be entitled to exercise the rights and privileges of their membership.

#### **4. GENERAL MEETINGS**

4.1 The Club shall hold an Annual General Meeting each calendar year at such time and place as the Board may determine. Notice of the Annual General Meeting shall be made available or given to all Members at least one week before the date of such meeting.

4.2 The business of the Annual Meeting shall be:

- a) to receive and consider the minutes of the previous Annual Meeting and any previous Special Meetings and business arising therefrom, the financial statements of the Club and the report of the Auditors thereon, and the reports of the Board and its Officers and committees;
- b) to elect the Board;
- c) to appoint the Auditors; and
- d) to transact any other business brought before the meeting by the Board or the Members.

4.3 Special General Meetings may be held at such time and place as the Board may determine. A Special Meeting shall be called on the requisition, setting out the special purpose of the Special Meeting, signed by:

- a) a majority of the Board; or
- b) the instruction of fifteen (15) Members.

4.4 Notice of a Special Meeting shall be made available or given to all Members at least one week before the date of such Special Meeting.

4.5 The business of any Special Meeting shall be only for which the said meeting was convened.

4.6 Only Members whose class of membership includes the right to vote at an Annual General Meeting or Special Meeting are entitled to receive notice of, attend and vote at an Annual General Meeting or Special Meeting.

4.7 At least fourteen (14) days in advance of the Annual General Meeting, the Board shall prepare a slate of nominees for election to the Board. The slate of nominees shall be provided to the Members together with notice of the Annual General Meeting.

4.8 Other than those nominees who are nominated by the Board, any Member who wishes to be a Director may stand for election if nominated in writing, signed by not less than fifteen (15) Members, with such nomination being provided to the Board at least fourteen (14) days in advance of any Annual General Meeting.

4.9 A Member shall provide the Board with at least fourteen (14) days notice of any business which the Member wishes to bring before an Annual General Meeting to permit a general statement of such business to be included in the notice of the Annual General Meeting.

4.10 Notwithstanding anything to the contrary, any business may be considered at an Annual General Meeting with the consent of 75% of the votes present.



## 5. PROCEDURE AT GENERAL MEETINGS

5.1 The Chair of every General Meeting of the Club shall be the President or in his absence, by the Vice-President. In the absence of both the President and the Vice-President, the Chair of the meeting shall be elected from among the Members present.

5.2 Except as hereinafter provided, a quorum at any General Meeting shall be twenty (20) Members entitled to vote. If at the appointed commencement of any General Meeting there is not present the required quorum, such meeting shall then stand adjourned for one-half (1/2) hour at the same date and place. Following the one-half hour adjournment, the Members then present and entitled to vote shall be a quorum and shall be competent to transact the particular business for which the said meeting was convened.

5.3 A Member entitled to vote at any General Meeting may participate in the meeting in person, or by means of telephone, digital or other communications facility as permit all persons participating in the meeting to hear each other, and any Member participating by such means is deemed to be present at the meeting.

5.4 Every resolution put to a vote at a General Meeting shall be decided by a show of hands or if participating via communication facility by audible vote, unless within three (3) minutes of announcing the result of a vote a poll is demanded by at least five (5) Members entitled to vote. Upon a poll being demanded it shall be taken forthwith in such a manner as the Chair directs.

5.5 Swimming Members may vote at any General Meeting by proxy. All other votes must be by Members present at the meeting and not by proxy or otherwise.

5.6 On every resolution, each Swimming Member shall have one (1) vote and each Guardian Member shall have one (1) vote for each of their Affiliated Swimmers.

## 6. DIRECTORS

6.1 The business of the Club shall be managed by a Board of Directors who, in addition to the powers and authorities conferred upon them by this Bylaw, may exercise all the powers available to it under the Societies Act.

6.2 The Board shall consist of:

- a) the President, Vice-President, Secretary, Treasurer, each of whom at the time of their election and throughout their term of office shall be Members; and
- b) the Past President and no less than three (3) Directors-at-Large, who are not required to be Members.

6.3 Notwithstanding anything else in this Bylaw, at all times a majority of the Board shall be Members.

6.4 Any Member shall be eligible for election as a Director.

6.5 Directors may be removed from office by a majority of the Board at any time. Upon removal of a Director, the Board may immediately appoint any other Member to fill the unexpired term of the Director so removed. ✓

6.6 The Directors of the Club shall act as such without remuneration. The Board may authorize payment of out-of-pocket expenses properly incurred by Directors.

## **7. PROCEDURE AT DIRECTORS' MEETINGS**

7.1 The Board may meet from time to time for the purpose of dispatching the business of the Club.

7.2 A meeting of the Board may be called by the Secretary at the request of the President, or by the written requisition of any three (3) Directors. Meetings may be called on such dates, at such times, and with such notice as is deemed appropriate by the Board. Provided that a quorum is present for any meeting of the Board, no notice of the meeting shall be necessary for the dispatch of business at that meeting.

7.3 Quorum for any meeting of the Board shall be a majority of the Board, where a majority of that majority are Members.

7.4 Directors may participate in meetings of the Board in person, or by means of telephone, digital or other communications facility as permit all persons participating in the meeting to hear each other, and any Director participating by such means is deemed to be present at the meeting.

7.5 Unless otherwise specified in this Bylaw, decisions on all resolutions arising at any meeting of the Board shall be decided by a majority of votes cast. The Past President shall not be entitled to vote. The Chair shall only be entitled to vote in the case of an equality of votes.

7.6 A resolution in writing signed unanimously by the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board.

## **8. OFFICERS & DUTIES**

8.1 The Officers of the Club shall be the President, Vice-President, Secretary and Treasurer.

8.2 Between meetings of the Board, the business of the Club may be carried out by the Officers in any way not inconsistent with the aims of the Club, this Bylaw, and any resolutions previously passed by the Members or the Board.

## **9. COMMITTEES**

9.1 The Board may establish, from time to time, committees for the proper and efficient functioning of the business of the Club, including, but not limited to, committees with the following areas of responsibility:

- a) hosting swimming competitions;
- b) finances and fundraising;
- c) Member engagement;
- d) capital expenses and electronics; and
- e) employment and human resources.

9.2 The Board shall prescribe the number of members and the duties and terms of reference for each committee, provided however that a majority of all voting members on every committee shall be Members.

9.3 The Board may annually or otherwise appoint members of each committee, and shall designate the Chair of each committee. Any member of any committee is subject to removal from the committee by the Board at any time, with or without cause. Committee participants shall be entitled to any reimbursement of any reasonable expenses incurred in the furtherance of committee business, but shall not be entitled to any compensation or remuneration.

9.4 Subject to its terms of reference, each committee may establish its own quorum, provided that a majority of that quorum shall be Members.

## **10. EMPLOYEES AND AGENTS**

10.1 The Club may from time to time employ such employees and agents as are necessary to carry out the objects of the Club. Such employees and agents shall have the authorities and duties as are prescribed by the Board. Without limiting the foregoing, employees and agents may be employed with the following general areas of responsibility:

- (a) head coach responsible for the complete organization of training systems, methods and coaching staff necessary for delivery of the programs and objects of the Club to the Swimmers;
- (b) assistant coaches responsible for delivering coaching to the Swimmers in accordance with the direction and aims prescribed by the head coach; and
- (c) club manager responsible for the non-swimming operation and administration of the Club business and affairs.

## **11. AUDIT AND AUDITORS**

11.1 At each Annual General Meeting the Club shall appoint Auditors to hold office until the next Annual General Meeting. If no appointment is so made, the Auditors in office shall continue until a successor is appointed. ✓

11.2 The Auditors may be removed prior to the next Annual General Meeting by Special Resolution, and other Auditors may be appointed for the remainder of the term.

11.3 The remuneration for the Auditors shall be approved and fixed by the Board.

11.4 For financial matters, the Club's fiscal year shall begin on each September 1st and end on the following August 31<sup>st</sup>, unless otherwise set by the Board or prescribed by applicable legislation.

11.5 The auditor shall make during the year such other investigations and reports upon the affairs of the Club as the Board may require them to do.

## **12. FUNDING AND BORROWING AUTHORITIES**

12.1 For the purpose of carrying on its business, the Club may:

- a) acquire funds from its Members, other people, corporations or entities, including but not limited to: Dues, fees, subscriptions, collections, donations, bequests, devices (either in money or kind), sponsorships, or gifts;
- b) fundraise through casinos, sporting events, bingos, raffles and other activities; and
- c) access funds from any other source or in any other way approved by the Board.

12.2 Notwithstanding the preceding, the Club may only borrow funds or obtain credit:

- a) from a Canadian chartered bank;
- b) to the limited extent necessary to achieve a specific purpose; and
- c) upon a Special Resolution.

12.3 All monies received by the Club shall be dealt with by the Board in accordance with the objects of the Club.

**13. INDEMNITY OF OFFICERS, DIRECTORS AND MEMBERS**

13.1 Every Officer, Director and Member of the Club, and their respective personal representatives, estate and heirs shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against all costs, charges, losses and expenses whatsoever which such Officer, Director and Member may incur, or become liable for, by reason of any contract entered into or act or thing whatsoever made, done or permitted by him as an Officer, Director or Member, or in any way in the discharge of his duties, excepting any costs, charges, losses and expenses as are occasioned by his or her own dishonesty, wilful neglect or wilful default, or in acting contrary to the aims or purposes of the Club, by reason of his having served as an Officer, Director or Member.

13.2 No Officer, Director or Member of the Club shall be liable for the acts, receipts, neglects or defaults of any other Officer, Director or Member, or for any loss, expense or debt happening to or incurred by the Club through the insufficiency or deficiency of title to any property acquired by, for or on behalf of the Club, or for the insufficiency or deficiency of security in, or upon which, any of the monies of the Club shall be invested, or for any loss or damage arising from any bankruptcy, insolvency or wrongful act of any person with whom the money, property securities or effects of the Club shall be deposited, or for any loss occasioned by an error of judgment on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their office unless the same shall happen through their own dishonesty, wilful neglect or wilful default, or in acting contrary to the aims or purposes of the Club.

**14. SEAL AND EXECUTION OF INSTRUMENTS**

14.1 The Club may adopt a seal to be used for all proper purposes of the Club. The seal of the Club shall be kept in the custody of the Secretary who shall keep the same in a secure depository at the office of the Club.

14.2 The seal of the Club shall not be affixed to any instrument except by authority of a resolution of the Board. The affixing of the seal shall be attested by the signature of at least two (2) of the officers or Directors of the Club.

14.3 Contracts, documents or instruments in writing requiring execution by the Club may be signed by any two Officers, and all contracts, documents or instruments in writing so signed shall be binding on the Club without further authorization or formality. The Board may from time to time appoint such other Officers or employees to sign and deliver contracts, purchase orders or other instruments on such terms as the Board deems appropriate.

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**15. BOOKS AND RECORDS**

15.1 The Directors shall cause true accounts to be kept of all the assets, monies received, monies expended, credits and liabilities, of the Club, as well as a record of all minutes, resolutions, decisions and material contracts for the Club.

15.2 The books and records of the Club, including any audited statements or records, shall be kept and prepared by the Club. The audited annual financial statement shall be filed in accordance with the requirements of the Societies Act and any other applicable legislation.

15.3 The books and records of the Club may be inspected by any Member at any time upon giving reasonable notice. The location and time for the inspection shall be satisfactory to the Officers or Officer having charge of that duty, acting reasonably.

**16. RECISSION AND AMENDMENT**

16.1 This Bylaw Number 1 may be rescinded, altered, amended or replaced by Special Resolution.

**17. DISSOLUTION**

17.1 In the event that the Club ceases to function, dissolves or is caused to dissolve, declares bankruptcy or is adjudged bankrupt, or is in any other way wound up, its assets shall first be made available to satisfy any liabilities of the Club, with any remaining assets to be transferred to or at the direction of Swim Alberta Association.