

# **NORTHUMBERLAND AQUATIC CLUB**

## **CONSTITUTION**

### **1. NAME:**

The club shall be known as Northumberland Aquatic Club. Reference herein shall be noted as “NORAC” or as “the Club”.

### **2. PURPOSE AND PHILOSOPHY:**

The purpose of NORAC is to:

- Provide the opportunity for the development of youth and young adults through swimming, to promote the interests and welfare of young athletes, by providing an opportunity for regular swimming practice plus instruction and coaching in swimming skills so that each swimmer is encouraged to reach his or her own highest potential
- Maintain the cost of the program to individual swimmers at the lowest practical level
- Develop competitive and non-competitive swimming as desired by the swimmer through NORAC, Swim Ontario, and ultimately Swim/Natation Canada (SNC), to participate in local, provincial, national, and international sports competitions
- Encourage participation between the ages of 6 to 21, but other swimmers may be approved by the Head Coach and the Board of Directors upon presentation of certain swimming qualifications
- Encourage participation of adults to develop swimming skills for competition or recreation.

### **3. MEMBERSHIP:**

Membership is open to all and no applications for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of race, occupation, gender, sexual orientation or, religious, political or other opinion. The Board of Directors reserves the right to decline membership or to ask a member to resign based on conduct judged to be contrary to the Codes of Conduct or contrary to the purpose of the Club. The member will be provided the opportunity to respond to the Board's request to resign or decline membership.

Members of NORAC shall be swimmers and their parents/guardians:

- who support the purpose and philosophy of the Club.
- who agree to abide by the constitution, codes of conduct and policies of the Club.
- who agree to pay an annual fee and meet the fundraising requirements as specified by the Club.
- who support and work/officiate at home meets to make these meets viable, productive and fun for all.
- who must be current members of Swim Ontario (swimmers only).
- who fill out an application form which requests essential information; (persons under 18 years of age shall have the application co-signed by a parent or guardian), and who pay a fee as set

by the Board of Directors. Payment Schedule(s) shall be followed as set in the NORAC Handbook, including any refunds should the swimmer withdraw from the Club.

- OR who has been a member as listed directly above and has served on the Board of Directors within the past 2 years.

Members of NORAC:

- may resign from the Club by submitting written notice to the Secretary.
- may be asked to resign by the Board of Directors, if the member's conduct is judged to be contrary to the purpose of the Club provided that they have had an opportunity to explain their position(s). If the Board of Directors feels that disciplinary action is necessary, the Board will follow the steps laid out in the Complaints and Discipline Procedure (see NORAC Handbook).

#### 4. **BOARD OF DIRECTORS:**

The affairs of the Club shall be managed by the Board of Directors consisting of an Executive Committee including: President, Past President, Vice-President, Treasurer, and Secretary. Additional positions such as Director of Fundraising, Director of Bingo, Director of Officials Director of Social Events, Director of Discipline and Directors-at-large will make up the remainder of the Board. Every member of the Board of Directors shall maintain membership in the Club during his/her term(s) as a Director. The Board will run the affairs of the Club according to the NORAC Handbook and Constitution and update them as required. The Head Coach will be an ex-officio member of the Board of Directors and the Executive Committee. An ex-officio member is defined as a member who serves on the board “by reason of their office”, rather than by being elected or appointed to the position.

#### **Quorum and Vacancies -**

Quorum for Board, Executive and Committee meetings will be one-half plus one of the number elected or appointed to each body. Quorum for the Annual General Meeting (AGM) will be one-half plus one of the number of members of the Board of Directors.

Vacant positions on the Board of Directors and Executive Committee may be filled for the duration of the term by a vote of the Board of Directors provided the person(s) appointed are members in good standing.

#### **Conflict of Interest –**

Every Director has a fiduciary relationship with the Club and is under an obligation to act in the utmost good faith in their dealing with it or on its behalf. No Director shall place themselves in a position where there is a conflict between duties as Director and their other interests.

Any Director who may directly or indirectly benefit from a decision made by the Board of Directors shall disclose his/her conflict of interest to the Board. When any such interest becomes a

matter of Board action, such Director shall leave the meeting room during the discussion and voting.

### **Standing Committees –**

The Board of Directors shall appoint representatives to Standing Committees from the membership in order to organize key activities required by the Club.

All Standing Committees must be chaired by a member of the Board who will report to the Board on the activities of the committees as appropriate.

### **Ad Hoc Committees –**

The Board as required may strike Ad Hoc Committees. The Chair will not be required to be a Board member, but must be a member of the Club. There must be at least one Board member on any Ad Hoc committee of the Club.

### **Nominations and Elections –**

The Nominations Committee shall seek, identify and recruit qualified individuals to stand for election as Directors by:

- informing the membership at least 14 days prior to the AGM of vacancies on the Board and of skills/interests required.
- directly approaching member(s) to stand for election.
- checking that those nominated are willing to serve, that they understand the responsibilities involved, and that they will remain members in good standing.

Nominations will be accepted from no more than one member of each family. The nominee must be in good standing with NORAC at the time of the election.

Nominations must be submitted to the Nominations Committee no later than one week before the date of the AGM.

The Past-president or another Board member appointed by the President shall present to the membership at the AGM a slate of nominees for the Board of Directors, as proposed by the Nominations Committee.

The positions of President, Vice-President, Treasurer, Secretary, Director of Fundraising, Director of Bingo, Director of Officials, Director of Social Events, Director of Discipline, and Director(s)-at-Large will be elected as required.

Election to the Board of Directors where more than one person has presented him/herself for the position will be elected by a plurality vote. The vote shall be conducted by secret ballot.

### **Term of Office –**

Maximum service on the Board shall be three (3) consecutive one (1) year terms unless authorized by the membership of the Club at an Annual General Meeting. The member may hold one or more positions during his or her term.

### **Resignation –**

A member of the Board shall submit his/her resignation in writing to the President of the Board for recognition by the Board to leave their position prior to the end of their term.

An absence of three (3) consecutive Board meetings may be grounds for dismissal from office. A request for resignation may be made at this time.

### **Removal from Office –**

Board and committee members whose conduct is deemed to be contrary to the stated purpose and philosophy of the Club may be asked to resign and be removed from office if approved by a majority of the vote of the Board. The individual concerned shall be given an opportunity to speak to the Board before such a motion is put to a vote.

### **Duties of the Officers of NORAC:**

#### **The President –**

Shall be responsible for the overall supervision and administration of the affairs of the Club and shall ensure that all policies approved by the membership, Board and Executive Committee are properly implemented. The President will ensure that the members of the Board are aware of their governance responsibilities and comply with the NORAC Constitution, applicable laws and bylaws. He/She shall preside as Chair at all meetings of the Executive and Board of Directors as well as the Annual General Meeting, unless the President designates an alternate Chair. The President will be responsible for the supervision and co-ordination of all committees. He/She will authorize financial expenditures between \$500 and \$1000 for all NORAC members, committees and coaches provided the expenditures have received prior budget approval. He/She is authorized to sign correspondence, applications, reports, contracts or other documents on behalf of NORAC. The President will represent NORAC at regional, provincial, municipal and other meetings or functions as necessary.

This is an elected position. Eligibility will include serving a minimum of one year in any elected or appointed position other than President, within the last 2 years.

#### **The Past President –**

Shall undertake any special duties as assigned by the Executive or Board and shall be appointed as Chair of the Nominations Committee. The Past President will dissolve the present Board and then

Chair the elections at the Annual General Meeting. He/She may also be requested by the President to Chair Standing Committees and/or sit on Ad Hoc Committees as needed.

This is not an elected position but is automatically filled by the outgoing President upon the election of a new President. Should the position not be actively filled by the Past President the Board may appoint another Board member to fulfill the above responsibilities.

### **The Vice-President –**

Shall assume the duties and powers of the President during the President's absence or inability to exercise his/her duties and powers. He/She will also chair Standing Committees as directed by the President, and sit on Ad Hoc Committees as needed.

This is an elected position.

### **The Secretary –**

Shall be responsible for booking meeting rooms, taking and writing up the minutes for Board and Executive Committee meetings and the AGM. He/she will provide agendas, reports, and notices to the Board and all Club members where appropriate. He/she ensures the safekeeping of an up-to-date record of the Constitution, incorporation papers, minutes of meetings, Club correspondence, and other important documents. All personal information of NORAC members that is collected shall be stored and used in accordance with the NORAC Privacy Policy. The Secretary will maintain custody of one copy of the coaches contracts (both current and past contracts), police checks and declarations. The Secretary will notify the Executive and Board members of upcoming meetings as well as notify the general membership of the AGM.

This is an elected position.

### **The Treasurer –**

Shall prepare the yearly budget, to be approved by the Board of Directors. The Treasurer is responsible for the safekeeping of the financial records. The Board of Directors shall authorize bills and expenses requiring expenditures in excess of \$1000.

He/she shall ensure sufficient funds are available to meet ongoing operational and capital investment requirements and all invoices, expenses and payroll are paid in a timely fashion. He/She shall also maintain a system of policies and procedures that impose an adequate level of control over treasury activities. The Treasurer will make a financial report to be presented at each Board meeting, and at the Annual General Membership meeting. He/She will make all books of accounts and financial records available for audit when requested, completing and submitting to the auditors any required information. The Treasurer will be responsible for the supervision and co-ordination of any Finance and Budget Committees.

This is an elected position – due to the financial responsibilities, it is understood that this position is best filled by someone with an accounting designation; should two or more members be interested in this position and only one of them have an accounting designation, then that person shall be acclaimed as Treasurer. Should there be two or more applicants either both with, or both without, accounting designations, then an election for Treasurer will take place.

**The Director of Fund raising –**

Shall oversee the Fund raising Committee to investigate and facilitate any fund raising ideas and report to the Board for approval.

This is an elected position.

**The Director of Bingo –**

Shall attend all meetings pertaining to the training and booking of NORAC bingos for the purpose of fund raising. He/She will book family members to run the bingos and ensure that there is a trained Banker at each NORAC sponsored bingo. A current account of income and expenditures will be kept by the Director of Bingo who will then report all happenings to the Board at the monthly meetings. He/She shall also provide a summary of all bingos worked by the members to the Registrar on a regular basis. The Director of Bingo is responsible for completing all the necessary paperwork required by the bingo hall, town of Cobourg and the Alcohol and Gaming Commission of Ontario, Gaming Registration Lotteries. He/She is responsible for ensuring the pooling cheques are picked up from the bingo hall and deposited in the bank account designated for bingo funds, as well as pay bills out of the bingo account for pool rental and equipment purchases when directed to do so by the Board, Treasurer or Registrar and under the restrictions of the Alcohol and Gaming Commission of Ontario.

This is an elected position.

**The Director of Officials –**

Shall keep an accurate record of the progress of all the officials/families in NORAC, assisting new members to progress through the different levels of officiating. The Director of Officials will be responsible for keeping NORAC on track with Swim Ontario's mandate for Officials within the Club. This position will be responsible for ensuring that all the necessary officiating positions are filled for a home meet. The Director of Officials will assist members to access clinics and resources in order to upgrade their officiating skills. He/she will encourage NORAC officials to officiate at away meets. The Director of Officials will keep Club officials informed of any rule changes approved by FINA.

This is an elected position.

**The Director of Social Events -**

Shall organize and oversee events for both swimmers and their families outside of standard training times and swim meets. He/She shall plan other activities as requested by the Board. The Director of Social Events will ensure that all events and activities executed will be accomplished within the budget approved by the Board.

This is an elected position.

Director of Discipline -

Shall ensure that all complaints received are processed according to the NORAC Complaints and Discipline Procedure.

This is an elected position.

**Director(s)-At-Large –**

Shall be liaisons between the Board of Directors and the members of NORAC, keeping everyone up to date with the Club's progress and activities. The Director(s)-At-Large will assist with Standing Committees and Ad Hoc committees as needed/directed by the Board of Directors. There shall be a maximum of two Directors-at-Large elected to the Board.

These/these are/is an elected position(s).

The Head Coach -

Shall develop a swim program and provide guidance to all competitive and pre-competitive swimmers and their parents/guardians. He/she shall hire all part-time and full-time coaches (Age Group Coach, Assistant Coach and Instructors). The coaching staff is under the direct supervision of the Head Coach. The signing authority of the remuneration for his/her staff is the responsibility of the Head Coach with the consensus of the Board. The Head Coach is responsible for scheduling all programs, swim meets and facilities in use by the Club. As an ex-officio member he/she shall attend all Board and Executive Committee meetings.

**The Registrar –**

Shall co-ordinate the program for recruiting new members and providing information to them about the Club and payment schedules. This includes updating the NORAC Handbook and registration forms and all other registration documents and preparing the registration package for distribution to the members at the end of each season for the subsequent season. He/She will maintain a current NORAC roster with current contact information and share this list with the Board of Directors in compliance with the NORAC Privacy Policy. The Registrar will ensure that all NORAC members are members of Swim Ontario by processing the online registrations and

arranging for payment of the Swim Ontario fees. The Registrar is also responsible for arranging the sign-ups for Swim School and Master's for each session and, along with the Coaching staff, determining when each level within NORAC and the Swim School and Master's are full. The Registrar will maintain a record of payments made to swimmer accounts and either perform or prepare the deposits and provide the deposit details to the Treasurer. The swimmer accounts will also include a summary of fund raising credits and bingos worked. This information will be provided to the Registrar by the Director of Fundraising and Director of Bingo.

This position is appointed by the Board of Directors.

The Parent Liaison -

Shall help transition new families into the NORAC competitive community providing information such as, but not limited to, equipment requirements, how to sign up for and understand how swim meets are run and expectations as an official.

This position is appointed by the Board of Directors.

## 5. MEETINGS AND CONDUCT OF BUSINESS:

### **Board Meetings –**

NORAC will conduct all meetings following Robert's Rules of Order. Board meetings shall be held each calendar month at a time and place determined at the previous meeting. A meeting will be re-scheduled and no business conducted if a quorum is not present. A regularly scheduled meeting may be canceled if the Board determines that sufficient business does not exist to warrant such a meeting. The Board shall have the power to call a special meeting of the Board of Directors by decision of a simple majority of the Board members.

All Board meetings will be open to the membership of NORAC. It is at the discretion of the Chair to allow a member to speak during the meeting.

The Board may exclude members from any meeting or part of a meeting if it is satisfied that,

- financial or personal or other matters may be disclosed of such a nature that the harm created by the disclosure would outweigh the desirability of adhering to the principle that meetings be open to the membership, or
- personnel matters will be discussed.

### **Membership Meetings –**



The Annual General Meeting shall be held before the end of June each year and will be advertised at least 2 (two) weeks in advance. This meeting is attended by the membership and is open to the community at large.

Special meetings of the membership may be called by the Board, or shall be called by written request of at least 10% of the membership in good standing to the President. Good standing is defined as having no outstanding financial commitments and no unresolved conflicts with the Board or Head Coach. Such meetings requested by the membership shall be held within sixty (60) days of the date of written request.

#### **Voting –**

Each voting member is a swimmer, parent or guardian who is 18 years or older. He/she shall have one vote at Board, Committee, Special or Annual meetings as applicable. The President may only cast a vote at Board meetings in order to break a tie.

Approval of all motions shall require a simple majority of votes unless otherwise indicated. This means that a tied vote is lost.

Election to a committee where more than one person has presented him/herself for the position will be decided by a plurality vote. The vote shall be conducted by secret ballot.

#### **Remuneration –**

Directors and members of committees shall receive no remuneration for acting as such but may be reimbursed for legitimate expenses incurred in the performance of their duties, as long as the expenses are submitted with receipts in a timely manner to the Board of Directors.

### **Membership Fees –**

Changes in membership fees will be decided by the Board of Directors at a regular Board meeting. There must be a quorum present and the vote must be passed with a simple majority vote.

### **Financial reporting –**

The financial accounts and other books of the Club shall be made available for inspection by members at any time upon reasonable request. The fiscal year is from September 1 to August 31.

Qualified auditors shall be appointed when requested by motion at an annual or special meeting of the membership. Should the Club be in a positive cash position, predetermined performance tied bonuses may be awarded to the Head Coach based upon contractual agreement or at the Board's discretion. The Head Coach can request the financial records be audited by an independent auditor prior to the bonus payment.

### **Signing Authority –**

The signing authority shall be (any three) Executive members as determined at the first meeting of the year. The Director of Bingo shall have signing authority along with the three Executive members for the bank account designated for bingo transactions.

All cheques drawn against the Club's funds shall be signed by two Board members with signing authority.

## **6. INDEMNIFICATION OF DIRECTORS:**

### **Indemnification from Liability –**

Every Director of the Club or any other person who has undertaken or is about to undertake any liability on behalf of the Club at the request of a majority of the Board, and their heirs, executors and administrators and estates and effects, respectively, may from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against:

- All cost charges and expenses whatsoever which such Director or other person sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter of thing whatsoever made, done or permitted by or in respect of any liability, and
- All other costs, charges and expenses which he/she sustains or incurs in or about in relations to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect for default, as may be approved from time to time by the Board resolution.

## **7. DISSOLUTION**

The Club is a non-profit making organization. All profits and surpluses will be used to maintain or improve or develop the Club's facilities or to carry out the objects of the Association to which it is affiliated. No profit or surplus will be distributed other than to another non-profit making body on a winding-up or dissolution of the Club.

If, upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be transferred to some other organization(s) having purpose similar to the purpose of the Club, such organization(s) to be determined by the members of the Club by Resolution passed at a General meeting or in the absence of such a Resolution (or that the extent to which it cannot be given effect) to the Association to which the Club is affiliated.

**8. CHANGES IN CONSTITUTION:**

**Approval of Changes –**

Any changes to the constitution of NORAC will be brought forward at the Annual General Meeting. The changes must be approved by a two-thirds majority vote at the annual meeting.

**Notice of Change –**

Notice of proposed changes must be provided to the membership at least 2 (two) weeks in advance of the Annual General Meeting.

**9. ACCEPTANCE:**

*UPDATED JUNE 2015*

Presented to NORAC Membership at 2015 Annual General Meeting and approved

\_\_\_\_\_ *Date:* \_\_\_\_\_  
President

\_\_\_\_\_ *Date:* \_\_\_\_\_  
Vice-President

\_\_\_\_\_ *Date:* \_\_\_\_\_  
Secretary

\_\_\_\_\_ *Date:* \_\_\_\_\_  
Treasurer

\_\_\_\_\_ *Date:* \_\_\_\_\_  
Director of Bingo

\_\_\_\_\_  
Director of Discipline Date: \_\_\_\_\_

\_\_\_\_\_  
Director of Fund raising Date: \_\_\_\_\_

\_\_\_\_\_  
Director of Officials Date: \_\_\_\_\_

\_\_\_\_\_  
Director of Social Events Date: \_\_\_\_\_

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Director at Large Date: \_\_\_\_\_

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Director at Large Date: \_\_\_\_\_

\_\_\_\_\_  
Director at Large Date: \_\_\_\_\_

\_\_\_\_\_  
Head Coach Date: \_\_\_\_\_