



NOVA SYNCHRO CLUB

Bylaws

CONTENTS

1.	BYLAWS	3
	ARTICLE I NAME	3
	ARTICLE II PURPOSE OF BYLAWS	3
	ARTICLE III GENERAL	3
	ARTICLE IV MEMBERSHIPS.....	3
	ARTICLE V VOTING RIGHTS.....	4
	ARTICLE VI NOMINATIONS.....	4
	ARTICLE VII ELECTIONS.....	4
	ARTICLE VIII BOARD OF DIRECTORS.....	4
	ARTICLE IX DISQUALIFICATION OF BOARD MEMBERS.....	5
	ARTICLE X POWER AND DUTIES OF THE BOARD.....	7
	ARTICLE XI MEETINGS	7
	ARTICLE XII SIGNING AUTHORITY.....	8
	ARTICLE XIII FINANCIAL AFFAIRS.....	8
	ARTICLE XIV AMENDMENTS	9
2.	GOVERNANCE COMMITTEE TERMS OF REFERENCE	9
	ARTICLE I GENERAL PROVISIONS	9
	ARTICLE II MEMBERSHIP	9
	ARTICLE III MEETINGS.....	10
	ARTICLE IV INTER-COMMITTEE MATTERS.....	10
	ARTICLE V AUDIT AND FINANCE COMMITTEE	10
3.	BOARD OF DIRECTORS CORPORATE GOVERNANCE	11
	ARTICLE I BOARD RESPONSIBILITIES	11
	ARTICLE II BOARD MEMBER RESPONSIBILITIES.....	12
	ARTICLE III BOARD CHAIR RESPONSIBILITIES	13
	ARTICLE IV MEETINGS	13
	ARTICLE V INDEMNIFICATION	13
	ARTICLE VI EXPENSE REIMBURSEMENT	14
4.	FINANCIAL MANAGEMENT	14
	ARTICLE I POLICY STATEMENT.....	14
	ARTICLE II FINANCIAL RECORDS	14
	ARTICLE III ACCOUNTS RECEIVABLE WRITE-OFF.....	14
	ARTICLE IV BANKING SERVICE AND SIGNING AUTHORITY.....	15
	ARTICLE V FINANCIAL MANAGEMENT - BUDGET	15
	ARTICLE VI PURCHASING	15
	ARTICLE VII GENERAL OPERATING RESERVE	15
5.	POLICY DEVELOPMENT.....	16
	ARTICLE I POLICY STATEMENT.....	16
	ARTICLE II PROCEDURES	16
6.	CORPORATE AFFAIRS.....	16
	ARTICLE I POLICY STATEMENT.....	16
	ARTICLE II CONSENT TO ACT AS DIRECTOR AND STATEMENT	17
	ARTICLE III CONSENT TO ACT AS DIRECTOR AND.....	18
	ARTICLE IV CONFIDENTIALITY AND NON-DISCLOSURE	19

1. BYLAWS

ARTICLE I NAME

The name of the Association shall be the Nova Synchro Club, referred to in these bylaws as the “Club”.

ARTICLE II PURPOSE OF BYLAWS

The purpose of these bylaws is to conform to the provisions of the *Societies Act*, R.S.A. 2000, c. S-14 and to set out how the Club will provide leadership in developing and organizing a synchronize swim club in Alberta, known as Nova Synchro Club.

ARTICLE III GENERAL

The registered office and the records office of the Corporation shall be situated in Box 52038 Edmonton the Province of Alberta. The Board may from time to time:

- (a) change the address of the registered office;
- (b) designate, or revoke or change a designation of a Records Office within Box 52038 Edmonton Alberta;

or

- (c) designate or revoke or change a designation of a post office box within Alberta as the address for service by mail on the Corporation

The Board may from time to time adopt a corporate seal, which shall be the seal of the Corporation until changed by the Board.

The Board of Directors may establish procedures for convening any meeting referred to in these Bylaws by electronic or other communication facilities including a conference telephone call, facsimile, e-mail or such other technology as may become available, provided that each person participating in the meeting may hear and be heard by each other participant.

Notwithstanding anything in these Bylaws, if by virtue of severe weather conditions, a pandemic or other emergency reason, it is impossible for a quorum to participate in any scheduled or required meeting

- (a) the time for undertaking any action, and
- (b) the terms of office of the President, Vice-Presidents and Directors are extended until the meeting can be reconvened.

When written notice is required to be provided under these Bylaws, the notice may be given by mail, facsimile, or other electronic means which enables the recipient to review the entire text of the notice.

A reference in these Bylaws to a “special general meeting” means a meeting of the membership held at a time other than the annual general meeting.

ARTICLE IV MEMBERSHIPS

Any person, organization or business which desires to further the Object of the Association and pays the relevant membership fee may become a member of the Association.

Any member may withdraw from membership in the Club at any time by notice in writing.

The membership year is July 1st to June 30th.

A “**member in good standing**” is a member in respect to whom the Club has received the membership fee for the current membership year or in the case of a Regular Member evidence of intention to pay satisfactory to the Board of Directors has been received.

If a member ceases to be a member in good standing, at the expiration of thirty (30) days from date notice was given after twenty one (21) days from the date for which the membership fee was due, the member shall be automatically expelled from the Club and thereafter shall not be entitled to participate in association activities or enjoy membership privileges until the member has been brought into good standing and reinstated by the Board of Directors.

ARTICLE V VOTING RIGHTS

The persons entitled to vote at any annual general meeting or special general meeting are those members or representatives of members in attendance who are members of the Club in good standing and represent a parent or guardian of a swimmer in the club.

Each member qualified to vote at any annual general meeting or special general meeting shall be entitled one vote per swimmer.

ARTICLE VI NOMINATIONS

Nominations shall be conducted in accordance with the election procedures established by the Returning Officer.

To be eligible for nomination a person must

- (a) be a member or the representative of a member in good standing,
- (b) submit a verbal/electronic nomination in the form prescribed by the Board.

ARTICLE VII ELECTIONS

The Board shall appoint a person as Returning Officer who shall be responsible for the fair and proper conduct of elections.

Elections shall be held at the annual general meeting.

ARTICLE VIII BOARD OF DIRECTORS

The Club shall have a Board of Directors consisting of up to eight (8) Directors elected by Members of the Association at the Annual General Meeting.

Should a vacancy occur in a Director position the Board may appoint a person who is eligible for election as a Director to serve as a replacement until the next annual general meeting.

At its first meeting following each Annual General Meeting, The Board shall appoint one of its members as Chair and one as Vice-Chair.

In carrying out the responsibilities of a Director, every Director of the Club shall

- (a) act honestly and in good faith with a view to the best interests of the Club,
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (c) comply with the Societies Act (Alberta) and any regulations under it and with bylaws and policies of the Club.
- (d) maintain the confidentiality of all Club information given to the Director that is considered confidential, except in the following circumstances
 - i. the confidential information is or subsequently enters the public domain through no action of the Director or
 - ii. the confidential information is required to be disclosed by law and if the Director received the Club information that is considered confidential

- or
- iii. from his or her own independent sources;
 - iv. any third party not under an obligation to keep the information confidential the Director will disclose to the Board that he or she has received that information.

A member of the Board of Directors ceases to be a Director if the person misses three consecutive regular meeting of the Board, unless authorized by resolution prior to the conclusion of the missed third consecutive regular meeting of the Board.

ARTICLE IX DISQUALIFICATION OF BOARD MEMBERS

In this Article

“Board member’s family” means the Board member’s spouse, the Board member’s children, the parents of the Board member and the parents of the Board member’s spouse;

“spouse”

- i. includes a party to a relationship between a man and a woman who are living together on a bona fide domestic basis and
 - ii. does not include a spouse who is living apart from the other spouse if the spouses have separated pursuant to a written separation agreement or if their support obligations and family property have been dealt with by a court order.
- (1) A member of the Board of Directors has a pecuniary interest in a matter if;
- (a) the matter could monetarily affect the Board member or an employer of the Board member, or
 - (b) the Board member knows or should know that the matter could monetarily affect the Board member’s family
 - (c) the Club member of which the Board member is a representative.
- (2) For the purpose of subsection (1), a person is monetarily affected by a matter if the matter monetarily affects;
- (a) the person directly,
 - (b) a corporation, other than a corporation the shares of which are traded on a stock exchange, in which the person is a shareholder, director or officer,
 - (c) a corporation, the shares of which are traded on a stock exchange, in which the persons beneficially owns voting shares carrying at least 10% of the voting rights attached to the voting shares of the corporation or of which the person is a director or officer, or
 - (d) a partnership or firm of which the person is a member.
- (3) A Board member does not have a pecuniary interest by reason;
- (a) that the Board member or a member of the Board member’s family may have by reason of being appointed by the Board as a representative of the Club to another entity;
 - (b) that the Board member or member of the Board member’s family may have with respect to any allowance, honorarium, remuneration or benefit to which the Board member or member of the Board member’s family may be entitled by being appointed by the Board to a position described in clause (a);
 - (c) that the Board member may have with respect to the reimbursement of expenses to which the Board member may be entitled by being a Board member; or

- (d) that is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board member.
- (4) When a Board Member, or a member of which the Board Member is a representative, has a matter before the Board, a Board committee or any other body to which the Board member is appointed as a representative of the Board, the Board member must, if present,
- (a) disclose the general nature of the pecuniary interest prior to any discussion of the matter,
 - (b) abstain from voting on any question relating to the matter,
 - (c) abstain from any discussion of the matter, and
 - (d) subject to subsection (2), leave the room in which the meeting is being held until discussion and voting on the matter are concluded.
- (5) If the matter with respect to which the Board member, or the member of which the Board member is a representative has a pecuniary interest is the payment of an account for which funds have previously been committed, it is not necessary for the Board member to leave the room.
- (6) A member of the Board of Directors ceases to be a Board Member if he or she;
- (a) as a Board Member, takes part in a decision knowing that the decision might further a private interest of
 - i. the Board Member
 - ii. a corporation, firm or partnership referred to in subsection (2) of this Article IX or
 - iii. a member of which the Board member is a representative,
 - (b) where applicable, does not declare an interest and withdraw from a meeting without voting on or discussing a matter before the Board of Directors which might further a private interest referred to in clause (a)(i), (ii) or (iii) or
 - (c) accepts
 - i. a fee of any amount other than a fee or honorarium paid by the Club for the Board member's services or reimbursement of expenses incurred during service as a Board member, or
 - ii. a gift or other benefit having a value of more than \$100.00. that is received because the Board Member is a Board Member.

Subsection (6)(c) does not apply if a Board Member is invited to attend an event or function as a representative of the Club and the Board Member discloses such attendance in a manner approved by the Board from time to time.

A meeting of the Board of Directors may be called under Article III "special general meeting" to determine whether a Board Member has ceased to be a Board member under this Article.

The Board Member shall be given notice of a meeting of the Board of Directors called under this section;

- (a) upon request
 - i. shall be given particulars of the grounds on which it is alleged that he or she has ceased to be a Board member;
 - ii. shall be given an opportunity to make representations to the Board of Directors in writing or in person, or by legal counsel, or a combination of the foregoing;
- (b) is not entitled to be present while the Board of Directors discusses the question whether or not the Board Member has ceased to be a Board Member.

The Board of Directors may by resolution state that the Board Member has ceased to be a Board Member.

The provisions of Article VIII relating to the filling of vacancies on the Board until the next annual general meeting apply to filling a vacancy under this Article.

A Board Member, by accepting appointment or election as a Board Member, agrees the Board Member will not be entitled to assert any claim or bring any legal action, whether for defamation or any other cause of action, against the Club or any officer, director or employee of the Club, in respect of anything done by any of them in good faith pursuant of this Article.

ARTICLE X POWER AND DUTIES OF THE BOARD

Meeting of the Board of Directors shall be held

- (a) pursuant to a regular schedule of meetings set by the Board at its organizational meeting following the annual general meeting, or
- (b) at the call of the President, or
- (c) upon the written request of four Directors with at least 72 hours' notice.

A quorum of the Board is fifty percent plus one of the members.

At meetings of the Board of Directors each Board Member present shall have one vote and, in the case of a tie, the motion shall be lost.

The Board of Directors has the authority and responsibility to carry out as appropriate, or delegate to its committees, the powers and duties conferred upon the Club except that the Board may not delegate

- (a) the approval of the annual budget of the Club.

If the Board established and prescribes the terms of reference for any governance committee, the persons appointed as committee members may be

- (a) Directors
- (b) Members or representative of members
- (c) other persons or
- (d) any combination of the above.

The Board establish rates for the reimbursement for expenses reasonably incurred in performing duties on the Board of Directors or on behalf of the Association.

ARTICLE XI MEETINGS

The annual general meeting of the Club shall be held at such time and place as the Board of Directors may determine.

Written notice of the date of the annual general meeting shall be provided to each member not less than twenty-one (21) days prior to the date of the meeting.

A special general meeting of the Club may be held at the call of five (5) percent of the membership or by two-thirds vote of all the Board and written notice shall be provided to each member not less than fourteen (14) days before the date of the meeting.

A quorum at an annual general meeting or special general meeting shall be representation from twenty-five percent of the voting membership in good standing and the quorum shall be determined within fifteen minutes of the posted starting time of the meeting.

The Chair or another member of the Board delegated by the Chair shall chair the annual general meeting and any special general meeting.

The persons entitled to speak at an annual general meeting or special meeting are those members and representatives of members of the Club in good standing.

Except as otherwise provided by these Bylaws, the Rules of Procedure to be followed at meetings of the Board of Directors, the annual general meeting and any special general meeting shall be those in "Robert's Rules of Order, Newly Revised."

ARTICLE XII SIGNING AUTHORITY

After they are approved, the minutes of all meetings shall be signed by the person chairing at the meeting and a Director with signing authority.

The Board of Directors shall designate signing authority for any financial instrument and the use of the seal.

ARTICLE XIII FINANCIAL AFFAIRS

The fiscal year of the Club shall be July 1 to June 30th.

Before the end of each fiscal year, the Board of Directors shall approve an interim budget for the next fiscal year which shall include revenues at least sufficient to pay the estimated expenditures.

The Board of Directors may approve an interim budget for part of the next fiscal year.

The Board of Directors shall annually determine a method of calculating membership fees which will generate the membership fee revenue projected in the budget and in doing so may establish categories of membership with different fees for different categories.

The Board of Directors shall have the power to borrow on behalf of the Club and upon the credit of the Club for operating purposes an amount not in excess of sixty percent (60%) of annual fees than levied or assessed by the Club to its membership but not yet collected.

The books and records of the Club shall be available for the inspection by any member of the Club at the Club's office during normal business hours.

In the event the Club is wound up or dissolved, all of its remaining assets after payment of its liabilities shall be paid to such registered and incorporated non-profit organization or organizations with purposes similar to those of the Club as a majority of the members determine. In no event shall any money become entitled to any assets of the Club.

The Board of Directors shall appoint by resolution an auditor and an audited annual financial statement shall be submitted to each annual general meeting.

The Club may acquire by gift or purchase and have, possess and enjoy land, tenements, rents, annuities and other property of any kind whatsoever within the Province of Alberta.

The Club may from time to time sell, alienate, exchange, mortgage, let, lease or otherwise dispose of any part of its real or personal estate.

Every Director and officer of the Club and their heirs, executors and administrators, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against:

- (a) all costs, charges, damages and expenses whatsoever which they sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them or in

- respect of any act, mission, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- (b) all other costs, charges, damages and expenses which they sustain or incur in or about in relation to any act, omission, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office;

except such costs, charges, damages and expenses as are occasioned by their own wilful act, default or dishonesty and the Club may purchase insurance for purposes of this indemnification.

ARTICLE XIV AMENDMENTS

The Board of Directors or a Regular Member may propose a special resolution, as required by the Societies Act, R.S.A. 2000, c. S-14, or any amendment thereto, to amend these Bylaws.

A proposed special resolution may be considered at the annual general meeting or at a special general meeting.

Written notice of a proposed special resolution shall be provided to each member not less than twenty-one (21) days before the meeting at which the special resolution is to be considered.

An amendment to the Bylaws shall not be made unless a fifty percent + one majority of the members and representatives of members in good standing present at the meeting vote in favour of the amendment

2. GOVERNANCE COMMITTEE TERMS OF REFERENCE

ARTICLE I GENERAL PROVISIONS

With respect to each committee the Board of Directors shall:

- (a) establish the terms of reference and life span;
- (b) establish a budget and resource required;
- (c) annually appoint a person to chair the committee;
- (d) annually appoint such other members as may be appropriate.

A committee established under this policy continues until the Board of Directors determines that it is no longer required.

The general purpose of each committee is to assist the Board of Directors in governing the Association by providing recommendations to the Board on any matter within the committee's terms of reference.

The Board will establish a mandate for each committee including topics or issues within the group's terms of reference which the Board considers requires focused attention during the year. The committee will prepare an operational plan to achieve its mandate and will present the plan for Board approval.

Each year the Board will establish priority mandates for each standing committee.

ARTICLE II MEMBERSHIP

In appointing members to committees, the Board will give consideration to the experience and expertise related to the committee's mandate of the persons under consideration.

The term of office of the chair and the members appointed to a committee established under this policy shall commence upon the acceptance of the position at which the person is appointed and continues until the end of the next annual general meeting.

The Board Chair is ex officio a member of all committees.

Committee members are responsible to:

- (a) participate in the meetings of the committee
- (b) represent the interest and views of the Nova members with whom they have contact
- (c) communicate with Nova members regarding matters under consideration by the committee.

A member of a committee ceases to be a member of that committee if that person fails to meet the obligations of the committee.

A committee may select one of its members who is a Chair or Vice-Chair,

The Chair of each Committee:

- (a) shall report regularly to the Board and the minutes of each committee, after approval, will be provided to the Board of Directors, and
- (b) shall maintain liaison with any Board member who is assigned a special responsibility by the Board for an area of interest which falls within the responsibilities of the Committee.

ARTICLE III MEETINGS

Committee meetings will be scheduled to match the business needs of the Association. As a general rule committees will meet not less than four times during each term of office.

Meetings of each committee will be conducted using the most efficient means (conference calls, teleconferencing, in-person) commensurate with the meeting agenda.

At meetings of a committee each member including the Chair present shall have one vote and, in the case of a tie, the motion will be lost.

A member including the Chair present at a committee meeting must vote on a matter put to a vote at the meeting unless the member is required to abstain from voting under this Policy.

A committee may recommend to the Board that one or more sub-committees be established to advise the committee on specific issues.

A committee is expected to obtain advice and support from the Associations membership and from professional advisors as and when needed, commensurate with its objectives and available resources.

ARTICLE IV INTER-COMMITTEE MATTERS

If a matter arises in one committee which also falls within the responsibility of another committee, the persons designated Chair to the respective committee will ensure that the other committee is informed and has the opportunity to provide its input before a recommendation is made to the Board.

If there is an urgency which makes it impossible to have the matter discussed at a meeting of the other committee, the Chair will determine how the information will be provided and the input will be gathered.

ARTICLE V AUDIT AND FINANCE COMMITTEE

The Committee will be comprised of two (2) members appointed by the Board as follows:

- (a) Two members in good standing who collectively should have the following knowledge, experience and skills
- (b) auditing and accounting for not-for-profit organizations
- (c) not-for-profit organization management

- (d) business operations
- (e) policy and organizational development
- (f) financial management and reporting for government funding process
- (g) procurement of goods and services

The Committee has the mandate to ensure, using appropriate methodologies and processes, the overall probity and integrity of Nova financial systems and practices.

The Audit and Finance Committee will meet as required. The meetings will be scheduled to permit timely review of the interim and annual financial statements. Additional meetings may be held as deemed necessary by the chair of the committee or as requested by any member of the external auditors.

Supporting schedules and information reviewed by the committee will be available for examination by any committee member upon request to the chair of the committee.

The committee chair will report annually to the membership at the annual general meeting.

The Audit and Finance Committee is accountable to members for the overall probity and integrity of financial systems and practices of Nova, in particular that the;

- (a) Nova annual financial statements are fairly presented in accordance generally accepted accounting principles and to recommend to the board whether the annual financial statements should be approved;
- (b) Information contained in the financial statements from Nova, and any reports to the Board, the membership or other financial publications is not erroneous, misleading or incomplete.
- (c) Nova has implemented appropriate systems of internal control over financial reporting and that these are operating effectively;
- (d) Nova has implemented appropriate systems of internal control to ensure compliance with legal, regulatory and ethical requirements;
- (e) External audit function has been effectively carried out and that any matter which the independent auditors have brought to the attention of the committee or Boards of Directors of Nova has been addressed;
- (f) Financial management policies of the Association are appropriate and make recommendations to the Board regarding required amendments;
- (g) Nova has implemented appropriate systems of risk management to effectively identify, manage and monitor risks and opportunities.
- (h) Mandate and responsibilities of the Committee meet current expectations and practices for audit and finance committees;

And any other duties assigned by the Board.

The committee will recommend to the board the reappointment or appointment of external auditors.

3. BOARD OF DIRECTORS CORPORATE GOVERNANCE

ARTICLE I BOARD RESPONSIBILITIES

The Board of Directors of the Club is elected by the membership. The board is composed up to a max of 8 directors.

The Board of Directors is responsible for all aspects of the Club's business activities and governance including, but not limited to

- (a) adoption of a strategic business plan and annual budget;

- (b) adoption of a risk mitigation strategy which identifies the principal risks of the Club's operations and appropriate systems to manage these risks;
- (c) Succession planning for the Board positions and other committee positions.
- (d) Approval of a communications policy for the Club;
- (e) Approval of internal control and management information systems;
- (f) A process for assessing the effectiveness of the board as a whole and the committees of the board;
- (g) Developing the Club's approach to the governance issues.

ARTICLE II BOARD MEMBER RESPONSIBILITIES

Board members are responsible for acting in the best interests of the club, complying with all requirements of any legislation, regulation or bylaw governing the Club's activities, and for

- (a) preparing for and participating in the meetings of the board and any committees to which they may be appointed
- (b) ensuring the board adopts a strategic plan, business plan, budget and a risk management plan and in carrying out these responsibilities Board members may rely in good faith on
- (c) financial statements of the Club presented to the Board by the Treasurer of the Club or in a written report of the auditor of the club to reflect fairly the financial condition of the Club, and
- (d) an opinion or report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by that person.

In order to remain abreast of programs, policies and issues, the Board will devote one of its meetings each year to a strategic planning session.

Because Nova members expect the Nova Board of Directors, committee members, and the coaching staff, to present a unified, consistent, and collegial image in all of the Club's undertakings before the membership, business partners, provincial and federal governments, and other outside agencies:

- (a) All public communications by Board members shall be consistent with the majority decision of the board of directors.
- (b) All public communication by committee members shall be consistent with the majority decision of the committee.
- (c) Club staff are bound by all decisions of the Board of Directors and are expected to develop detailed operating requirements to support and implement the policy statements and to achieve policy goals desired.

Clause (c) above is not to be construed as limiting opposing opinion and advice before a decision is reached by the board or its committees nor to bar any reconsideration the board may wish to make through subsequent advice.

ARTICLE III BOARD CHAIR RESPONSIBILITIES

The responsibilities of the chair are:

- (a) to chair the Board of Directors and to provide leadership in reviewing and monitoring the aims, strategy, policy and directions of the club and the achievement of its objectives
- (b) to take expedient measures in unusual or extraordinary circumstances
- (c) to represent the club at functions and/or meetings which fit within the goals of the club and are not addressed by other policy provisions
- (d) to report his/her activities to the Board

The responsibility of the Vice-Chair is to carry out the duties of the Chair in the absence or at the request of the Chair.

ARTICLE IV MEETINGS

In addition to the meeting day referred to in Article II (a) of Board Member Responsibilities, the Board will meet a minimum of 4 times each year.

In accordance with the Bylaws, the Board of Directors will schedule regular meeting dates for each term of office.

If a regular meeting date falls on a statutory holiday, the meeting will be rescheduled to be held within that month.

In accordance with the bylaws, a special Meeting of the Board of Directors may be called by the chair and shall be called on the written request of 50% or more of the Board Members.

A member of the Board of Directors or a person appointed by the Board to a committee ceases to be a Board or Committee Member if that person misses three consecutive meetings unless authorized by resolution to do so. (For purpose of determining compliance a "meeting" is a regular meeting of the Board of Directors or of a committee.

A Board Member or Committee Member who expects to be absent for a meeting shall notify the Board Chair or Vice Chair.

The Board shall declare a vacancy by virtue of the absence of a member from three consecutive Board meetings during the term of office, and may appoint a person who is eligible for election as a Director to serve as a replacement until the next annual general meeting.

At a board meeting a motion does not require a seconder.

ARTICLE V INDEMNIFICATION

Board members should recognize Nova as an association under the societies act and as such operates according to that act, the association's bylaws and policies.

In order to limit the exposure/liability of directors and Officers, Board members should be aware of the following:

- (a) Federal and Provincial statutes and the common law generally require every Director to act honestly, and in good faith with a view of the best interests of the Club by exercising care, diligence, and skills that a reasonable prudent person would expect in a comparable situation.

- (b) Preparation for meetings is important. Board members should do their best to be informed and be prepared to discuss the agenda items.
- (c) Participation in all meetings is important. If a board member is unable to attend a meeting his or her views can be presented by another member of the board.
- (d) Board members should speak their minds if they see benefits or pitfalls.
- (e) Nothing should ever be assumed. If in doubt ask. Board members should expect that an inquiry will prompt a response that may or may not satisfy their needs.
- (f) The activities of Board members should be restricted to governing rather than managing.
- (g) When members of the Board receive inquiries from the media, Association members or other interested persons, clarification should always be obtained from the Board of Directors regarding the subject of the inquiry.

ARTICLE VI EXPENSE REIMBURSEMENT

Board members are entitled to vote on matters relating to their own expense reimbursement.

4. FINANCIAL MANAGEMENT

ARTICLE I POLICY STATEMENT

The finances of the Club will be accurately recorded and prudently and efficiently managed to further the Object of the Club.

ARTICLE II FINANCIAL RECORDS

The Treasurer will ensure that accurate financial records are maintained.

Accounting and financial procedures and controls will comply with the generally accepted accounting principles and practices for non-profit organization established by the Canadian Institute of Chartered Accountants subject to any modification required to conform to the spirit and intent of the applicable Provincial and Federal Statutes.

The Treasurer will control expenditures and revenues within the approved budget and present monthly financial statements to the Board for information.

ARTICLE III ACCOUNTS RECEIVABLE WRITE-OFF

The Treasurer has the authority to approve any write-offs up to \$100.00

The Treasurer has the authority to make any adjustments to correct any errors in the accounts (e.g. double billing, double payments, etc.)

Outstanding accounts receivable statements will be sent to municipalities/customers on a monthly basis.

Follow up phone calls will be made for any outstanding accounts that are 30-60 days.

The Treasurer will provide to the Board of Directors an accounts receivable aging report for review on a quarterly basis. The Treasurer will recommend to the Board of Directors any write-offs over \$100.00.

ARTICLE IV BANKING SERVICE AND SIGNING AUTHORITY

Banking Services will be reviewed every two years.

Treasurer to review signing authorities when executive board changes.

Each cheque issued by the Club must be signed by two persons as follows: (a) the Chair or Vice-Chair, and one of the Board of Directors with signing authority or the Treasurer.

The listing of cheques issued will be provided monthly to the Board of Directors.

The Board of Directors or the Treasurer are authorized to receive and sign for bank statements and cancelled cheques.

ARTICLE V FINANCIAL MANAGEMENT - BUDGET

A preliminary budget shall be submitted, in an appropriate time frame, prior to the AGM at the end of the fiscal year.

Each year the Board shall draft the Association's three year business plan, showing the Club's estimate of revenue and expenditure for each program and a budget for the immediate ensuing fiscal year.

The budget submission will identify the objectives or expected results, together with relevant increases or decreases, changes in the organization and appropriate organization charts.

The budget for each membership service offered by the Club should be balanced and sustainable.

When the business plan and budget are approved by the Board, the Board will implement the direction of the Club as expressed in the approved programs.

The Treasurer has the authority to transfer funds within the approved budget up to \$10,000.00

Transfers exceeding \$5,000.00 and any expenditure not authorized by the budget must be approved by the Board.

ARTICLE VI PURCHASING

The Treasurer is authorized to undertake programs, agreements, projects, work or services and purchases, lease of contract for goods, materials, equipment or services and hire and remunerate staff within the approved budget with the exception of those matters over which the Board of Directors retains direct authority.

The Board of Directors will approve contracts for consulting services in excess of \$20,000.00.

ARTICLE VII GENERAL OPERATING RESERVE

The Club will maintain a General Operating Reserve of minimum one year to cover unforeseen expenditures, major expenditures which are not regularly recurring and major revenue losses.

The Treasurer will review the balance in the reserve prior to the end of each fiscal year and will recommend any additional contribution to any reserve to for Board of Directors approval.

5. POLICY DEVELOPMENT

ARTICLE I POLICY STATEMENT

The Board of Directors is responsible for the development and implementation of Board policy.

Board Policy will further the purpose and objectives of the Association.

No person, group, agreement, publication, appointment or any other activity done on behalf of the Nova Synchronized Swimming Club (NSSC) will compromise the spirit and intent of established Board Policies.

ARTICLE II PROCEDURES

Preparation of draft policies may be initiated by:

- (a) the Board of Directors,
- (b) a Committee of the Board, or

The Board expects that advice will be sought from as broad a base as possible and practical, including committees of the Board, to ensure that any contemplated policy is desirable, feasible and acceptable.

Approved policies and all revisions approved from time to time will be inserted in the Nova By-Laws Manual. A master index will be included to facilitate access to policy provisions.

The Board of Directors will ensure that the Nova Synchronized Swimming Club general membership and any consultant or contractor is aware of policies affecting their responsibilities.

When the Board of Directors makes a decision, which has the effect of amending a Policy, which has been approved under this Policy, the Board of Directors will make the appropriate amendment to the Policy, note the amendment date on the Policy, and distribute the amended Policy for information.

6. CORPORATE AFFAIRS

ARTICLE I POLICY STATEMENT

REGISTERED OFFICE

- (a) The registered office of the Association shall be situated at Box 52038, Edmonton, Alberta T6G 2T5

RECORDS OFFICE

- (b) The records office of the Association shall be situated at Box 52038, Edmonton, Alberta T6G 2T5

**ARTICLE II CONSENT TO ACT AS DIRECTOR AND STATEMENT
OF DISCLOSURE**

Each Director shall execute the *Consent to Act as a Director* form attached as Appendix A to this Policy.

Each Director shall execute a *Confidentiality and Non-Disclosure Agreement* attached as Appendix B to this Policy.

The executed documents described in Sections 2.1 and 2.2 shall be filed with the Corporate Secretary who will hold and keep confidential the information contained in them subject to the provisions of any applicable legislation dealing with freedom of information.

**ARTICLE III CONSENT TO ACT AS DIRECTOR AND
DECLARATION OF RESIDENCE**

I hereby:

1. Consent to act as a Director of the Association, such consent to continue in effect from time to time until a date upon which I give written notice to the Association revoking such consent or cease to be a Director of the Association;
2. Consent to the holding of meetings of Directors or of committees of Directors by means of such telephone, electronic or other communications facilities as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously;
3. Acknowledge and declare that I am a Canadian resident;
4. Undertake to advise the Association in writing of any change in such residence forthwith after such change;
5. Declare that I am not less than 18 years of age;
6. Declare that I have not been found to be of unsound mind by a Court in Canada or elsewhere;
7. Declare that I do not have the status of a bankrupt;
8. Acknowledge that the Association will rely upon the foregoing information.

Dated the day of _____ 20__.

(Print Name)

Signature

ARTICLE IV CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT

In consideration of the Nova Synchro Club appointing the undersigned as a Director of the Association, and in consideration of the mutual covenants and conditions herein contained, I hereby agree with the Association as follows:

1. I acknowledge that as a Director, I will have access to and will acquire information, financial and otherwise, which is confidential to the Association. I further acknowledge the importance of maintaining the confidentiality of this information subject to any disclosure requirements that may be imposed upon the Association by any regulatory authority having jurisdiction.

Accordingly, subject to such disclosure rules, I agree that I shall:

- (a) treat and hold as confidential all information received from the Association relating to the Association that is given to me as confidential information (referred to herein as Confidential Information");
- (b) not use any Confidential Information in any way whatsoever, either for my own benefit or for the benefit of any person, organization or Association other than the Association;
- (c) not disclose, provide or otherwise make available to any person, organization or Association other than the Association or their designated employees any Confidential Information;
- (d) not reproduce or copy any Confidential Information except as permitted by the Association;

provided that I may disclose Confidential Information to my own accounting or legal advisors as is necessary for the management of my own affairs.

2. Upon ceasing to be a Director, I shall:
 - (a) continue to treat as confidential all Confidential Information received by me;
 - (b) make no use of any Confidential Information received by me; and
 - (c) immediately return to the Association all Confidential Information or material I have in my possession at the time I cease to be a Director.

Subject to the disclosure rules of any regulatory authority having jurisdiction, I acknowledge and agree that the restrictions set forth in this Agreement are reasonable in all respects, are valid and enforceable in accordance with their respective terms, and further:

- (a) acknowledge and agree that the restrictions imposed herein are necessary to protect the legitimate interest of the Association and any violation of such restrictions may result in irreparable injury to the Association; and
- (b) acknowledge and agree that damages may not be an adequate remedy for the Association in the event of breach of the restrictions imposed herein and, accordingly the Association shall not be restricted to seeking damages only, but in addition, shall be entitled to injunctive or other equitable relief against me in the event of a breach by me of the foregoing restrictions or any part thereof.

These provisions shall not merge with the termination of this Agreement but shall survive for the benefit of the Association or its successor, or any other party relying on same.

DATED this day of _____, 20_

Nova Synchro Club

WITNESS PER

SECRETARY

SIGNATURE OF DIRECTOR

NAME OF DIRECTOR

