

Piscine Communautaire Beaconsfield Heights

INTRODUCTION

These by-laws are rules established by Piscine Communautaire Beaconsfield Heights (the corporation) to regulate itself, as allowed by the City of Beaconsfield. These by-laws render any previous by-laws or constitutions null and void.

GENERAL BY-LAWS

DEFINITIONS

In this by-law, unless the context otherwise requires:

"Adult" means a person who is 18 years of age or older;

"Beaconsfield resident" means any family residing in the Beaconsfield area;

"Kirkland resident" means any family residing in the Kirkland area;

"Board" means the board of directors of the Association and "director" means a member of the board;

"Executive" means an individual with the responsibility of performing the duties and functions of President, Vice President, Secretary, Vice President Operations or Treasurer;

"Family" means a group of people residing at the same address with at least one person over the age of 18

NAME, HEAD OFFICE

1. NAME

The name of the Corporation is Beaconsfield Heights Community Swimming Pool Association, hereinafter referred to as the "Association". The corporation shall be registered with revenue agencies of the federal and provincial governments. The official name of the corporation with these entities shall be Piscine Communautaire Beaconsfield Heights.

2. HEAD OFFICE

The Head Office of the Association shall be in the City of Beaconsfield, in the Province of Quebec, at such place therein as the Board may from time to time decide.

MEMBERS

3. MEMBERSHIP

Any resident of Beaconsfield, Kirkland and surrounding area shall be eligible for membership in the Association.

The categories and types of membership in the Association shall be determined by the Board, and shall be offered on an annual basis.

Individuals included in a membership are entitled to the privileges of the members in the use and enjoyment of the facilities of the Association subject to all other bylaws herein.

4. FEES

There shall be an initial fee known as the “New Member Fee” payable at the time of registration. The amount of the initial fee is to be determined by the board of directors. A new member is a family or individual who has not been a member at any point during the previous five (5) years.

Annual dues shall be collected from each holder of a membership in the Association at such an amount as the Board shall determine.

5. SUSPENSION OR CANCELLATION OF MEMBERSHIP PRIVILEGES

The Board shall have the right to suspend the privileges of any member or any other person entitled to the privileges of membership should such person or persons refuse to comply with the regulations imposed by the Board for the operation of the Association’s property. In the event of repeated refusals to comply with such regulations the Board may by resolution cancel such membership, such resolution, however, requiring the approval of the Board.

No amount of annual dues need be returned to a member who has been suspended or expelled.

The Board may suspend or revoke the privileges of any member who has not paid the requisite annual dues by June 24th.

MEETINGS OF MEMBERS

6. ANNUAL GENERAL MEETING

The Annual General Meeting of the members of the Association shall be held at such place in the City of Beaconsfield or surrounding on such date, each year as the Board may determine, upon the call of the President or a Vice-President, to receive the Annual Report of the Directors; the Treasurer's report with balance sheet and statement of income and expenditure together with the report of the auditor; to elect Board; to appoint an auditor for the ensuing year and to transact the general business of the Association.

Notice of the Annual General Meeting shall be given to the members electronically at least 14 days before the meeting.

Unless otherwise specified herein, meetings shall be run according to *Democratic Rules of Order* (Francis and Francis, Cool Head Publishing, 2010).

7. SPECIAL GENERAL MEETINGS

Special General Meetings of members of the Association may be held at any time upon the call of the majority of the Board or upon the written request of any twenty-five (25) members of the Association in good standing addressed to the Board.

Notice of any such meeting, specifying the nature of the business to be transacted thereat, shall be given to the members in the same manner as provided in Article 6 for the regular Annual General Meeting. At any such Special General Meeting there shall be transacted only that business specified in the written notice calling such meeting.

8. QUORUM

At any meeting of the members, a quorum will be nine (9) members (including Directors) personally present or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and in good standing shall constitute a quorum for the transaction of the business of the Association. No business shall be transacted at any meeting unless the required quorum is present.

9. VOTING

Each individual member over the age of 18 shall be entitled to one vote.

At all meetings voting shall be by a show of hands or, if so requested by at least five (5) members, by secret ballot. All decisions shall, except where otherwise required by the by-laws governing the Association, be taken by a simple majority of votes cast by the members present. In case of an equal division of votes by the members, the Chair shall have a casting vote.

BOARD OF DIRECTORS

10. NUMBER

The affairs of the Association shall be managed by a Board of Directors consisting of ten (10) members of the Association, elected at the Annual General Meeting or at any special meeting called for such purpose. In addition, the immediate past president shall be an ex-officio member of the Board and shall be entitled to attend all meetings of the Board, but shall not be entitled to vote thereat.

11. ELECTION AND VACANCIES

Each member of the Board shall assume office at the closing of that meeting at which he has been elected. He shall remain in office until the next Annual General Meeting, unless in the meantime he has submitted his resignation, or ceases to be qualified under the provisions of the by-laws of the Association.

If there is a vacancy on the Board by reason of death, resignation, disqualification or otherwise, the remaining members of the Board may, by a simple majority vote elect or appoint a member of the Association to fill such vacancy, for the balance of the current year or until the next Annual General Meeting of the Association at which an election of members to the Board shall take place.

12. RESIGNATION

Any member of the Board may tender his resignation at any time during his term in office. Such resignation however, must be submitted in writing to the Board and shall only take effect thirty (30) days after such submission or such earlier date as the Board may determine by resolution.

13. REMUNERATION

Members of the Board shall not be remunerated for their services as such.

14. MEETINGS

A meeting of the Board may be held be of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

The Board shall meet at such times and at such places within the Province of Québec as may be determined by the President or by the majority of the Directors.

Meetings shall be run according to *Democratic Rules of Order* (Francis and Francis, Cool Head Publishing, 2010).

15. CALLING OF MEETINGS

Meetings of the Board of Directors may be called by order of the Board, its Presidents or Vice-President on three (3) days' notice to be delivered verbally, telephonically, in writing or electronically to each member of the Board provided that such meetings may be held at any time without notice by consent of a majority of the members of the Board.

16. QUORUM

Five (5) members of the Board present personally or by means telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting shall constitute a quorum at all meetings of the Board.

17. VOTING

At all meetings of the Board, all motions will be decided by a simple majority of votes cast by Board members present, except where a larger majority is required by the by-laws of the Association or recommended by *Democratic Rules of Order*. In the event of an equal division of votes, the President shall have the casting vote.

18. GENERAL

In general, the Board shall have full power and authority to do all lawful acts and things in order to administer and manage the business and affairs of the Association and its property and facilities. It may, from time to time, appoint such committees and sub-committees from amongst the Directors or the membership at large and delegate to or vest in the same such powers as may be deemed advisable.

OFFICERS

19. OFFICERS

The Executive officers of the Association shall be:

- a. a President
- b. a Vice-President
- c. a Secretary
- d. a Treasurer

and the Board shall include such other officers as the Board may appoint from time to time in the best interest of the Association. Any two offices may be held by the same person except those of President and Vice-President.

20. ELECTION OF OFFICERS

The officers of the Association shall be elected along with remainder of the Board of Directors at the Annual General Meeting of the Association for a term of one (1) year.

21. DUTIES OF OFFICERS

- a. President

The President is the chief executive officer of the Association. He shall preside as Chairman at the Annual and all Special General Meetings of the members of the Association and at all meetings of the Board. The President shall prepare an Annual Report for presentation at the Annual General Meeting and shall perform such other functions as usually pertain to the office of the President and he shall have such powers and duties as the Board may determine from time to time by resolution.

- b. Vice-President

The Vice-President shall perform the duties of the President whenever the latter is absent or otherwise unable to perform his duties. The Vice-President shall perform such other functions and shall have such other powers and duties as the Board may determine from time to time by resolution.

- c. Secretary

The Secretary shall keep minutes of the proceedings of the Annual and all Special General Meetings of the members and of all meetings of the Board. The Secretary shall see that all notices are duly given in accordance with the provisions of the by-laws of the Association or as required by law. The Secretary shall keep all books, records and correspondence of the Association. The Secretary shall be responsible

for filing all reports and other documents required to be filed with the city of Beaconsfield by the Association. The Secretary shall perform such functions as usually pertain to the office of Secretary or as may be assigned by the Board.

d. Treasurer

The treasurer shall have general charge of and be responsible for all finances, funds, and securities of the Association. The Treasurer shall deposit all funds and securities of the Association in such bank or other depositories as may be determined by the Board. The Treasurer shall keep precise records of the assets and liabilities of the receipts and disbursements of the Associations. The Treasurer shall be responsible for filing all reports and other documents required to be filed by the Association. The Treasurer shall prepare for the Board interim financial statements as required and shall submit audited financial statements to the Board for its meeting immediately preceding the Annual General Meeting. The Treasurer shall perform such other functions as usually pertain to the office of Treasurer or as may be assigned by the Board.

22. VACANCY IN OFFICE

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Association. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation,
- c. such Officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such Officer's death.

If the office of any Officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

ADJOURNMENTS OF MEETINGS

23. ADJOURNMENTS

If less than a quorum is in attendance at the time at which any meeting of members or Directors shall have been called, the meeting may, after the lapse of fifteen (15) minutes from the time appointed for the holding of the meeting, be adjourned by the members or Directors present, as the case may be, for a period not exceeding one month at any one time, without any notice other than by announcement at the meeting until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any adjourned meeting at which a quorum shall attend, any business may be transacted which may have been transacted if the meeting had been held as originally called.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

24. INDEMNITY

Every Director and Officer of the Association and their heirs, executors and administrators and estate and affects, respectively, shall be indemnified and saved harmless out of the funds of the Association from and against:

- a. all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action proceeding which is brought, commenced or prosecuted against them for or in any respect of any act, deed, matter or thing whatsoever, heretofore or hereafter made, done or permitted, in or about the execution of their office.
- b. all other costs, charges and expenses which sustains or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by willful neglect or default; and the Association hereby consents to the indemnification herein provided for.

FINANCIAL YEAR AND AUDIT

25. FINANCIAL YEAR

The financial year of the Association shall and on the thirtieth (30th) day of September in each year.

26. AUDIT

The appointment, rights and duties of the Auditor or Auditors of the Association shall be regulated by the laws governing the Association. After the close of each financial year, the accounts of the Association shall be examined and the correctness of the statement of revenues and expenses and of the balance sheet be ascertained by the Auditor or Auditors, for report to the members at the Annual General Meeting. Unless otherwise required by a revenue agency of the federal or provincial government, or by the City of Beaconsfield, the Auditor or Auditors shall be the members of the Board of Directors.

CONTRACTS, BANKING ARRANGEMENTS

27. CONTRACTS

All contracts, documents and other instruments requiring execution by the Association shall be signed by the President together with the Vice-President, the Secretary or Treasurer. Save as aforesaid, no director, officer or member shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed

28. BANKING ARRANGEMENTS

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the board may by resolution from time to time designate, direct or authorize. Expenditures must be approved by two executive officers.

BORROWING

29. BORROWING POWERS

The Board is hereby authorized, from time to time:

(a) to borrow money and obtain advances upon the credit of the Association, from any bank, corporation, firm or person, upon such terms, covenants and conditions, at such time, in such sums, to such an extent and in such manner as the Board in their discretion may deem expedient;

(b) to limit or increase the amount to be borrowed;

(c) as security for any discounts, overdrafts, loans, credits, advances or other indebtedness or liability of the Association to any bank, corporation, firm or person, and interest thereon, seek the approval and authorization of the City of Beaconsfield;

(d) to exercise generally all or any of the rights or powers which the Association itself may exercise under its letters patent and the laws governing it;

(e) to delegate in and by any resolution or by-law to any officers or Directors all or any of the powers hereby conferred upon the Directors

LIABILITY AND INSURANCE

30. LIABILITY

While the Association will make every effort to ensure the safety of spectators of or participants in any of its activities, it shall not insure any liability to members, their friends, relatives and guest: or any other person, for injury to person or damage to property arising out of or in connection with any such activities which shall be purely voluntary and at the risk of the spectator or participant.

31. INSURANCE

The Association shall purchase insurance coverage against claims for public liability and property damage in such amounts as may be considered by the Board to be adequate to ensure reasonable protection to the Association. The Association may also purchase additional insurance coverage of such kind and in such amounts as the Board may deem advisable from time to time for special projects.

ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

32. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

In addition to the present by-laws, the Board may from time to time make further by-laws for the regulation and management of the business and affairs of the Association and may likewise from time to time repeal or amend the present or future by-laws.