

**BY-LAWS of the  
PCTOU COUNTY MARINERS SWIM TEAM**

**PREAMBLE**

**WHEREAS** PCM is a member of SNS, which is, in turn, a member of SNC, which is, in turn, a member of AFC which is, in turn, the Canadian representative swimming body of FINA;

**AND WHEREAS** PCM shall, at all times, govern itself in accordance with the rules of SNS, SNC, AFC and FINA and, accordingly, PCM shall, where necessary, amend its own rules to comply with those of FINA, AFC, SNC or SNS;

**AND WHEREAS** all Members shall be governed by and comply with the rules of PCM, SNS, SNC, AFC and FINA;

**AND WHEREAS** any Member who refuses to comply with the rule of FINA, AFC, SNC, SNS or PCM may have their membership in PCM suspended or terminated;

**BE IT ENACTED THAT:**

**ARTICLE 1**

**Interpretation**

**Section 1.01**

Definitions

Unless the context otherwise requires:

- (a) "Act" means the Societies Act of Nova Scotia, as amended from time to time, and any legislation that may be substituted, therefore;
- (b) "AFC" means the Aquatic Federation of Canada;
- (c) "Annual Meeting" means the annual general meeting of the Members;
- (d) "By-laws" means these by-laws including the preamble and table of contents thereto, as amended from time to time;
- (e) "Chairperson" means the chairperson of the Committee;
- (f) "Club" means the Pictou County Mariners Swim Club;
- (g) "Committees" means Ad hoc committees and the Standing Committees;
- (h) "Executive" refers to the Executive Committee of PCM;
- (i) "FINA" means the "Federation Internationale de Natation Amateur";
- (j) "Finance Committee" means that Standing Committee of PCM authorized to deal with the financial matters of PCM;
- (k) "Member" means all registered members of PCM including those individuals, as more particularly described herein;
- (l) "Member in good standing" means a Member who is registered with PCM and is in compliance with this and all other policies of PCM, SNS and SNC;
- (m) "Members' Meeting" means the Annual Meeting, the Semi-Annual Meeting or a Special Members' Meeting of PCM;
- (n) "NSSCA" means the Nova Scotia Swimming Coaches Association;
- (o) "Registration" and all references to "registered" means the registration of a Member upon payment of such registration fee as may be determined from time to time by PCM, the compliance by such Member with all other registration policies of PCM, and the inclusion of such Member's name on the membership rolls of PCM;
- (p) "SNS" means Swim Nova Scotia Association;
- (q) "Standing Committee" means the Finance Committee or Cost Recovery Committee;

- (r) "Suspension" means temporary cessation of membership in PCM (subject to possible reinstatement or termination) in accordance with the provisions of any PCM by-law or policy respecting Suspension;
- (s) "PCM" means Pictou County Mariners Swim Team;
- (t) "Swimmer" means an "eligible competitor" as defined by the rules of FINA and SNC, who is a Member and who is in compliance, at all times, with FINA and SNC rules;
- (u) "Termination" means the cessation of membership in PCM in accordance with the provisions herein;
- (v) "Voting Member" means a Class I Member.

## **ARTICLE 2**

### **Membership**

#### **Section 2.01**

Class I Members (Parents or Guardians)

##### (a) Qualification

Class I is only open to parents or guardians of PCM Swimmers, provided such Swimmers have applied for membership and are registered with PCM as members in good standing. The names of all Class I Members must appear on the registration forms on file with PCM for the registered Swimmers.

##### (b) Voting

(i) A Class I Member is entitled to a number of votes equal to the number of Swimmers in their family unit that are paid registered members of PCM not fewer than thirty days prior to the vote being cast. Should more than one Class I Member represent a single-family unit, the total votes cast on any one issue cannot exceed the number of registered Swimmers in that family unit.

(ii) Each Class I Member is entitled to attend Members' Meeting and shall be entitled to vote thereat. Class I Members shall be entitled to vote by proxy in the event that that Class I Member is unable to attend. All proxies must be executed in writing and must be submitted in advance of the votes being cast.

##### (c) Term

Each Class I Member may remain a Member provided that he/she has a Swimmer registered with PCM, or until such membership with PCM is suspended or terminated.

#### **Section 2.02**

Class II Members (Swimmers)

##### (a) Qualification

Class II is only open to Swimmers who have applied for membership and are registered with PCM as Class II Members in good standing.

##### (b) Voting

Each Swimmer is entitled to attend Members' Meetings but shall not have the right to vote thereat.

##### (c) Term

Each Class II Member may remain a Member provided that he/she is registered with PCM, or until he/she withdraws as a Member, or until his/her membership with PCM is suspended or terminated.

#### **Section 2.03**

Class III Members (Coaches)

##### (a) Qualification

Class III Members is only open to coaches who are certified at a minimum Level I by the Coaching Association of Canada under the National Coaching Certification Program and who hold current coaching contracts with PCM and are registered with NSSCA as members.

##### (b) Voting

Individual Class III Members are entitled to attend Members' Meetings but shall not be entitled to vote thereat.

(c) Term

Each Class III Member may remain a Member provided that he/she holds a current coaching contract with PCM, or until he/she withdraws as a Member, or until he/she ceases to be a member of NSSCA.

**Section 2.05**

Termination of Membership

Membership in PCM shall be terminated if:

(a) A Member withdraws by delivering written notice of such resignation to the Secretary, which resignation shall take effect upon delivery; resignation will be accepted at the end of the month.

(b) A Member fails to pay such registration fees as may be determined from time to time by PCM or otherwise fails to comply with all other registration policies of

PCM, whereupon a resolution of the Executive confirming such Termination shall be passed; all payments must be paid one month in advance.

(c) At a Members' Meeting called for the purpose of considering Termination of any Member, a resolution of the Members entitled to vote is passed by not less than seventy-five percent of the votes cast on the question of the Termination of the Member.

(d) A Class III Member ceases to be certified at the level prescribed by Section 2.03(a) by the Coaching Association of Canada under the National Coaching Certification Program.

**ARTICLE 3**

**Members' Meeting**

**Section 3.01**

Annual and Semi-Annual Meetings

The Annual Meeting and the Semi-Annual Meeting shall be held annually at such time and on such day as shall be determined by the Executive. At the Annual Meeting, the most recent financial statements and the annual budget for the upcoming year shall be approved and the Executive Committee shall be elected. All other matters as may properly be brought before the Annual Meeting shall be considered.

**Section 3.02**

Special Meetings

Unless otherwise provided in these by-laws, Special Members' Meetings of PCM may be called by the President, by a majority vote of the Executive upon written request to the President, or by the written request to the President of not less than seventy-five percent of all Class I Members. Upon receipt of such written request, the President shall forthwith call the Special Members' Meeting in accordance with the provisions hereof.

**Section 3.03**

Place of Meetings

Members' meetings shall be held as the Executive may designate. 6

**Section 3.04**

Notice of Annual and Semi-Annual Meetings

Notice of the time and place of each Annual or Semi-Annual Meeting shall be provided to all Members as herein described. Such notice shall state the general nature of the matters to be considered at the Annual and Semi-Annual Meeting. Notice shall be provided to the Members, by written notification in the PCM newsletter Lane 7 which will be issued not fewer than 14 days prior to the Annual and Semi-Annual Meeting. Subject to the provisions herein, all notices of Annual or Semi Annual Meetings will indicate that Class I Members shall be entitled to vote by proxy as described herein.

**Section 3.05**

Notice of Special Members' Meetings

Notice of the time and place of each Special Members' Meeting of PCM shall be provided to all Class I Members of PCM as hereinafter described. Such notices shall state the nature of the matters to be

considered at the Special Members' Meeting. Notice shall be provided to the Class I, by written notification in the PCM newsletter Lane 7 which shall be issued not fewer than seven days prior to the Special Members' Meeting. Subject to the provisions herein, all notices of Special Members' Meetings will indicate that Class I Members shall be entitled to vote by proxy as described herein.

### **Section 3.06**

#### Invalidation of Proceedings

The non-receipt of notice shall not invalidate any resolution, act or any proceedings taken at any Members' Meetings.

### **Section 3.07**

#### Notices of Motions

Any Executive, Member, or the Executive Committee, through its President, may, in compliance with the notice provisions of this Section, propose, by way of motion to be considered at a Members' Meeting, an amendment to any by-law of PCM or adoption or discussion of any matter relevant to PCM. All motions to be considered at any Members' Meeting must be in writing and must be received preferably but not less than 24 hours by the Secretary with a postmark or courier date or via facsimile transmission at least fourteen (14) days prior to the Annual Meeting or seven (7) days prior to the Special Members' Meeting. Such notices of motion shall be added to the agenda of the Annual Meeting, or Special Members' Meeting. 7

### **Section 3.08**

#### Chairperson of the Members' Meetings

The President or, in his/her absence, the Vice-President shall be the chairperson of any Members' Meeting. Where neither is present, the Members present shall be entitled to vote to choose one of their number who shall act as chairperson of such Members' Meetings.

### **Section 3.09**

#### Quorum

At all Members' Meetings, a quorum shall consist of fifty percent plus one of all Class I Members present.

### **Section 3.10**

#### Order of Business

The chairperson of the Annual or the Semi-Annual Meeting shall determine, in his/her sole discretion, the order of business at that Annual or the Semi-Annual Meeting. Subject to the foregoing, the order of business at the Annual Meeting may be as follows:

- (a) call to order;
- (b) reading of notice;
- (c) deposition of proxies;
- (d) reading and approval of previous minutes;
- (e) presentation of reports by Standing Committees;
- (f) presentation of reports by President and Treasurer;
- (g) ratification of business conducted by the retiring Executive during the past financial year of PCM;
- (h) motions;
- (i) election of Executive Committee;
- (j) Members' questions; and
- (k) adjournment.

### **Section 3.11**

#### Voting

At every Members' Meeting, every question shall, unless otherwise required by the Act or by-laws of PCM, be determined by a majority of votes cast on the question.

### **Section 3.12**

#### Show of Hands

Voting shall be by show of hands, except in respect of elections, or in situations where a ballot is specifically requested by a Member.

### **Section 3.13**

#### Polls

The Chairperson, at a Members' Meeting, may require, or any person entitled to vote on a given question may demand, a poll thereon. A demand for a poll may be withdrawn at any time prior to the taking thereof.

### **Section 3.14**

#### Casting Vote

In the case of a tie, the Chairperson presiding over the Members' Meeting shall have the deciding vote on any such matter. 9

## **ARTICLE 4**

### **Executive Committee**

#### **Section 4.01**

##### Executives

##### General

The Executive Committee shall consist of not fewer than 5 and not greater than 13 Executives, the fixed number of which shall be derived as follows:

- President
- Vice President
- Past President
- Secretary
- Treasurer
- Team Manager
- Equipment Manager
- Officials Chairperson
- Swimmer's Rep
- Head Coach Ex/officio

The Executive Committee shall be responsible for the transaction of all business requiring the attention of PCM between Members' Meetings. The Executive Committee shall be empowered to:

- (a) determine registration procedures and membership fees, dues, assessments, charges and other registration requirements, from time to time, and administer and control monies, funds, investments and securities of PCM;
- (b) approve the annual budget including the remuneration of employees or contractors of PCM to present to the Annual General Meeting;
- (c) receive reports from Executive and Standing Committee members;
- (d) perform any other duties from time to time as may be in the best interests of PCM.

Any Executive member shall be eligible for additional terms of office if otherwise qualified. No individual shall be eligible to serve as an Executive in respect of more than one position. 10

The office of any Executive shall be vacated upon the occurrence of any of the following events:  
(a) if the said Executive resigns by delivering a written notice of such resignation to the Secretary and/or President, which resignation shall take effect upon delivery; or  
(b) if, at a duly called Special Members' Meeting of PCM, a resolution is passed by not less than seventy-five percent of the votes cast, removing the said Executive.

#### Derivation

The Class 1 Members shall, collectively, elect new members of the Executive at each Annual Meeting, each of whom shall be not less than eighteen years of age and a Class I Member of PCM.

#### Term

The term of each Executive shall be for a period of one year and shall commence at the conclusion of each Annual Meeting.

#### Termination and Replacement

Any vacancy in the office of an Executive shall be filled for the remainder of the term by an individual appointed by the Executive.

### **Section 4.02**

#### Powers of the Executives

The Executive shall be empowered to:

- (a) receive and act upon all matters of discipline including Suspension, Termination, withdrawal of Members, and any grievance, protest, dispute or violation of the By-Law, or policies of PCM;
- (b) uphold the by-laws of PCM and set policies to enable PCM to comply with the guidelines of SNS and SNC and other such criteria which the Executive may from time to time determine; and
- (c) recommend amendments to the By-law and other by-laws of PCM.

## **ARTICLE 5**

### **Meetings of the Executive Committee**

#### **Section 5.01**

##### Quorum

A majority of the Executive Committee shall constitute a quorum.

#### **Section 5.02**

##### Frequency of Meetings

The Executive shall meet no fewer than three times in each financial year of PCM, which meetings shall be held at a time and place to be determined by the President.

#### **Section 5.03**

##### Notice

Notice of the time and place of each meeting of the Executive shall be provided verbally or in writing by the President at least one week prior to the meeting. This notice may be waived or the one week notification period may be waived or abridged at any time provided that no meeting may be held without the written waiver, consent or attendance in person of all Executive members.

#### **Section 5.04**

##### Votes

Every Executive participating in each Committee Meeting of PCM shall have one vote.

#### **Section 5.05**

##### Place of Meetings

Executive Meetings shall be held at the Fisheries Training Pool or elsewhere as the President may determine. Upon the consent of all Executive, any Executive Meeting of PCM may be conducted by telephone or any other communication facility that would permit all participant Executives to hear each

other simultaneously. Minutes of each meeting shall be taken by the Secretary, and distributed to all Executive members one week prior to the following meeting. 12

#### **Section 5.06**

##### Special Executive Meetings

Special Executive Meetings of PCM may be held from time to time by requisition of the President or by requisition by one member of the Executive who shall sign a request for such a meeting and deliver the same to the President. The only business which may be transacted at a Special Executive Meeting of PCM shall be that business referred to in the said requisition. Notice of the time and place of such Special Executive Meeting shall be provided in writing two weeks prior to such meeting. This notice may be waived or the time for the sending of the notice may be waived or abridged at any time, provided that no Special Executive Meeting may be held without the written waiver, consent or attendance in person of all Executive members. Special Executive Meetings of PCM shall be held at a time and place determined by the Executive member who requested the meeting.

#### **Section 5.07**

##### Chairperson

The President, or in his/her absence, the Vice-President, shall preside over all Executive Meetings. The chairperson of Special Executive Meetings shall be determined at the time of the meeting.

#### **Section 5.08**

##### Votes to Govern

At all Executive Meetings and Special Executive Meetings of PCM, every question shall be decided by a majority of votes cast unless otherwise specified herein. In the event of a tie, the chairperson shall direct the issue to be discussed again and a second vote taken. The chairperson, in addition to his/her vote in his/her capacity as an Executive, shall be entitled to a second or casting vote in the event of an equality of votes on such second vote.

#### **Section 5.09**

##### No Proxies

No Executive may, at any time, appoint a proxy to represent him/her at Executive Meetings or Special Executive Meetings of PCM. 13

#### **Section 5.10**

##### Remuneration

Executives shall not receive any remuneration or any profit from their position as Executives either directly or indirectly, other than reimbursement for reasonable expenses, disbursements for traveling, and other expenses reasonably incurred in discharging their office as an Executive.

#### **Section 5.11**

##### Duties of the President

The President shall preside as chairperson over all Members' Meetings, Special Members' Meetings of PCM, and Executive Meetings. The President shall also attend to those matters requiring the attention of the chief spokesperson of PCM and, subject to the powers and duties of the Executive, shall oversee the general management of PCM and shall have such other powers and duties as may from time to time be delegated to the President by the Executive Committee.

#### **Section 5.12**

##### Duties of the Vice President

The Vice-President shall perform all of the duties and responsibilities of the President in the absence or disability of the President and the Vice-President shall have such other powers and duties as may from time to time be delegated to the Vice-President by the President or by the Executive Committee.

#### **Section 5.13**

#### Duties of the Secretary

The Secretary shall:

- (a) cause to be drafted minutes which shall be distributed not less than seven days prior to all Executive Meetings, Special Executive Meetings of PCM, and Members' Meetings;
- (b) provide notices to Executives and Members when so instructed;
- (c) be the custodian of the records and files of PCM; and
- (d) perform such other duties as may from time to time be delegated to the Secretary by the Executive Committee.

#### **Section 5.14**

##### Duties of the Treasurer

The Treasurer shall:

- (a) administer the financial affairs of PCM including; the supervision and preparation of accounts, the receipt and disbursement of monies, the preparation of financial statements for PCM, the preparation of the annual budget; and
- (b) perform such other duties as may from time to time be delegated to the Treasurer by the Executive Committee.

#### **Section 5.14**

#### **Section 5.15**

##### Duties of the Team Manager

The Team Manager shall be responsible for swimmers' annual registration; shall maintain records of swimmers' times and qualifications; shall register swimmers for upcoming meets; and shall notify the Treasurer of the meet fees required for upcoming meets.

#### **Section 5.16**

##### Duties of the Officials Chairperson

The Officials Chairperson shall maintain a record of qualified PCM officials; shall organize and arrange officiating clinics as he/she deems necessary; and shall send a list of PCM officials to Meet Managers as directed in meet packages. 15

#### **Section 5.17**

##### Duties of the Equipment Manager

The Equipment Manager shall advise the Executive Committee on procurement, repair and/or replacement of pool and meet equipment; shall establish contacts with competitive vendors of standard swimming supplies; and shall co-ordinate the purchase of swim suits, training equipment, clothing, bags and other accessories as necessary for team members.

#### **Section 5.18**

##### Limitation of Liability

No Executive of PCM shall be liable for the acts or omissions of any other Executive of PCM or for any loss, damage or expense suffered by PCM through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee, or in respect of any deficiency of any security in or upon which any monies of PCM shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of PCM shall be deposited or for any loss occasioned by any error of judgment or oversight on his/her part, or for any loss or damage which may occur in the execution of the duties of his/her office in relation thereto or in respect of any other act or omission of an Executive in his/her capacity as such causing loss, damage or expense, unless the same shall happen through his/her own wilful neglect or default.

## **Section 5.19**

### Indemnity

Every Executive of PCM and their heirs, executors, administrators and estates, shall at all times be indemnified and saved harmless by PCM from and against all costs, charges and expenses that such Executive sustains or incurs by way of action, suit, or proceeding commenced against him/her or in respect of any acts, deeds, matters, or things whatsoever done or permitted by him/her in or about the execution of the duties of his/her office except such costs or charges or expenses which are occasioned by his/her own wilful neglect or default. 16

## **ARTICLE 6**

### **Conflict of Interest**

#### **Section 6.01**

##### Interest in Contracts

Members must declare the conflict of interest and withdraw from voting on any such interest. No member shall financially benefit from any activities or contracts in the name of PCM.

## **ARTICLE 7**

### **Committees**

#### **Section 7.01**

##### Composition

The Standing Committees shall be:

- (a) the Finance Committee;
- (b) the Cost Recovery Committee;

#### **Section 7.02**

##### Powers

(a) The Finance Committee shall develop and administer all policies in respect of financial matters and economic direction of PCM; shall prepare the annual budget for approval at the Annual Meeting; shall negotiate the contract (s) for swim coaching services; shall negotiate facility rental agreements for PCM training and swim meets; shall oversee the evaluation of coaching services; and shall establish the fee structure on an annual basis.

(b) The Cost Recovery Committee shall plan all fundraising activities at the beginning of a session; shall notify all Class I members of the cost recovery events, dates and responsibilities; shall maintain the records of each Class I Member's cost recovery 17

level; and shall assign one committee member or other volunteer to direct each cost recovery activity.

#### **Section 7.03**

##### Finance Committee

The Finance Committee shall consist of the Treasurer, Vice-President, President and Past President. The Vice President Finance shall be the chairperson of the committee.

Should one or more positions of the Finance Committee become vacant throughout the year, the remaining Finance Committee members may select an equal number of members from the Executive Committee to temporarily fill the vacancies.

#### **Section 7.04**

##### Cost Recovery Committee

The Cost Recovery Committee shall consist of a chairperson and other such individuals as may volunteer to assist on the Committee, which individuals shall be Class I members. The chairperson of the Cost Recovery Committee shall be appointed by, and shall be a member of, the Executive Committee.

#### **Section 7.05**

## Ad Hoc Committees

The President or the Executive Committee or the Members may from time to time create ad hoc committees on such terms and conditions as they deem necessary to deal with matters which the President or the Executive Committee or the Members deem necessary.

### **Section 7.06**

#### Points of Reference

The following shall apply in respect of all Standing Committees and Ad hoc committees:

- (a) all Committees shall serve for a term of one year;
- (b) all Committees, shall have such number of members as may be determined by the President in the case of Standing Committees, by the President if an Ad hoc Committee was created by the President or by the Executive Committee if an Ad hoc Committee was created by the Executive Committee or by the Members if an Ad hoc Committee was created by the members;
- (c) the chairperson of each Committee shall be appointed by the President at the time the President, the Executive Committee or the Members appoint the members thereof, and such individual shall preside over all meetings of each respective Committee;
- (d) all Committee meetings shall be called by the chairperson of each Committee;
- (e) notice of a meeting of a Committee may be written or verbal and a quorum shall be a majority of members of the Committee;
- (f) at all meetings of each Committee, minutes shall be taken and every issue shall be decided by a majority of votes cast and in the case of a tie, the chairperson of such Committee shall be entitled to a second or casting vote;
- (g) members of a Committee shall not be entitled to vote by proxy; and
- (h) members of a Committee shall be removed by a majority votes of the Executive Committee.

## **ARTICLE 8**

### **Financial Year**

#### **Section 8.01**

##### Determination

The financial year of PCM shall end on August 31st of each year.

## **ARTICLE 9**

### **Contracts**

#### **Section 9.01**

##### Execution of Instruments

Contracts, agreements, deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, and discharges for the payment of money or other obligations, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by PCM shall be executed by two Executives of PCM. In addition, the Executive Committee may from 19

time to time direct a manner in which any particular instrument or class of instruments may or shall be signed.

## **ARTICLE 10**

### **Repeal and Amendment of By-laws**

#### **Section 10.01**

##### Creation of By-laws

The Executive Committee may from time to time make by-laws or may formulate, amend, vary or repeal the same. Such amendments, variations or repeals must be by Special Resolution being a Resolution

passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the Resolution as a Special Resolution has been duly given.

## **ARTICLE 11**

### **Miscellaneous**

#### **Section 11.01**

##### Books and Records

Any member may inspect the Books and Records of PCM at any reasonable time within five days prior to the Annual Meeting by contacting the Secretary of PCM.

#### **Section 11.02**

##### Borrowing Powers

The borrowing powers of PCM may be exercised by Special Resolution of the members, being a Resolution as referred to in Section 10.01. 20

#### **Section 11.03**

##### Custody and Use of the Seal of the Society

PCM does not currently own or use a seal of the society.

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