

By-Laws Review 2023

Current	Proposed	Rationale	May 2023 Update
<u>1.2 Definitions</u> a) <i>Act</i> – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).	<u>1.2 Definitions</u> a) <i>Act</i> – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010.	To reflect Ontario Not-for-Profit Corporations Act, 2010 becoming law in October 2021.	Updated JE Confirmed AH
<u>1.2 Definitions</u> As is.	Add <i>A.G.M.</i> - means the Annual General Meeting of the Members. Renumber accordingly.	Add definition in alignment with Swim Ontario ByLaws	Updated JE Confirmed AH
<u>1.2 Definitions</u> As is.	Add <i>Good Standing</i> - has the meaning set out in 2.15. Renumber accordingly.	Add definition to support “Member” definition which includes a reference to good standing.	Added JE Confirmed AH
<u>1.2 Definitions</u> As is.	Add <i>Member</i> - means any duly registered, Director or Board approved individual pursuant to the applicable membership policies and procedures of the Corporation that is in good standing. Renumber accordingly.	Add Member definition in alignment with Swim Ontario Bylaws.	Added JE Confirmed AH
<u>1.2 Definitions</u>	<u>1.2 Definitions</u>	To include the meeting settings	Added JE

h) <i>Ordinary Resolution</i> – a resolution passed by a majority of the votes cast on that resolution.	h) <i>Ordinary Resolution</i> – a resolution passed by a majority of the votes cast at a meeting of the Board, meeting of a Committee, or a meeting of Members.	where an ordinary resolution is applicable.	Confirmed AH
<u>1.2 Definitions</u> As Is	<u>1.2 Definitions</u> Add <i>Special Meeting</i> - means a meeting specially called to discuss a particular item of BTSC business. A Special Meeting may be called by the Secretary, by a majority vote of the Board upon written request to the Secretary, or by the written request to the Secretary of not less than ten percent (10%) of the Members.	To include a definition for special meetings.	Added JE Confirmed AH
<u>1.2 Definitions</u> i) <i>Special Resolution</i> – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.	<u>1.2 Definitions</u> Special Resolution - means a i) Resolution passed by no less than two-thirds (2/3) of the votes cast at a meeting of Members for which twenty-one (21) days' notice has been given specifying the intention of the resolution, provided quorum has been met; or ii) Resolution proposed and passed as a Special Resolution at a meeting of	Change to reflect language in the Ontario Not-For-Profit Corporations Act, 2010.	Updated JE Confirmed AH

	Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the Members meeting so agree; or iii) Resolution consented to in writing by all Members who would have been entitled at a Members meeting to vote on the resolution.		
3.1 <u>Annual Meeting</u>	3.1 <u>Annual General Meetings</u>	To use consistent language to describe the A.G.M.	Updated JE Confirmed AH
3.1 <u>Annual Meeting</u> As is.	3.1 <u>Annual Meeting</u> Add The most recent financial statements shall be reviewed, an auditor shall be appointed, and Directors shall be elected. All other transactions as may properly be brought before the A.G.M. shall be duly considered.	To include the specific items required by the Act to be included in the A.G.M.	Added JE Confirmed AH
4.1 <u>Directors</u> – The Board will consist of between seven (7) and eleven (11) Directors until the election transition procedure described in Article XII of these Bylaws has been	Remove. Renummer accordingly.	To reflect completion of the transition from eleven to seven Directors. The transition statement is no longer required.	Updated JE Confirmed AH

completed; after which time the Board will consist of seven (7) Directors.			
<u>4.3 Eligibility</u> – To be eligible for election as a Director, an individual must:	Add and renumber accordingly: a) be a “resident” of Ontario as that term is defined in the Income Tax Act (Canada);	Include Ontario residence as a requirement per the Act and Swim Ontario ByLaws.	Added JE Confirmed AH
<u>4.4 Nominations Committee</u> – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.	<u>4.4 Nominations Committee</u> – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors with a view to encouraging the identification and nomination of qualified candidates that represent the diversity of BTSC members.	Benchmarked from Swim Ontario ByLaws.	Updated JE Confirmed AH
<u>4.7 Circulation of Nominations</u> – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.	<u>4.7 Circulation of Nominations</u> – Valid nominations will be circulated to Members prior to the elections.	To clarify that nominations can be circulated prior to the Annual Meeting.	Updated JE Confirmed AH
<u>4.8 Election</u> – After the election transition provision described in Article XII of these Bylaws has been	<u>4.8 Election</u> – At each Annual General Meeting of the Members at which elections are held, elections will be held	To reflect the fact that the transition from eleven to seven Directors has been completed and the staged term is no	Updated JE Confirmed AH

completed, Directors will be elected at each Annual Meeting as follows: a) <u>Two (2) Directors</u> will be elected at alternate Annual Meeting after those listed in sub-section c. b) <u>Two (2) Directors</u> will be elected at alternate Annual Meeting after those listed in sub-section a. c) <u>Three (3) Directors</u> will be elected at alternate Annual Meeting after those listed in sub-section b.	for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.	longer required.	
<u>4.9 Director-at-Large Elections</u> ...positions until the all the available...	<u>4.9 Director-at-Large Elections</u> ...positions until all the available...	Correct improper sentence	Updated JE Confirmed AH
<u>4.10 Terms</u> – After the election transition provision described in Article XII of these Bylaws has been completed, Directors will serve terms of three (3) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or	<u>4.10 Terms</u> - Each Director's term shall be as follows: a) Each Director shall serve for a period of three (3) years. Each Director's term shall commence at the conclusion of the A.G.M. at which such Director is elected. b) A Director may serve for a maximum of three consecutive	Change to reflect completion of the election transition and the provision is no longer required. Specify a number of maximum consecutive terms as specified by the Act.	Updated JE Confirmed AH

are removed from or vacate their office.	terms and is not eligible to stand for election for a fourth consecutive term.		
<u>4.12 Vacate Office</u> – As is	<u>4.12 Vacate Office</u> – Add and renumber accordingly: The Director misses three (3) or more consecutive meetings of the Board without reasonable explanation, as determined by the Board;	To include a requirement for attendance by Board members. Benchmarked from Swim Ontario ByLaws.	Added JE Confirmed AH
<u>4.15 Call of Meeting</u> A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least three (3) Directors.	<u>4.15 Call of Meeting</u> A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.	2 Directors included in both Swim Ontario ByLaws and sample ONCA By Laws.	Added JE Confirmed AH
<u>4.17 Notice</u> Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting.... etc.	<u>4.17 Notice</u> Add: The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.	Taken from sample ONCA by-laws. To create efficiency in scheduling/notice	Added JE Confirmed AH
<u>4.28 Empowered</u> – The Board is empowered, including but not limited to:	<u>4.28 Empowered</u> – The Board is empowered, including but not limited to:	Include strategy development and monitoring and ByLaw amendment as part of the	Added JE Confirmed AH

As is	Add and renumber accordingly. Establish the BTSC Mission, Vision, Values and monitor progress towards desired results; Amending the By-laws, subject to ratification by the Members;	powers of the Board.	
<u>4.29 Powers of the Executive Director</u> As is	Remove	To reflect the new Club structure where there is no Executive Director.	Removed JE Confirmed AH
<u>5.2 Election</u> – The elected Officers of the Corporation will be elected by the Board of Directors by way of Ordinary Resolution. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect officers for that season.	<u>5.2 Election</u> – Elections shall be decided by a majority vote of the Directors and shall take place within thirty (30) days after a meeting of the Members at which elections for Directors occurred. The Board shall elect a President, a Vice-President, the Treasurer and Secretary. All Officers shall hold office for a term of one year unless they resign, are removed from, or vacate their office. Retiring Officers shall be eligible for re-appointment. Any vacancy occurring in respect of any office may be filled at any time by a Director.	Align language with Swim Ontario and remove reference to the season as the timing of A.G.M.'s does not align with the calendar season. Provide detail on the terms of office for the Officer positions.	Added JE Confirmed AH
<u>5.3 Duties</u> – The duties of	<u>5.3 Duties</u> – The duties of	To reflect the current	Added JE

Officers are as follows: a) The <u>President</u> -will liaise with the Executive Director...	Officers are as follows: b) The <u>President</u> -will liaise with the Head Coach...	organizational structure of the Club.	Confirmed AH
7.10	Remove numbering	Correct error.	Removed JE Confirmed AH
ARTICLE XII ADOPTION OF THESE BY-LAWS 12.1 <u>Ratification</u> – These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on 12 October 2017. 12.2 <u>Repeal of Prior By-laws</u> – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.	Change when approved at applicable A.G.M.		