

CONSTITUTION AND BYLAW NO. 1

The Constitution and bylaws relating generally to the conduct of the affairs of the Saskatoon Laser Swim Club Inc.

IT IS HEREBY ENACTED as a Bylaw of the Saskatoon Laser Swim Club Inc. (hereinafter called the "Corporation" or the "Swim Club") as follows:

PART 1 - GENERAL

1.1 Definitions

In this Bylaw and all other Bylaws of the Corporation, unless specifically defined herein or the context otherwise specifies or requires, all terms which are defined in the Act should have the meanings given to such terms in the Act, and in particular:

- (a) **"Act"** means *The Non-Profit Corporations Act 1995*, S.S.1995 c.N-4.2, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any reference in the Bylaws shall be read as referring to the amended or substituted provisions thereof;
- (b) **"Articles"** means the articles of the Corporation from time to time in force and effect;
- (c) **"Board"** means the board of directors for the Corporation;
- (d) **"Bylaws"** means all Bylaws of the Corporation from time to time in force and effect;
- (e) **"President"**, **"Treasurer"**, **"Secretary"**, and **"Vice-President"** shall mean those persons from time to time appointed by the Board to hold those designated offices; and
- (f) **"Swim Year"** means the period beginning September 1 in any calendar year through to June 30 in the following calendar year.

PART 2 - REGISTERED OFFICE

The Corporation may from time to time by resolution of the Board change the location of the registered office of the Corporation.

PART 3 - CORPORATE SEAL

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt.

PART 4 - EXECUTION OF CONTRACTS

Contracts, documents or instruments in writing requiring execution by the Corporation shall be signed by the President and Secretary of the Corporation. Cheques drawn against the bank of the Corporation shall be signed by any two of the President, Vice-President and Treasurer. Subject to such limitation as may from time to time be set out by the members in writing, the Board is authorized to appoint from time to time, by resolution, any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formalities.

PART 5 - MEMBERSHIP INTERESTS

5.1 Classes of Membership

The Corporation shall have three classes of membership as follows:

- (a) **Swimming Membership:** Any person who is accepted for training as a speed swimmer by the coaching staff of the Corporation and the Board shall be a swimming member upon payment of the membership fees prescribed from time to time and upon default of payment shall automatically cease to be a swimming member unless the Board passes a resolution to the contrary for special circumstances. Swimming members shall not be entitled to notice of meetings, nor a vote at meeting, nor shall they be eligible to be elected as directors.
- (b) **Regular Membership:** Regular members shall be any guardian of a swimming member who is not in default of the prescribed fees. They shall be entitled to notice of and a vote at general meetings of the Corporation and to be elected or appointed as a member of the Board of directors of the Corporation.
- (c) **Representative Membership:** Any corporation, club association, organization or government or municipal agency may by special resolution of the members of the Corporation may admitted as a representative member of the Corporation in which case such representative member shall from time to time designate a person to act as its representative in the Corporation. A representative shall be entitled to notice of and to vote at a general meeting but shall not be eligible to be a director of the Corporation.

5.2 Issuance

Subject to any unanimous member agreement, membership interests in the Corporation may from time to time be issued by resolution of the Board in such number, on such terms and conditions and to such persons or class of persons as the Board may determine and as may be permitted by the Articles.

5.3 Certificates

Membership certificates shall, subject to compliance with the Act, be in such form as the Board may from time to time by resolution approve and such certificates shall be signed by any officer of the Corporation so authorized.

5.4 Termination of Membership

Subject to section 5.5 herein, no termination of a voting membership shall occur without the member's consent.

5.5 Other Termination or Suspension

Subject to the Articles and Bylaws, the membership interest of a member is not transferable and is terminated when:

- (a) the member dies or ceases to exist;
- (b) in the case of a member with a swimming membership, membership shall be terminated upon written notice of termination from the Treasurer to the swimming member or his or her parent for default of payment of payment of fees that may be prescribed from time to time by the Board;
- (c) in the case of a member with a regular membership, membership shall be terminated automatically upon the member ceasing to be a parent or guardian of a swimming member;
- (d) the term of the membership expires;
- (e) the member resigns by written notice given to the Secretary;
- (f) the member no longer qualifies for membership in accordance with the Bylaws;
- (g) if the membership is terminated by a vote of at least two-thirds of the members in a meeting duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership. Among other things, breach of the Code of Conduct attached hereto as Schedule "A", may be a ground for proposing the termination of a member's membership. As an alternative to terminating a member's membership, at the aforementioned meeting the membership may vote to suspend the member on reasonable terms; or
- (h) the Corporation is liquidated or dissolved under the Act; in the manner as permitted by the Act.

PART 6 - MEMBERS' MEETINGS

6.1 Location

Meetings of members of the Corporation shall be held at such location in the Province of Saskatchewan as the Board of Directors may from time to time determine.

6.2 Calling of Meetings

The Board of Directors shall call semi-annual general meetings of members not later than 7 months after holding the last preceding semi-annual meeting; and may at any time call a special meeting of members. One semi-annual general meeting shall be held sometime within the period January 15 to March 15 (the "Winter Meeting") and the immediately next following semi-annual general meeting shall be held sometime within the months of June and July (the "Spring/Summer Meeting").

6.3 Notice of Meeting

Notice of the time and place of a meeting of members shall be given, not less than 15 days or more than 50 days before the meeting:

- (a) to each member entitled to vote or otherwise receive notice of the meeting;
- (b) to each director; and
- (c) to the auditor of the Corporation;

in the manner as permitted by the Act or these Bylaws.

6.4 Documentation at Annual Meeting

Subject to the Act, the Board of Directors shall place before the members at the Winter Meeting:

- (a) financial statements as prescribed by the Act; and
- (b) the report of the auditor, if any.

(Collectively, the aforementioned financial statements and report of the auditor, if any are referred to in this section as the "Documents".).

In lieu of sending a copy of the Documents to each member prior to the Winter Meeting, the Corporation may publish a notice stating that the Documents are available at the registered office of the Corporation and that any member may obtain a free copy, on request, by prepaid mail at his or her address, or by calling the registered office of the Corporation during the usual business hours of the Corporation..

6.5 Quorum

A quorum for any meeting of the members shall be those members present and entitled to cast a majority of the total number of votes at such meeting; provided, however, that a quorum shall exist in the event that 15 regular members shall be present at such meeting. No business shall be transacted at any meeting unless the requisite quorum present at the commencement of such meeting, provided that if a quorum is present at the commencement of a meeting a quorum shall be deemed to be present during the remainder of the meeting.

6.6 Adjournment

The chairman of the meeting may, with the consent of the meeting, adjourn any meeting of the members from time to time to a fixed time and place, and provided such adjournment is for less than 30 days, no notice of the time and place for the holding of the adjourned meeting need be given to the members other than by announcement at the earliest meeting that is adjourned. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.7 Right to Vote

Subject to the provisions of the Act and the Articles, at any meeting of the members, every person shall be entitled to vote at the meeting who at the time is entered in the register of members as the holder of an interest carrying the right to vote at such meeting.

6.8 Corporate Members

Any member that is a body corporate entitled to vote at a meeting of members may, by means of a resolution or other form of appointment, appoint a duly authorized representative, who may be elected as a director of the Corporation. All documents or resolutions requiring authentication by signature of such body corporate in its capacity as a member of the Corporation, shall be sufficiently authenticated if signed by such representative, and in such case it shall not be necessary for the representative to be designated as such nor shall it be necessary to name the body corporate he or she represents.

6.9 Votes to Govern

At any meeting of the members, unless a special resolution or some other special majority is required by the Act or the Articles, all questions shall be decided by the majority of votes cast on the question. The chairman of the meeting shall not vote except in the case of an equality of votes, either upon a show of hands or upon a poll.

6.10 Voting

Unless a ballot is demanded, voting at a meeting of the members shall be by way of show of hands. Upon a show of hands each person present and entitled to vote at a meeting shall have one vote and a declaration by the chairman of the meeting that any question has been carried, carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion and the result of the vote so taken and declared shall be the decision of the members upon the said question.

The chairman of the meeting or any member may require or demand a ballot upon any question, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such manner as the chairman of the meeting shall direct. On a ballot, the members present in person or by proxy shall be entitled, in respect of the membership which the member is entitled to vote at the meeting upon the question, to the number of votes provided by the Articles and the result of the ballot so taken shall be the decision of the members upon the said question.

6.11 Proxies

Subject to the Articles, no member is entitled to appoint a proxyholder.

6.12 Presiding Officers

The chairman of any meeting of the members shall be the President or in his or her absence, the Vice-President. In the absence of either such officers, the members shall choose one of the directors, and in the absence of any directors, one of its number to chair the meeting. The secretary of the meeting shall be the Secretary of the Corporation. Notwithstanding the above, the chairman of the meeting may appoint a person, who need not be a member, to act as secretary of the meeting.

PART 7 - DIRECTORS

7.1 Number and Qualifications

There shall be a board of directors consisting of a minimum of eight and a maximum of thirteen directors. All such directors must meet the qualifications stated in the Act and Articles. A majority of the directors of the Corporation shall be resident Canadians and at least one director shall reside in Saskatchewan. Each director shall at the time of his or her election or appointment as a director be a regular member of the Corporation. If at any time during his or her term of office, a director ceases to be a regular member, he or she may continue to hold his or her office until the Spring/Summer Meeting, at which time, such director shall resign.

7.2 Powers

The Board shall manage or supervise the management of the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

7.3 Vacancies

Subject to the Act and the Articles, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure to elect the number or minimum number of directors required by the Articles. Where there is a vacancy or vacancies in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

7.4 Removal by Members

Subject to the Act, the members of the Corporation may by ordinary resolution at a special meeting remove any director from office.

7.5 Term

Each director shall be elected to hold office at a Spring/Summer Meeting and shall hold office until the next immediately following Spring/Summer Meeting. Each director shall retire at the Spring/Summer Meeting immediately after his or her election, but each is eligible for re-election if he or she is otherwise qualified to be a director. In the case of a director who was appointed pursuant to section 7.3, such director shall retire at the Spring/Summer Meeting immediately following his or her appointment.

7.6 Employment of Director or Officer

No director or officer of the Corporation may be a salaried employee of the Corporation.

7.7 Investment

Subject to the limitations contained in any gift and the Articles, the Board may invest the funds of the Corporation as it sees fit.

PART 8 - MEETINGS OF DIRECTORS

8.1 Place and Convening of Meetings

Meetings of the Board and of any committee of the Board may be held at any place within Canada. The Board or any committee may by resolution appoint a day or days, an hour and place at which regular meetings will be held ("Regular Meetings"). Other meetings of the Board of Directors may be convened by the President, or in his or her absence by the Vice-President, or by any three directors, and the Secretary shall, upon direction of any of the foregoing, convene a meeting of the Board of Directors. A meeting of any committee may be convened by the chairman of the committee or by any two members of the committee and the Secretary shall, upon the direction of either of the foregoing, convene a meeting of the said committee. Except as otherwise provided by the Act and the Bylaws the directors, either as a Board or as a committee thereof, may convene, adjourn and otherwise regulate their meetings as they think fit.

8.2 Notice

No notice needs to be given of Regular Meetings, provided all directors have received notice of the resolution establishing or changing such Regular Meetings. Subject to section 8.9, notice of the time and place of other meetings of the Board and of any committee of the Board shall be given in the manner provided in the these Bylaws to each director not less than four days in the case of personal delivery or seven days in the case of delivery by mail, before the time when the meeting is to be held, provided that meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the directors are present (including present by way

of telephone participation) or if all the absent directors waive notice. For the first meeting of the Board or of any committee of the Board to be held immediately following the election of directors at an annual or general meeting of the Members or for a meeting of the Board or a committee thereof at which a director or member is appointed to fill a vacancy in the Board or committee, no notice need be given to the newly elected or appointed directors in order for the meeting to be duly constituted, provided a quorum is present.

8.3 Adjournment

Any meeting of the Board or of any committee of the Board may be adjourned from time to time by the chairman of the meeting, with the consent of the meeting, to an announced time and place and no notice of the time and place for the holding of the adjourned meeting need be given to any director. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

8.4 Quorum

Subject to section 8.9, a quorum for any meeting of the Board of Directors of the Corporation shall consist of a majority of the number of directors of the Corporation as elected from time to time.

8.5 Voting

Questions arising at any meeting of directors shall be determined by a majority of votes of the directors present. Unless a ballot is demanded, voting at a meeting of directors shall be by way of show of hands (or, in the case of a telephone conference meeting, by indicating for or against). The declaration by the chairman of the meeting that any question has been carried, carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion and the result of the vote so taken and declared shall be the decision of the Board upon the said question. The chairman of the meeting or any director may require or demand a secret ballot upon any question, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such manner as the chairman of the meeting shall direct. The chairman of the meeting shall not vote except in any case where there is an equality of votes.

8.6 Presiding Officers

The chairman of any meeting of the Board shall be the President, or in his or her absence, the Vice-President. If neither officer is present, the directors shall choose one of their number to chair the meeting.

8.7 Meeting by Conference Telephone

The Board of Directors may participate in meetings by means of conference telephone or similar communications equipment, whereby all directors participating in the meeting can hear each other at the same time, and participation in any such meeting shall constitute presence in person by such director at such meeting.

8.8 Advisory Members

The Board may invite persons who are not directors to attend meetings of the Board as advisory members. No such advisory member, however, shall have any right to vote at any meeting of the Board.

8.9 Emergency Board Meetings

If, in the reasonable opinion of the President (or where the President is not available, the Executive Committee), a situation arises which requires immediate action by the Board, then the President, or any other executive officer in his absence, may convene a meeting of the Board on such notice as the convenor sees fit. Such meeting shall be comprised of as many directors as are available in person or by telephone, which shall constitute a sufficient quorum for the purpose of conducting the business for which the meeting was called.

PART 9 - OFFICERS

9.1 Appointment

The Board may from time to time appoint a President, a Vice-President, a Secretary, a Treasurer, a Team Manager, a Swim Sask Representative, and such other officers as the Board may determine. The Board may specify the duties of and, in accordance with this bylaw and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. An officer shall be a director and no one person may hold more than one office with the exception of the offices of secretary and treasurer, which may be held by the same person.

9.2 President

The President, subject to the authority of the Board, shall have general supervision of the business of the Corporation; and shall have such other powers and duties as the Board may specify.

9.3 Vice-President

The Vice-President shall be vested with all the powers and shall perform the duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall have such powers and duties as may from time to time be assigned to him by the Board.

9.4 Secretary

The Secretary shall attend and be the secretary of all meetings of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The Secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the Board. The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and shall have such other powers and duties as the Board may specify.

9.5 Treasurer

The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer shall render to the Board whenever required an account of all his or her transactions as Treasurer and of the financial position of the Corporation; and he or she shall have such other powers and duties as the Board may specify. The Treasurer may be required to be bonded for the faithful performance of his or her duties as the Board in its uncontrolled discretion may require. No director, however, shall be liable for the failure to require any bond, nor for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

9.6 Swim Sask Representative

Provided that the Corporation is a member of Swim Saskatchewan Incorporated ("Swim Sask"), the Swim Sask Representative shall represent the Corporation at Swim Sask directors' meetings either as an observer, provided that observers are permitted to attend such meetings, or, if the Swim Sask Representative is elected to the board of directors of Swim Sask, as a director of that board. The Swim Sask Representative shall also represent the Corporation at annual general meetings of members of Swim Sask and any special meetings of members of Swim Sask. The Swim Sask Representative shall regularly report back to the Corporation's board about Swim Sask's activities.

9.7 Team Manager

The Team Manager shall be responsible for:

- (a) providing meet information to swimmers and parents;
- (b) co-ordinating with swimming members, their parents or guardians and coaches whether they will be attending swim meets and advising the head coach of the Swim Club accordingly;
- (c) arranging for chaperones to attend swim meets;
- (d) arranging transportation for swimmers, coaches, and chaperones, to and from swim meets, whether by commercial transport or co-ordinating transportation among the parents of swimmers;

- (e) ensuring appropriate accommodation is arranged for coaches, swimmers and chaperones at out of town swim meets, including where swimmers have not made arrangements of their own, ensuring that the club hosting the meet is advised of the number of the Swim Club's swimmers that will require billeting;
- (f) receiving information from other swim clubs about swimmers that require billeting for meets that are hosted in Saskatoon; and
- (g) such other duties as the Board may determine from time to time and assign to the Team Manager.

9.8 Powers and Duties of Other Officers

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify.

9.9 Variation of Powers and Duties

The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

9.10 Term of Office

The Board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract or in law. Otherwise each officer appointed by the Board shall hold office until his successor is appointed, or until his earlier resignation.

9.11 Conflict of Interest

An officer shall disclose his interest in any material contract or proposed material contract with the Corporation in accordance with the Act.

PART 10 - COMMITTEES

10.1 Committees

The Board may create, and prescribe the duties and terms of reference of, such other committee or committees as it may from time to time determine necessary to more effectively permit the efficient direction of the business and affairs of the Corporation. The chairperson and the members of any committee need not be members of the Board of Directors of the Corporation unless the committee is a Board Committee (as defined herein) but they shall be regular members. Where a committee is not comprised entirely of directors, such committee shall only have the power to make recommendations to the Board, which recommendations the Board may at its discretion accept, reject or amend with any modifications the Board may wish to make. Where a committee is not a Board Committee (as defined herein), the committee may be comprised entirely of the chairperson of such committee.

Where the Board creates a committee or committees and specifies that the such committee or committees is or are to be comprised entirely of directors ("Board Committee" or "Board Committees"), the Board may delegate to such Board Committee or Board Committees any of the powers of the Board except those which under the Act or Articles must be exercised by the Board itself, provided that any such delegation shall not limit the ability of the Board to make decisions on any subject matter so delegated. The procedures of any Board Committee, except as otherwise determined by the Board, shall be those applicable to the Board. Any committee that is not a Board Committee may determine its own procedure. The Secretary shall not be required to attend Board Committee meetings; however, each Board Committee shall, at the beginning of each of its meetings, ensure that a secretary for the meeting is appointed from among its members, which secretary shall keep minutes of all proceedings thereat.

10.2 Registration Committee

Following each Spring/Summer Meeting, the Board shall create a registration committee, which committee is not a Board Committee and the chair of which shall be the Swim Club's registrar, which shall, at the direction of the Board, be responsible for taking applications for registrations for swimming memberships in the Swim Club at the beginning of each Swim Year and throughout the Swim Year.

10.3 Billeting Committee

Following each Spring/Summer Meeting, the Board may create a billeting committee, which committee is not a Board Committee and the chair of which shall be the Billeting Co-ordinator, which shall, at the direction of the Board, be responsible for arranging for the billeting at the homes of swimming members and their guardians of out of town swimmers attending meets hosted by the Swim Club or another swim club in Saskatoon.

10.4 Swim-a-Thon Committee

Following each Spring/Summer Meeting, the Board may create a Swim-a-thon Committee, which committee is not a Board Committee and the chair of which is the Swim-a-thon Co-ordinator, which shall, at the direction of the Board, be responsible for co-ordinating a swim-a-thon on an annual basis under the auspices of Swim Canada.

10.5 Officials Committee

Following each Spring/Summer Meeting, the Board may create an Officials Committee, which committee is not a Board Committee and the chair of which shall be the Officials Chairman, which shall, at the direction of the Board, be responsible for arranging for officials to officiate at meets hosted by the Swim Club and to receive requests from other swim clubs for the Swim Club's members to officiate at meets hosted by the other swim clubs.

10.6 Social Committee

Following each Spring/Summer Meeting the Board may create a Social Committee, which committee is not a Board Committee and the chair of which shall be the Social Co-ordinator, which shall, at the direction of the Board, be responsible for arranging social events for the Swim Club.

10.7 Fundraising Committee

Following each Spring/Summer Meeting, the Board may create a Fundraising Committee, which committee is not a Board Committee and the chair of which shall be the Fundraising Chairperson, which shall, at the direction of the Board, be responsible for considering potential fundraising activities for the Swim Club and its members.

10.8 Bingo Committee

Following each Spring/Summer Meeting, the Board may create a Bingo Committee, which committee is not a Board Committee and the chair of which shall be the Bingo Co-ordinator, which shall, at direction of the Board, be responsible for Co-ordinating bingo fundraising activities through the Saskatchewan Liquor and Gaming Authority for the Swim Club and its members.

10.9 Equipment Committee

Following each Spring/Summer Meeting, the Board may create an Equipment Committee, which is not a Board Committee, and the Chair of which shall be the Equipment Manager, which shall, at the direction of the Board, be responsible for managing the Swim Club's equipment.

10.10 Publicity Committee

Following each Spring/Summer Meeting, the Board may create a Publicity Committee, which is not a Board Committee, and the Chair of which shall be the Publicity Co-ordinator, which shall, at the direction of the Board, be responsible for publicity of the Swim Club.

10.11 Advisory Members

The Board may appoint persons who are not directors as advisory members of any Board Committee, provided that such advisory members shall have no right to vote in any meeting of any such committee.

10.12 Canadian Majority

The majority of voting members of each committee must be resident Canadians.

10.13 Executive Committee

There shall be an executive committee comprised of the President, Vice-President, the Team Manager and the Treasurer, which shall exercise such powers as are delegated to it by the Board. Any executive committee member may be removed by the majority vote of the Board.

10.14 Emergency Authority of Executive Committee

If, in the reasonable opinion of the President, or in his absence, the Vice-President, there is a emergency situation which requires an immediate response and there is insufficient time to convene an emergency meeting of the Board under section 8.9, then, subject to any restrictions on authority imposed by the Act or the Articles, the executive committee may by resolution take all actions necessary to deal with the emergency, and shall report to the Board at its next Regular Meeting.

PART 11 - PROTECTION OF DIRECTORS AND OFFICERS

11.1 Indemnification

Except in respect of an action by or on behalf of the Corporation to procure a judgement in its favour, the Corporation shall indemnify the directors and officers of the Corporation, and all former directors and officers of the Corporation, and each person who acts or has acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, where:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

11.2 Limitation of Liability

Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or on which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from

the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

PART 12 – AUDITOR

12.1 Appointment of Auditor

The members of the Corporation entitled to vote shall at each annual meeting appoint an auditor to hold office until the close of the next such meeting. Such auditor shall meet the qualifications prescribed by the Act.

12.2 Dispensing with Auditor

The appointment of an auditor can only be dispensed with by the members in the manner as permitted by the Act.

PART 13 - NOTICES

13.1 Manner of Notice

Any notice or document to be given or sent pursuant to the Act, the Articles, the Bylaws, or otherwise to a member or director shall be sufficiently given if delivered personally, or sent by prepaid mail to the member at his or her latest address as shown in the records of the Corporation or to the director at his or her latest address as shown in the records of the Corporation or in the last notice filed at the Corporations Branch of Saskatchewan.

13.2 Returned Notices

Where notices or other documents required to be given by the Corporation to its members have been mailed to a member at the member's latest address as shown on the records of the Corporation and where, on three (3) consecutive occasions, notices or other documents have been returned by the post office to the Corporation, the Corporation is not required to mail to the member any further notices or other documents until such time as the Corporation receives written notice from the member requesting that notices and other documents be sent to the member at a specified address.

PART 14 - WRITTEN RESOLUTIONS

14.1 Resolutions in Writing

Notwithstanding any of the foregoing provisions of this Bylaw:

- (a) any resolution consented to by the signatures of all the directors is as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose; and
- (b) any resolution consented to by the signatures of all the members entitled to vote at meetings of the members is a valid and effective as if passed at a meeting of the members duly called, constituted and held for that purpose.

PART 15 - AMENDMENT OF BYLAWS

15.1 Amendment of Bylaws

The directors may, by resolution, make, amend or repeal any bylaws that regulate the activities and affairs of the Corporation.

15.2 Approval of Amendment of Bylaws by Members

The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the members at the next meeting of members, and the members may confirm, reject or amend the bylaw, amendment or repeal.

PART 16 - FISCAL YEAR

16.1 Fiscal Year

The fiscal period for the Corporation shall terminate on such date as the Board may from time to time by resolution determine.

ENACTED BY THE BOARD the ____ day of _____, A.D. 20__.

President

Secretary

CONFIRMED the ____ day of _____, A.D. 20__, by the Members in accordance with the Act.

Secretary

PARENT CODE OF CONDUCT

As a parent of a swimmer and participant of the Saskatoon Lasers Swim Club, I will abide by the following guidelines in addition to SWIM SASK Policy M-3 (Member Code of Conduct)

- Practice teamwork with all parents, swimmers, and coaches by supporting the values of Discipline, Loyalty, Commitment, and Hard Work.
- I will not coach or instruct the team or any swimmer at practice or meets (from the stands or any other area) or interfere with the coaches on the pool deck and how they perform their job.
- I will demonstrate good sportsmanship by conducting myself in a manner that earns the respect of my child, other swimmers, parents, officials, and the coaches at the meets and practices.
- I will maintain self-control at all times.
- I will know my role:
 - Swimmers – Swim
 - Coaches – Coach
 - Officials – Officiate
 - Parents - Parent
- I understand that criticizing, name-calling; use of abusive language or gestures, or negative gossip and complaining towards the coaches, officials, volunteers, and/or any participating swimmer will not be permitted or tolerated.
- I will enjoy the involvement with the Saskatoon Lasers Swim Club by supporting the swimmers, coaches, and other parents with positive communication and actions.
- During competitions, any questions or comments regarding decisions made by meet officials are directed to a member of our coaching staff. I will abide by the decisions of the coaching staff, and I understand that parents address officials via the coaching staff only.
- I understand that participation in the Saskatoon Lasers Swim Club allows each participant an opportunity to attend the practices/sessions as assigned by the staff and be coached by the members of the staff assigned to that training/instruction group. Any and all other services are offered gratis.
- I will abide by all the policies of the Saskatoon Lasers Swim Club and am responsible to know what they are.



Should I conduct myself in such a way that brings discredit or discord to the Saskatoon Lasers Swim Club Swim Club, or Swim Canada I will voluntary subject myself to disciplinary action. The Saskatoon Lasers Swim Club maintains the right to terminate any participation with/without cause in the interest of our vision, mission, and objectives.

SWIMMERS' CODE OF CONDUCT

Swimming is not always about winning but about having fun and being a good sport.

- Swim for the fun of it, not just to please your parents or coach.
- Swim within the spirit of the rules.
- Never argue with an Official's decision. Let your coach ask any necessary questions. A reasonable question should get a reasonable response.
- Control your temper - don't 'mouth off', throw kickboards or other equipment.
- Be a good sport. Applaud good swims, whether it is your team's or your opponent's.
- Treat all swimmers as you yourself would like to be treated. Don't interfere with, bully or take unfair advantage of another swimmer.
- Remember that the goals of the sport are to have fun and improve your skills.
- Be kind and courteous to other swimmers.
- Be a good teammate, encourage all other team members at practice and swim meets.
- Try to be punctual at all times.
- Co-operate with your coach, teammates, parents, officials and opponents, for without them you wouldn't have a sport.
- Abide to SWIM SASK Policy M-3 (Member Code of Conduct).