

# SWIM NATATION MANITOBA BYLAWS

## PREAMBLE

WHEREAS SWIM NATATION MANITOBA is a member of Swim Natation Canada which in turn is a member of AFC which is, in turn, the Canadian representative swimming body of FINA;

AND WHEREAS SWIM NATATION MANITOBA shall at all times govern itself in accordance with the rules of SNC, AFC and FINA;

AND WHEREAS all Members shall be governed by and comply with the rules of FINA, AFC, SNC and SWIM NATATION MANITOBA, and accordingly all Members shall, where necessary, amend their own rules to comply with those of FINA, AFC, SNC and SWIM NATATION MANITOBA;

AND WHEREAS any Member who refuses to comply with the rules of FINA, AFC, SNC and SWIM NATATION MANITOBA, or refuses to amend its own rules to comply with those of FINA, AFC, SNC and SWIM NATATION MANITOBA, may have its membership in SWIM NATATION MANITOBA suspended or terminated;

AND WHEREAS SWIM NATATION MANITOBA is the only authority specifically governing competitive swimming in Manitoba:

**NOW THEREFORE BE IT ENACTED THE BYLAWS FOR SWIM NATATION MANITOBA AS FOLLOWS:**

## ARTICLE 1: INTERPRETATION

1.01 Preamble. The Preamble shall form an integral part of these Bylaws.

1.02 Definitions. The following terms have these meanings in these Bylaws, unless the context otherwise requires:

- i. "Act" means the Manitoba Corporations Act (C.C.S.M. c. C225) as amended.
- ii. "AFC" means the Aquatic Federation of Canada;
- iii. "Auditor" means an individual appointed by the voting Members at the Annual General Meeting to audit the books, accounts, and records of Swim Natation Manitoba for a report to the Members at the next Annual General Meeting.
- iv. "Board" means the Board of Directors of Swim Natation Manitoba;
- v. "Board Meeting" means a meeting of the Board of Directors;
- vi. "Bylaws" means these bylaws including the preamble and table of contents thereto, as amended from time to time;
- vii. "CIS" means Canadian Interuniversity Sport;
- viii. "CIS Swim Club" means a university swim club operating during the university year;
- ix. "CSCTA" means Canadian Swim Coaches and Teachers Association;
- x. "Days" will mean days irrespective of weekends and holidays.
- xi. "Director" means an individual elected or appointed to serve on the Board pursuant to these Bylaws;
- xii. "Executive" means the Officers of Swim Natation Manitoba
- xiii. "FINA" means the Federation Internationale de Natation;
- xiv. "In writing" means correspondence delivered in person, by mail, by facsimile, or by electronic transmission;

- xv. "Masters Swim Club" means a swim club whose membership is primarily adults age 18 and over;
- xvi. "Member" means all registered members of Swim Natation Manitoba including those individuals and associations, incorporated or unincorporated, as described herein;
- xvii. "Members Meetings" means the Annual Meeting and Special Meetings;
- xviii. "MSCA" means the Manitoba Swim Coaches Association;
- xix. "MSM" means Masters Swimming Manitoba;
- xx. "MSOA" means the Manitoba Swim Officials Association;
- xxi. "Ordinary Resolution" means a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
- xxii. "Seasonal Swim Club" means a competitive swim club, excluding Masters, operating for fewer than eight (8) months a year;
- xxiii. "Secretary" means the Board Officer of Swim Natation Manitoba;
- xxiv. "SNC" means Swimming/Natation Canada;
- xxv. "SNM" means Swim Natation Manitoba;
- xxvi. "Special Meeting" means a duly-called special meeting of the members that is not an annual meeting;
- xxvii. "Special Resolution" means a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
- xxviii. "Summer Swim Club" means a swim club operating from June to August;
- xxix. "Summer Swimmer" means a swimmer registered with a Summer Swim Club between June 1 and August 31;
- xxx. "Swim Club" means a competitive swim club, excluding Masters, operating for eight (8) or more months of the year; and
- xxxi. "Swimmer" means an "eligible competitor" as defined by the rules of FINA, who is a Member and who is in compliance at all times with FINA rules.

- 1.03 Interpretation. In this Bylaw, words importing the singular include the plural and vice versa. Words importing the masculine gender shall include the feminine and neuter genders. Words importing an organizational name, title or program shall include any successor organizational name, title or program.
- 1.04 Language. This Bylaw has been drafted in English.
- 1.05 No Gain for Members. SNM will be carried on without the purpose of gain for its Members and any profits or other accretions to SNM will be used in promoting its objectives.
- 1.06 Ruling on Bylaws. Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.
- 1.07 Conduct of Meetings. Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition)

## **ARTICLE 2: NAME, ORGANIZATION AND AUTHORITY**

- 2.01 Name. The Association shall be called Swim Natation Manitoba.
- 2.02 Regulation. SNM shall exist solely for the governance of its members and shall regulate and control all matters related to Competitive Amateur Swimming in the Province of Manitoba in accordance with the general territorial divisions and regulation of SNC and the Bylaws, Rules and Regulations of Swim Natation Manitoba. The territorial definition for SNM is that assigned by SNC.
- 2.03 Organization. The organization of SNM can be summarized as: a parent body composed of the voting delegates at a duly constituted General Meeting; the Board of Directors; employees; and a head office located within Winnipeg in the Province of Manitoba.
- 2.04 Authority. The authority of Swim Natation Manitoba to regulate and control all matters related to Manitoba Amateur Swimming is derived from the SNC Constitution and Bylaw. Such authority shall include and not be restricted to the power to:
- a. Implement and ratify its own Constitution and Bylaws affecting its operations but these shall contain nothing inimitable to the Constitution, Bylaws and the Rules and Regulations of SNC, AFC, and FINA;
  - b. Formulate Bylaws and policies and procedures defining membership, voting power and removal of membership;
  - c. Set, collect and dispose of membership and registration fees within its jurisdiction;
  - d. Sanction and control swimming competitions in Manitoba according to the Bylaws and the Policies and Procedures of Swim Natation Manitoba;
  - e. Control the transfer of swimmers to and between member clubs of Swim Natation Manitoba and SNC;
  - f. Discipline members according to the Bylaws and the policies and procedures of Swim Natation Manitoba;
  - g. Terminate membership in Swim Natation Manitoba according to the Bylaws and the policies and procedures.

## **ARTICLE 3: MEMBERSHIP**

- 3.01 Admission of Members. No organization or individual shall be admitted as a member unless:
- a. It satisfies the qualifications for membership as stated in these bylaws;
  - b. It has made written application in the form prescribed by the Board;
  - c. It agrees to abide by all SNM bylaws, policies ,regulations, rules and procedures
  - d. It has been approved as a member by the Board or such individual delegated such authority;
  - e. It has paid such membership dues as may be determined by the Board from time to time.
  - f. At the time of application, the organization or individual is and has always been a member in good standing of SNM, unless by approval of the Board; and
  - g. If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member.
- 3.02 Categories of Membership - The membership of SNM shall consist of:
- a) Class 1 Members (Swim Clubs)
  - b) Class 2 Members (Seasonal Swim Clubs)
  - c) Class 3 Members (Associated Organizations)
  - d) Class 4 Members (Swimmers, Coaches, Officials, board members)

3.03 Class 1 Members (Swim Clubs)

- a. Qualification. Class 1 Members shall be organized Manitoba Swim Clubs, composed of Class 4 Members, excluding Masters Swim Clubs and Seasonal Swim Clubs.
- b. Voting. Each Class 1 Member shall appoint or elect delegates based on the formula described hereafter:
  - i) Each Class 1 Member shall be entitled to the number of votes and to appoint or elect that number of delegates based on the number of paid registered competitive swimmers being members of that club.

| Registered Swimmers | Voting Delegates |
|---------------------|------------------|
| 1-4                 | 0                |
| 5 - 15              | 1                |
| 16 - 30             | 2                |
| 31 - 60             | 3                |
| 61 - 120            | 4                |
| 121 - 240           | 5                |
| 241 +               | 6                |

- ii) Each Class 1 Member shall annually appoint or elect delegates described in the formula above to represent the Class 1 Member at all SNM Members' Meetings and shall notify the SNM Secretary the names of such Class 1 delegates one (1) week prior to the scheduled meeting date.
- iii) Each Class 1 delegate shall be entitled to attend Members' Meetings and shall be entitled to one (1) vote thereat.

3.04 Class 2 Members (Seasonal Swim Clubs)

- a. Qualification. Class 2 Members shall include CIS Swim Clubs and Summer Swim Clubs, composed of Class 4 Members, excluding Masters Swim Clubs.
- b. Voting. Each Class 2 Member shall annually appoint or elect one (1) delegate to represent the Class 2 Member at all SNM Members' Meetings and shall notify the Secretary of SNM of the name of such Class 2 delegate one (1) week prior to the scheduled meeting date.
  - i) Each Class 2 delegate shall be entitled to attend Members' Meetings but shall not be entitled to vote.

3.05 Class 3 Members (Associated Organizations)

- a. Qualification. Class 3 Members shall be the Manitoba Swim Coaches Association, Manitoba Swim Officials Association and Masters Swimming Manitoba.
- b. Voting. Each Class 3 Member shall elect or appoint one (1) delegate to represent the Class 3 Member at all SNM Members' Meetings and shall promptly notify the Secretary of SNM of the name of such delegate one (1) week prior to the scheduled meeting date.
  - i) The delegate of a Class 3 Member shall be entitled to attend Members' Meetings and shall be entitled to one (1) vote thereat.

3.06 Class 4 Members (Individuals)

- a. Qualification. Class 4 Members shall be:
  - i. All swimmers in Manitoba who are registered with SNM and SNC.
  - ii. All swim coaches in Manitoba who are coaching for a Class 1 or Class 2 Member.
  - iii. All swim officials in Manitoba who have attained SNC Officials Level 1 or higher.

- iv. Individuals who are directors on the board of SNM, members of an SNM committee, or directors on the board of a Manitoba swim club.
  - b. Voting. Class 4 Members shall be entitled to attend Members' Meetings but shall not be entitled to vote.
- 3.07 Term. Unless otherwise determined by the Board, the membership year of SNM will be September 1<sup>st</sup> – August 31<sup>st</sup>.
- 3.08 Dues – Membership dues for all categories of Membership will be determined annually by the Board.
- 3.09 Member in Good Standing. A member shall be deemed to be in good standing provided that the Member:
- a) Has not ceased to be a Member;
  - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by SNM;
  - d) Has complied with the Constitution, Bylaws, policies, rules and regulations of SNM;
  - e) Is not subject to a disciplinary investigation or action by SNM, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - f) Had paid all required membership dues.
- 3.10 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.
- 3.11 Universal Recognition of Disciplinary Sanctions. SNM and all its members shall recognize, honor, and uphold all sanctions imposed and endorsed by:
- a. AFC, Canadian Centre for Ethics in Sport, Canadian Olympic Committee, CSCTA, Coaching Association of Canada, FINA, other national, provincial and territorial sport organizations, National Officials Committee, SNC, Sport Canada, Sport Manitoba, the World Anti-Doping Agency and any Class 1, 2, or 3 Member of SNM.
- 3.12 Termination of Membership
- a. A member will be suspended for failure to pay membership dues within 45 days of the beginning of the membership year;
  - b. A member will be expelled if dues remain unpaid for a further 45 days;
  - c. Notwithstanding expulsion from membership, a member and former member remains liable for any membership dues owing prior to expulsion;
  - d. In addition to suspension or expulsion for failure to pay membership dues, a member may be suspended, expelled or otherwise disciplined in accordance with SNM's policies and procedures relating to discipline of members.

## ARTICLE 4: MEMBERS' MEETINGS

- 4.01 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.
- 4.02 Location and Date. Members' Meetings shall be held in at a location in Manitoba as designated by the Board at such date, time and place as determined by the Board.
- 4.03 Annual Meetings. The Annual Meeting shall be held annually at such time and on such day as shall be determined by the Board but within fifteen (15) months of the last Annual Meeting and within four (4) months the SNM fiscal year end. At the Annual meeting, the most recent financial statements shall be reviewed, auditors shall be appointed and Directors shall be elected. All other transactions as may properly be brought before the Annual Meeting shall be done so.
- 4.04 Notice of Annual General Meeting. Notice of the time and place of each Annual Meeting shall be provided to all voting members, Directors and auditors of SNM as hereinafter described. Such notice shall state the general nature of the matters to be considered at the Annual Meeting. Notice shall be provided in writing, not fewer than thirty (30) days and not more than fifty (50) days prior to the Annual Meeting. Notice shall be sent to the Voting Members at their last known address as indicated on the membership rolls at SNM.
- 4.05 Special Meetings. Unless otherwise provided in this Bylaw or the Act, Special Meetings of SNM may be called by the Board or by the written request to the Secretary of SNM of not less than five percent (5%) of all Voting Members. Upon receipt of such written request, the Secretary of SNM shall forthwith call the Special Meeting in accordance with the provisions hereof.
- 4.06 Notice of Special Meetings. Notice of the time and place of each Special Meeting of SNM shall be provided to all Voting Members, Directors and auditors of SNM as hereinafter described. Such notice shall state the nature of the matters to be considered at the Special Meeting in sufficient detail to allow the Voting Members to form a reasoned judgment in respect of such matters and the notice shall include a draft copy of any resolution or Bylaw to be considered at such meeting. Notice shall be provided in writing, not fewer than fifteen (15) days prior to the Special Meeting. Notice shall be provided to the Voting Members at their last known address as indicated on the membership rolls at SMN.
- 4.07 Notices of Motion. Any Director, any Delegate, or the Board, through its Chair, 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 Bylaw of SNM or adoption or discussion of any matter relevant to SNM. All motions to be considered at any Members' Meeting must be in writing and must be received by the SNM Secretary at least thirty (30) days prior to the Annual Meeting or twenty-one (21) days prior to a Special Meeting. Such notices of motion shall be sent in writing by the Secretary to all Voting Members not less than fourteen (14) days prior to the Annual Meeting or Special Meeting.
- 4.08 Bylaws Amendments. The Bylaws of SNM shall not be amended or rescinded except at the Annual Meeting or a Special Meeting.

- 4.09 Chair of the Members' Meetings. The President shall be the chair of any Members' Meeting. In his absence, the Officers and Directors of SNM shall delegate one of their number who shall act as chair of such Members' Meetings.
- 4.10 Quorum. At all Members' Meetings, a quorum shall consist of fifty percent (50%) or more of the Class 1 delegates.
- 4.11 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to SNM at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.
- 4.12 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.
- 4.13 Business of the Annual Meeting. The business of the Annual Meeting shall include, but not be limited to:
- a. Acceptance of Credentials
  - b. Call to order
  - c. Establishment of Quorum
  - d. Approval of Agenda
  - e. Declaration of any Conflicts of Interest
  - f. Appointment of Scrutineers
  - g. Approval of the Minutes of the previous Annual Meeting
  - h. Presentation of reports
  - i. Approval of the Auditor's report and financial statements
  - j. Motions
  - k. Election of Directors
  - l. Appointment of an auditor
  - m. Adjournment
- 4.14 Voting.
- a. At every Members Meeting, every motion shall, unless otherwise required by these Bylaws, be determined by an ordinary resolution.
  - b. Voting shall be by show of hands, in writing or orally, except in respect of elections, or in situations where a secret ballot is specifically requested by a Delegate.
  - c. In the case of a tie, the chair presiding over the Members' Meeting shall have the deciding vote on any such matter.
- 4.15 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 4.16 Proxy Voting – There will be no voting by proxy.

## ARTICLE 5: THE BOARD OF DIRECTORS

- 5.01 General. The Board of Directors (Board) shall consist of seven (7) Directors. Once elected, Directors may not hold any elected, employment, or contract employment position(s) with a Class 1 or Class 2 Member.
- 5.02 Powers. Except as otherwise provided in the Bylaw, the Board has the powers of SNM and may delegate any of its powers, duties and functions. Without limit the generality of the foregoing:
- a. The Board may make policies, procedures and rules for managing the affairs of SNM;
  - b. The Board may make policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
  - c. The Board may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
  - d. The Board may make policies, procedures and rules relating to the management of disputes within SNM and shall have the authority to deal with all disputes accordingly;
  - e. The Board may make policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of SNM and shall have the authority to manage these accordingly;
  - f. The Board may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee; and
  - g. The Board may appoint or employ such persons as it deems necessary to carry out the work of SNM;
- 5.03 Eligibility. Individuals who are not less than eighteen years of age, who have the power under law to contract, and who are a resident of Manitoba as that term is defined in the Income Tax Act (Canada) may be nominated for election as a Director. Employees or contract employees of SNM are not eligible to be nominated for election as a Director.
- 5.04 Election. Candidates for election as a director shall be nominated according to the procedures established by the Executive Committee, and shall be elected by the Voting Members at the Annual Meeting in accordance with the following:
- a. Winners are the nominees receiving the greatest number of votes. In the case of a tie, the tied nominees will be subject to a second vote. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.
- 5.05 Term. All Directors shall serve terms of three (3) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from, or vacate their office. In every three year cycle, the election of directors shall be two (2) directors in year one, two (2) directors in year two, and three (3) directors in year three. Directors may serve more than one term.
- 5.06 Vacancy. Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as a Director is elected in accordance with these Bylaws.
- 5.07 Resignation. A director may resign from the Board at any time by presenting his notice of resignation to the Board. The resignation shall become effective the date on which the request is accepted by the Board.



- 5.08 Discipline. If a Director resigns when he is subject to a disciplinary investigation or action by SNM, such investigation or action shall continue to its conclusion notwithstanding that the Director has resigned.
- 5.09 Removal. A Director may be removed by Special Resolution of the Members at a Special meeting, provided that the Director has been given notice of the Special Meeting and the opportunity to be present and to be heard at the Special Meeting. The office of a Director shall be vacated automatically upon the Director's death; the Director becomes bankrupt; if the Director, without reasonable excuse, fails to attend three (3) consecutive meetings of the Board, or four (4) meetings in a twelve month period.

## **ARTICLE 6: MEETINGS OF THE BOARD OF DIRECTORS**

- 6.01 Quorum. At any meeting of the board of Directors, quorum shall consist of the majority of Directors holding office.
- 6.02 Frequency of Meetings. The board shall meet no fewer than six (6) times in each financial year of SNM, which meetings shall be held at a time and place to be determined by the Board.
- 6.03 Notice. Notice of the time and place of each Board Meeting shall be provided verbally or in writing by the President at least fourteen (14) days prior to the date of the Board meeting. In urgent situations and at the sole discretion of the President, a Board meeting may be called with three (3) hours notice. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 6.04 Place of Meetings. Board Meetings shall be held at the office of SNM or elsewhere as the Board may determine. Upon the consent of all Directors, any Board meeting of SNM may be conducted by telephone or any other communication facility that would permit all participating Directors to hear each other simultaneously. The minutes of each meeting shall be recorded by the Secretary or designate. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.
- 6.05 Chair of the Board. The President of SNM, or in his absence, a Director delegated by the Board, shall preside as chair over all Board Meetings.
- 6.06 Votes. Subject to Section 6.07 herein, every Director in attendance at or participating in each Board Meeting of SNM shall have one vote.
- 6.07 Votes to Govern. At all Board Meetings of SNM, every question shall be decided by a majority of votes cast unless otherwise specified herein. The Chair of the meeting shall not vote. In the event of a tie, the Chair shall declare the question has not been decided and shall set a date for further deliberation and decision on the matter. After further deliberation, if the vote remains tied, the question shall be defeated.
- 6.08 No Proxies. Directors may not at any time appoint a proxy to represent him at Board Meetings of SNM.
- 6.09 Remuneration. Directors shall not receive any remuneration or any profit from their position as Directors either directly or indirectly, other than reimbursements for

reasonable disbursements, disbursements for traveling, and other expenses reasonably incurred in discharging their office as Director.

6.10 Executive Director. The Executive Director shall attend and participate in all Board Meetings of SNM but shall not be authorized to vote thereat.

6.11 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

## **ARTICLE 7: OFFICERS**

7.01 Officers. The Officers of SNM shall be:

- a. The President
- b. The Treasurer
- c. The Secretary
- d. The Executive Director.

7.02 Manner of Election or Appointment. The Board shall within thirty (30) days after the Annual Meeting elect a President, Treasurer and Secretary of SNM. The position of Executive Director shall be filled consequent to a contract of employment upon such terms and conditions as the Board may approve. The President, Treasurer and Secretary must be Directors. No Director shall hold more than one position as an Officer.

7.03 Term. All officers of SNM, except the Executive Director, shall hold office for a term of one year. No officer, except for the Executive Director, may hold the same officer's position for more than four (4) consecutive terms.

7.04 Vacancy. Except in the case of the Executive Director, where the position of an Officer becomes vacant for whatever reason, the Board may appoint a qualified candidate to fill the vacancy for the remainder of the officer's term.

7.05 Removal. Except in the case of the Executive Director, an Officer may be removed by Special Resolution of the Directors at a board meeting, provided that the Officer has been given notice of and the opportunity to be present and to speak at the board meeting.

7.06 President

- a. The President shall preside as chair over Annual meetings, Special Meetings, Board Meetings and meetings of the Executive Committee. The President shall, subject to the powers and duties of the Board, oversee the general management of SNM, and shall have such other powers and duties as may from time to time be delegated to the President by the Board.
- b. In the absence or disability of the President, the Board shall delegate the powers and duties of the President to another Director.

7.07 Treasurer. The Treasurer shall:

- a. Provide direction to the Board and the Executive Director on the management and reporting of the financial affairs of SNM.
- b. Ensure SNM keeps proper accounting records as required by the Act, deposits all monies received by SNM in SNM's bank account, and accurately accounts for the disbursement of funds.
- c. Cause to be prepared and presented to the Board regular reports on SNM's financial transactions and financial position.

- d. Have such other powers and duties as may from time to time be delegated to him by the Board.
- 7.08 Secretary. The Secretary shall:
  - a. Cause to be recorded minutes of all Board Meetings, Annual Meetings and Special Meetings.
  - b. Cause to be issued, when so instructed, notices to Directors and Members.
  - c. Oversee the custody of the corporate records and corporate seal of SNM.
  - d. Ensure that all official documents and records are properly kept.
  - e. Perform such other duties as may from time to time be delegated to the Secretary by the Board.
- 7.09 Executive Director. Subject to the powers and duties given by the Board, the Executive Director shall manage the day-to-day operations of SNM.
- 7.10 Remuneration. The President, Treasurer and Secretary shall not receive any remuneration or any profit from their position as such either directly or indirectly other than reimbursement for reasonable disbursements, disbursements for travelling, and other expenses reasonably incurred in discharging their office as President, Treasurer or Secretary.
- 7.11 Idem. The Executive Director shall receive remuneration as determined by the Board.
- 7.12 No Proxies. No Officer of SNM may appoint a proxy to represent him at meetings, which he attends in his capacity as an Officer of SNM.

## **ARTICLE 8: LIABILITY OF DIRECTORS AND OFFICERS**

- 8.01 Limitation of Liability. No director or Officer of SNM shall be liable for the acts or omissions of any other Director or Officer or employee of SNM or for any loss, damage, or expense suffered by SNM through the insufficiency or deficiency of title to any property acquired by order of the Board, or in respect of any deficiency of any security in or upon which any monies of SNM 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 SNM shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any loss or damage which may occur in the execution of the duties of his office in relation thereto or in respect of any other act or omission of a Director in his capacity as such causing loss, damage or expense, unless the same shall happen through his own willful neglect or default.
- 8.02 Indemnity. Every Director and Officer of SNC and their heirs, executors, administrators and estates, shall from time to time and at all times be indemnified and saved harmless by SNM from and against all cost, charges and expenses that such Director or Officer sustains or incurs by way of action, suit, or proceeding commenced against him or in respect of any acts, deeds, matters or things whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs or charges or expenses which are occasioned by his own willful neglect or default.
- 8.03 Will Not Indemnify – SNM will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty or bad faith.
- 8.04 Insurance - SNM will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

## **ARTICLE 9: CONFLICT OF INTEREST**

- 9.01 A Director, Officer or member of a committee who has an interest in a proposed contract or transaction with SNM shall, in accordance with the Conflict of Interest Policy of SNM:
- a. Disclose fully and promptly the nature and extent of such interest to the Board;
  - b. Refrain from voting or speaking in debate on such contract or transaction; and
  - c. Refrain from influencing the decision on such contract or transaction.

## **ARTICLE 10: COMMITTEES**

- 10.1 Executive Committee - The Executive Committee will be comprised of the Officers. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.
- 10.2 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.
- 10.3 Number of Meetings – The Executive Committee will hold at least four (4) meetings per year.
- 10.4 Quorum - Quorum will consist of three (3) of the Executive’s voting members.
- 10.5 Voting – Each Executive Committee member is entitled to one vote except the President who may only vote in the case of a tie and the Executive Director who is not entitled to vote. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution.
- 10.6 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.
- 10.7 Other Committees. The Board may establish such committees as it deems necessary for managing the affairs of SNM.
- 10.8 Terms of Reference. The Board shall establish terms of reference and operating procedures for committees, and may delegate any of its powers, duties and functions to any committee.
- 10.9 Appointment and Removal. The Board may appoint any individual to any committee and may remove any member of any committee.
- 10.10 Vacancy. When a vacancy occurs on any committee the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee’s term.
- 10.11 No Remuneration - All members of Committees will serve their term of office without remuneration except for reimbursement of expenses as per Board approved policy.

## **ARTICLE 11: AUDITORS**

- 11.01 Appointment and Remuneration. At each Annual Meeting, the Members shall appoint an auditor to audit the accounts of SNM and to hold office until the next Annual Meeting,

provided that the Directors may fill any vacancy in the office of the auditor. The remuneration of the auditor shall be approved by the Board.

## **ARTICLE 12: FINANCIAL YEAR**

12.01 Determination. The financial year of SNM shall end on March 31 of each year.

## **ARTICLE 13: FINANCE AND MANAGEMENT**

13.01 Execution of Instruments. Contracts, agreement, deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, document, reports, or any other instruments in writing to be executed by SNM shall be executed by the Executive Director and a Director, Officer or other individual, as designated by the Board. In addition, the Board of Directors may from time to time direct a manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.

13.02 Bank - The banking business of SNM will be conducted at such financial institution as the Board may designate.

13.03 Books and Records - The necessary books and records of SNM required by these Bylaws or by applicable law will be necessarily and properly kept.

## **ARTICLE 14: AMENDMENT OF BYLAWS**

14.01 Approval. The Bylaws of SNM may only be amended, revised, repealed or added to by a Special Resolution at an Annual Meeting or Special meeting, for which proper notice has been given. Changes must be approved by two thirds of the voting members in attendance at the meeting. The notice of such a meeting must include the details of the proposed changes to the Bylaws.

14.02 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

## **ARTICLE 15: NOTICE**

15.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of SNM, Director or Member, as the case may be.

15.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

15.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

**ARTICLE 16: DISSOLUTION**

16.1 Dissolution - Upon the dissolution of SNM, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as SNM as determined by the Board of Directors.

**ARTICLE 17: ADOPTION OF THESE BYLAWS**

17.1 Ratification – These Bylaws are ratified by a two-thirds affirmative vote of the Members of SNM present and entitled to vote at a Meeting of Members duly called and held on March 20, 2010.

17.2 Repeal of Prior Bylaws – In ratifying these Bylaws, the Members of SNM repeal all prior Bylaws of SNM provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

17.3 Review – the Board of Directors will review these Bylaws on an annual basis.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

First enacted July 7, 1970  
Revised November 8, 1979  
June 9, 1983  
June 3, 1990  
May 9, 1993  
June 4, 1994  
June 25, 1995  
August 23, 2000  
June 2, 2002  
Approved March 20, 2010  
Came into force June 6, 2010  
Revised on June 23, 2012  
Came into force June 23, 2012