

# Ottawa Swans Australian Football Club By-Laws

This edition is valid from 19 November 2017 and shall continue to be current until a new edition is released by the Ottawa Swans Australian Football Club.

## PREAMBLE

The Ottawa Swans Australian Football Club (Club) is responsible for managing men's and women's teams within provincial Australian football leagues such as Australian Football League Ontario (AFLO) and Australian Football League Quebec (AFLQ), both leagues under Australian Football League Canada (AFL Canada).

The following By-Laws are drafted and designed to provide direction for the administration of the Club and its members.

### 1. DEFINITIONS

- 1.1 Commission:** The Commission shall include as its members the Officers and the Directors. As used herein, the term "Commission" shall be synonymous with "Executive Commission".
- 1.2 Director:** A Director shall be a person entrusted with the overall direction of achieving a defined mandate on behalf of the Commission. Examples of a Director include, without limitation, the Director of Sales, Marketing, Operations, Football Development).
- 1.3 Head Coach:** A Head Coach is the highest ranking coach of a coaching staff, and seeks to train and develop athletes in the sport of Australian football. There may be distinct Head Coaches for different teams within the Club.
- 1.4 Officer:** An Officer shall be a person who has an elected mandate, entrusted with the overall management of the Commission, and shall include, at minimum, the President, Vice-President, Secretary and Treasurer (or Secretary-Treasurer in lieu of a Secretary and a Treasurer).
- 1.5 President:** The President shall be the chief Officer entrusted with the direction of the Club and administration of its policies.
- 1.6 Secretary:** The Secretary shall be an officer responsible for the Commission's records and correspondence.
- 1.7 Treasurer:** The Treasurer shall be an officer entrusted with the receipt, care, and disbursement of funds of the Commission.
- 1.8 Vice-President:** The Vice-President shall be an Officer entrusted with with the direction of the Club and administration of its policies, ensuring the Club accomplishes its tasks to meet its overall goals.

### 2. BUSINESS OF THE CLUB

- 2.1 Head Office:** The head office of the Club shall be in the City of Ottawa, in the Province of Ontario, and at the address of the President.
- 2.2 Mailing Address:** The mailing address of the Club shall be the address of the President of the Club, unless otherwise determined by the Commission.

**2.3 Financial Year:** Unless otherwise ordered by the Commission, the financial year end of the Club shall be November 30.

**2.4 Books, records and reports:** The Commission shall see that all necessary books and records of the Club required by the by-laws of the Club are regularly and properly kept.

### **3. OBJECTIVES**

**3.1** The objectives of the Club shall be:

**3.1.1** To promote and encourage the sport of Australian football and to consider and discuss all subjects affecting it;

**3.1.2** To facilitate the exchange of information and ideas on matters affecting Australian football and related subjects;

**3.1.3** To develop training programs in conjunction with the practice and concept of Australian football;

**3.1.4** To print, publish and sell merchandise branded with the Club, Australian football provincial league, or Australian Football League Canada logos and other items related to Australian football in any language;

**3.1.5** To associate, to affiliate, to collaborate and to federate with any association, society, club or organization, incorporated or unincorporated, with objects the same as or similar to the objectives of the Club;

**3.1.6** To monitor the financials of the Club, including spending, and invest the moneys of the Club not immediately required in such manner as may be determined by the Commission;

**3.1.7** To do all such other lawful things as may be incidental or may be deemed to be conducive to the attainment of these objectives, or any of them.

### **4. DIVERSITY AND INCLUSIVITY:**

**4.1** It is the policy of the Club not to engage in discrimination or harassment against any person because of race, age, culture, ability, ethnicity or nationality, gender identity and expression, sexual orientation, marital status, religious affiliation, and socioeconomic status. The policy applies to treatment in the Club's online forums and communications as well as in its activities. The Club wishes to foster inclusivity and diversity within the membership and throughout Club activities. This support includes, but is not limited to:

- a. Practicing non-discrimination in the Club's online forums as well as at its activities;
- b. Increasing access to opportunities within the Club for all its Members;
- c. Striving to eliminate reasonable physical, social, and economic barriers to participation in Club activities;
- d. Cultivating an awareness of the ways in which various social, cultural, political, or economic privileges are, at any given time, accessible to some members of the Club and not others; and
- e. Developing a civil and collegial environment rooted in a belief of equal respect for all persons. Such an environment, among other things, should encourage active listening as well as awareness of inappropriate or offensive language.

**4.2** Complaints of discrimination or harassment should be directed to an Officer, Director or the Commission of the Club, at the Member's discretion.

**4.3** Ensuring that the Members who are players (or Player Members) meet the legal and regulatory requirements for providing consent to play and to be covered by the Club's insurance policy will not be considered discrimination.

**4.4** It is the policy of the Club to respect and enforce the Ottawa Swans Australian Football Club's Member Protection Policy.

**4.5** It is the policy of the Club to respect the Ontario Human Rights Code.

## 5. MEMBERSHIP

**5.1 Categories of Membership:** Membership in the Club shall be in the following categories:

5.1.1 **Player Member:** Any person who has paid the player's membership fee for the current season, who has agreed to adhere to the Club's, provincial League's, and AFL Canada's by-laws and policies, and who has signed his/her waiver for injury.

5.1.2 **Regular Member:** Any person who has paid the appropriate annual membership fee. The annual membership fee for a Regular Member may not be equal to the registration fee for a Player Member.

5.1.3 **Head Coach:** A Head Coach will be held to be a Member of the Club. The Head Coach will not pay membership fees.

5.1.4 **Life Member:** A Life Member is a person who has provided exemplary service to the organization and who is awarded life membership by the Commission. A Life Member who is also player shall not pay an annual membership fee.

5.1.5 **Commission:** Members of the Commission will be deemed Regular Members of the Club.

**5.2 Limitation of Membership:**

5.2.1 Membership in the Club shall be limited to persons interested in furthering the objectives of the Club, and shall consist of persons whose request for membership has received the approval of the Commission.

5.2.2 If a person requesting membership is not in good standing with another League or Club dedicated to Australian football, the decision to approve the person's request for membership is to the discretion of the Commission.

**5.3 Fees:** Each Member shall pay the membership fees associated with their particular category of membership. The membership fee shall be determined by the Commission at each financial year, or as early as the financial information to justify the membership fee is available.

**5.4 Withdrawal:** Any Member may withdraw from the Club by delivering to the Secretary of the Club a written resignation.

**5.5 Revoking Membership:** Any membership may be revoked upon a resolution passed by a two-thirds majority vote of the Officers and Directors present and voting at a meeting of the Commission called specifically for revoking the membership, or during a Commission meeting.

## 6. COMMISSION

**6.1 Structure of the Commission:** The Commission shall manage the affairs of the Club. The Commission shall consist of a minimum of three (3) Officers, said Officers being the President, the Secretary and the Treasurer, and a minimum of two (2) Directors, all of which shall be deemed Members of the Club. In the event that a Secretary-Treasurer fulfils the duties of the Secretary and Treasurer, the Commission shall consist of the President, the Vice-President, the Secretary-Treasurer, and a minimum of two (2) Directors.

### **6.2 Appointment of the Commission:**

**6.2.1** The Commission shall be elected to hold office until the end of the annual meeting, or until a successor is duly elected at which time the term of office terminates. The Commission and all its Officers and Directors shall retire at each annual meeting, but the Officers and Directors shall be eligible for re-election or re-appointment for the following year. At the annual meeting, the election of the Officers and Directors may be by a show of hands, unless a poll or ballot is demanded by any Regular Member or Player Member.

**6.2.2** The Regular Members and the Player Members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any Officer or Director before the expiration of the Officer or Director's term, and may, by a majority of the votes cast at that meeting, elect any person in the stead of such Officer or Director for the remainder of the term.

**6.3 Removal of an Officer or Director:** The office of an Officer or Director shall be vacated if she/he:

- a. Becomes bankrupt or becomes insolvent;
- b. Becomes legally incompetent;
- c. Resigns office by notice in writing to the Secretary of the Club;
- d. Has been absent from four (4) consecutive meetings of the Commission; or
- e. Is removed from office pursuant to paragraph 6.2.2.

**6.4 Limitation:** No employee of the Club may, at the same time, hold office as an Officer or a Director.

### **6.5 Vacancies on the Commission**

**6.5.1** Vacancies on the Commission, however caused, may, so long as a quorum of Officers and Directors remain in office, be filled by the Commission, if they see fit to do so; otherwise, the vacancy shall be filled at the next annual meeting of the members.

**6.5.2** If there is not a quorum of Officers and Directors, the Commission shall call a meeting of the Members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall be deemed to have occurred, which may be filled in the manner herein provided.

### **6.6 Meetings of the Commission**

- 6.6.1 Business:** The Commission may consider or transact any business, either special or general, at any meeting of the Commission.
- 6.6.2 Quorum:** A majority of the Officers and Directors shall form a quorum for the transaction of business of the Commission.
- 6.6.3 Location:** The Commission may hold its meetings at the head office of the Club or at any place or places as it determines.
- 6.6.4 Authority to Call:** Meetings of the Commission may be formally called by the President, the Vice-President, by any two Directors, or by the Secretary on direction of any of the Officers or two Directors.
- 6.6.5 Notice:** Notice of meetings of the Commission shall be delivered, telephoned, sent electronically or mailed to each Officer and Director not less than five days before the meeting is to take place. The Commission may appoint a day or days in any month or months for regular meetings, at an hour to be named and of such regular meeting, no notice need be sent.
- 6.6.6 Chair:** The President shall chair the meetings of the Commission unless the President designates an Officer or a Director to chair the meeting instead.
- 6.6.7 Minutes:** Minutes will be taken at the meetings of the Commission. The minutes shall be available to the Members upon written request to the Secretary specifying the date of the meeting for which the minutes are requested. The minutes may be redacted at the discretion of the Secretary prior to making them available in response to the request.
- 6.7 Voting:** Questions arising at any meeting of the Commission shall be decided by a majority of votes by the Officers and Directors present at the meeting. In case of an equality of votes, the chair of the meeting shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Officer or Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour or against such resolution.
- 6.8 Remuneration:** The Commission, its Officers and Directors, shall receive no remuneration, unless voted to the contrary by the Commission.
- 6.9 Expenses:** Expenses made by the Commission, its Officers and Directors, on behalf of the Club must be authorized by the Treasurer.
- 6.10 Reimbursement of Expenses:** The Commission, its Officers and Directors, shall be entitled to reimbursement of an authorized expense upon proof of such expense.
- 6.11 Conflict of Interest:** Whenever an Officer or Director has a financial or personal interest in any matter coming before the Commission, the affected Officer or Director shall fully disclose the nature of the interest. Unless otherwise agreed upon by a vote of a majority of

the Officers and Directors (not including the affected Officer or Director), the affected Officer or Director shall withdraw from voting on the matter. The minutes of the meeting of the Commission at which such vote is taken shall record such disclosure, abstention and rationale for approval.

**6.12 Attendance of Members at the Meetings of the Commission:** Any Member and Head Coach can attend the meetings of the Commission as an observer, except when the Commission explicitly excludes the attendance of the Members as in the case, for example, of a special meeting; a meeting called to revoke a Member, an Officer or a Director; to discuss a complaint raised in accordance with section 4 (Inclusivity and Diversity); or to discuss items deemed to be confidential by the Commission.

## 7. POWERS AND RESPONSIBILITIES OF THE COMMISSION

**7.1 Management of Affairs:** The Commission shall have full power with respect to all affairs of the Club. No by-law or resolution passed or enacted the Commission, or any action taken by the Commission, requires confirmation or ratification by the Members of the Club in order to become valid or to bind the Club. Without limiting the generality of the powers of the Commission as set out in this paragraph, the Commission shall have the power to pass without any confirmation by the Members all necessary rules, regulations and by-laws related in any way to the operations of the Club, including, without limitation, conduct of Members, rules of order for meetings, and all other aspects of operation, occupation and leasing of the premises of the Club.

**7.2 Specific Powers of the Commission:** Without limiting the generality of this paragraph, the Commission shall have the following powers:

**7.2.1 Affairs:** The Commission may administer the affairs of the Club in all things and make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter into and, save as in hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Club is by its by-laws or otherwise authorized to exercise and do.

**7.2.2 Expenditures:** The Commission shall have power to authorize expenditures on behalf of the Club and may delegate by resolution to an Officer or Director the right to employ and pay salaries to employees.

**7.2.3 Trustees:** The Commission shall, by resolution, appoint at least one trustee to hold the property of the Club on trust for the Club and may determine the terms of any such trust. Any person authorized by the Commission to do so may execute any such trust agreements on behalf of the Club. In absence of a resolution specific to this effect, the trustee will be the President.

### 7.3 COMMITTEES

- 7.3.1 **Appointment:** The Commission may appoint committees as it considers advisable.
- 7.3.2 **Power of Committees:** No committee shall have the power to act for or on behalf of the Club or otherwise to commit or to bind the Club to any course of action. Committees shall only have the power to make recommendations to the Commission, or to the Members, as the Commission may direct.
- 7.3.3 **Membership on Committees:** Members on committees shall be appointed by, and hold office at the pleasure of, the Commission. Members on committees are not required to be Members of the Club.
- 7.3.4 **Report of Committees:** Each committee shall submit to the Commission reports on its activities at the Commission's request.

### 7.4 OFFICERS

#### 7.4.1 **Appointment, Requirements and Remuneration of Officers**

There shall be at minimum, a President, a Secretary, a Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer, and such other Officers as the Commission may determine from time to time. No person may hold more than one office (except for the offices of Secretary and Treasurer). All the Officers shall be elected by the Members of the Club at the annual general meeting. In the absence of written agreement to the contrary, the engagement or employment of all officers shall be settled from time to time by the Commission. Officers of the Club need not be members of the Club upon their election to the Commission as Executive Members.

- 7.4.2 **Honorary Officers:** The Commission may from time to time appoint such Honorary Officers as they may consider appropriate.

- 7.4.3 **Duties of the President:** The President shall, when present, preside at all meetings of the members of the Club and the Commission. The President, subject to the authority of the Commission, shall have general supervision of the affairs and business of the Club. The President, with the Vice-President, Secretary or other Officer appointed by the Commission for the purpose, shall sign all by-laws. The President shall be ex-officio, a member of all committees. The President shall perform such other duties as may from time to time be determined by the Commission. During the absence or inability of the President, the President's duties and powers may be exercised by the Vice-President or the Secretary, as determined by the Commission, or such other Officer or Director as the Commission may, from time to time, appoint for the purpose, and if any Officer or Director shall exercise any such duty or power, the absence of the President shall be presumed with reference to it.

- 7.4.4 **Duties of the Vice-President:** Subject to the authority of the Commission, the Vice-President shall have general supervision of the affairs and business of the Club. The Vice-President shall perform such other duties as may from time to time be determined by the Commission.

- 7.4.5 **Duties of the Secretary:** The Secretary shall be, ex-officio, clerk of the Commission who shall:
- a. Attend all meetings of the Commission and record all facts and minutes of all proceedings in the books kept for the purposes;
  - b. Give all notices required to be given to Members, Officers and Directors;
  - c. Be the custodian of all books, papers, records, contracts and other documents belonging to the Club which shall be delivered up only when authorized by a resolution of the Commission and to such person or persons as may be named in the resolution; and
  - d. Perform such other duties as may from time to time be determined by the Commission.
- 7.4.6 **Duties of Treasurer:** The Treasurer shall:
- a. Keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be determined by the Commission;
  - b. Disburse the funds of the Club under the direction of the Commission, taking proper vouchers for the funds and shall render to the Commission at its regular meetings or whenever required, and account of all transactions as Treasurer, and of the financial position of the Club; and
  - c. Perform such other duties as may from time to time be determined by the Commission.
- 7.4.7 **Duties of Other Officers and Directors:** The duties of all other Officers and Directors shall be such as the terms of their engagement call for or the Commission requires of them. Directors of the Club need not be members of the Commission or members of the Club upon their election to the Commission, but become Regular Members upon their appointment.
- 7.4.8 **Indemnification of Officers and Directors:** All Officers and Directors and their heirs, executors and administrators, and estate and effects respectively, shall, at all times, be indemnified and saved harmless, from:
- a. All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability; and
  - b. All other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's wilful neglect.



7.5 MANAGER: The Commission may, from time to time, appoint a manager (the “Manager”) and may delegate to that person the authority to manage and direct the business and offices of the Club as the Commission may, from time to time, determine. The Manager shall report on the affairs of the Club to the Commission upon request.

#### 7.6 EXECUTION OF DOCUMENTS

7.6.1 Licences, contracts and engagements on behalf of the Club shall be signed by either the President, or the Secretary and the Treasurer.

7.6.2 Contracts in the ordinary course of the Club’s operations may be entered into on behalf of the Club by any two of the President, the Secretary or the Treasurer, the Manager or by any persons authorized by the Commission;

7.6.3 Any two of the President, the Secretary or the Treasurer and the Manager, or any persons from time to time designated by resolution of the Commission may vote or transfer any and all shares, bonds or other securities from time to time standing in the name of the Club in its individual capacity or otherwise and may accept on behalf of the Club transfers of shares, bonds or other securities transferred to the Club and may take, execute and deliver all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities;

7.6.4 In spite of any provisions to the contrary contained in the by-laws of the Club, the Commission may by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Club may be executed.

#### 7.7 BANKING AND DEPOSIT OF SECURITIES:

7.7.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by and in the manner as shall be determined by resolution of the Commission and any one of the Officers or appointed agents may alone endorse notes and drafts for collection on account of the Club through its bankers, and endorse notes and cheques for deposit with the Club’s bankers for the credit of the Club, or they may be endorsed “for collection” or “for deposit” with the bankers of the Club by using the Club’s rubber stamp for the purpose. Any one of the Officers or appointed agents may arrange, settle, balance and certify all books and accounts between the Club and the Club’s bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

7.7.2 The securities of the Club shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Commission. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Club signed by the Officer or Officers, agent or agents of the Club, and in the manner as shall be from time to time be determined by resolution of the Commission and the authority may be general or confined to specific instances. The institutions which may be selected as custodians of the Club shall be fully protected in acting in accordance with the Directors of the Commission and shall in

no event be liable for the due application of the securities so withdrawn from deposit or the proceeds of them.

8. MEETINGS OF MEMBERS:

**8.1 Annual and Other Meetings of Members**

**8.1.1** The annual or any other general meeting of the Members shall be held at the head office of the Club or elsewhere in Ottawa as the Commission may determine and on such day as the Commission shall appoint.

**8.1.2** At every annual meeting, in addition to any other business that may be transacted, the report of the Commission, the financial statement, and, if available, report of the auditors, shall be presented. The Officers and Directors shall be elected. The Members may consider and transact any business either special or general without any notice of it at any meeting of the Members.

**8.1.3** The Commission or the President shall have the power to call at any time a general meeting of the Members of the Club. No public notice nor advertisement of Members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice electronically ten days or more before the time fixed for the holding of the meeting. The notice may be sent in a general communication to the Membership.

**8.1.4** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Club shall invalidate the meeting or make void any proceedings taken at it and any Member may at any time waive notice of any of these meetings and may ratify any proceedings of the meeting.

**8.1.5** A quorum for the transaction of business at any meeting of Members shall consist of at least three (Regular and/or Player) Members present in person or represented by proxy.

**8.1.6** Any meetings of the Club may be adjourned to and the business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment. The adjournment may be made in spite of no quorum being present.

**8.2 Voting of Members**

**8.2.1** Each Member as defined in Section 5.1 shall, at all meetings of Members, be entitled to one vote and may vote by proxy. Such proxy need not be a Regular Member or Player Member, but before voting shall produce and deposit with the Secretary sufficient appointment in writing from such person's constituent or constituents.

**8.2.2** At all meetings of Members, every question shall be decided by a majority of the votes of the Members as defined in Section 5.1 present and voting in person or represented by proxy unless otherwise required.

**8.2.3** Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Member. Upon a show of hands, each Member as defined in Section 5.1 shall have one vote, and unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or not carried and an entry to that effect in

the minutes of the Club shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against the resolution.

- 8.2.4** The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the Regular Members and the Player Members present in person or by proxy, and the poll shall be taken in such a manner as the chair of the meeting shall direct and the result of the poll shall be deemed the decision of the members in general meeting upon the matter in question.
- 8.2.5** In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chair of the meeting shall be entitled to a second or casting vote.

**8.3 NOTICE:** Whenever notice is required to be given, the notice may be given either personally or electronically in a personal or general manner.

9. **CONSISTENCY:** These by-laws will be consistent with the by-laws of AFL Canada, and the provincial leagues of which the teams of the Club are part. In case of an inconsistency between the spirit of the by-laws of the Club and those of AFL Canada or those of the provincial leagues of which the teams of the Club are part, the by-laws of AFL Canada or the provincial leagues will take precedence.

10. **AMENDMENT:** The Commission may, by resolution, amend, repeal or re-enact any by-law of the Club and any amendment, repeal or re-enactment, unless in the meantime confirmed by a majority of the votes cast at a general meeting of the Members called for that purpose, is effective only until the next annual meeting of the Members unless confirmed at it, and in default of confirmation at it, ceases to have effect at and from that time.

**IN WITNESS WHEREOF** we have set our hands at the City of Ottawa, on the 19 day of November, 2017.

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President: Trevor Jamieson

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Secretary: Catherine Geci

***Both the President and the Secretary sign this version of the by-laws on November 19, 2017.***