



Memo to: Swim Saskatchewan Membership
From: Susan Miazga - President and Marj Walton - Executive Director
Date: May 2, 2017
Re: 2017 Annual General Meeting

On behalf of the Board of Directors, I wish to inform you of the upcoming **Annual General Meeting** for Swim Saskatchewan Inc.

**Saturday, June 3, 2017
Video Conference
Administration for Sport Building – 2205 Victoria Ave Regina
Sask Sport Building (room 140) – 510 Cynthia Street Saskatoon**

Details for the Day are:

1:00 p.m. to approx. 2:00 p.m. - Annual General Meeting – All Clubs (Masters, Summer & Winter)

Approx. 2:15 p.m. to 4:00 p.m. Winter Club Annual Meeting (Winter Clubs only)

To vote at the meeting, swim clubs must advise Marj Walton at the Swim Saskatchewan office with the names of the delegates attending no later than:

12 Noon Wednesday, May 31, 2017 to: marjwalton@swimsask.ca or 780-9238

A reply for every club would be greatly appreciated even if there will be no one coming.

Voting privileges for the annual meeting are outlined in Article 4 of the Bylaws. See next page

The purpose of the Annual Meeting is to:

- i. To approve the minutes from the 2016 Annual Meeting
- ii. To receive the 2016-2017 Audited Financial Statements
- iii. To appoint an auditor for the 2017/2018 Fiscal year
- iv. To elect new Directors
- v. To receive reports from Board of Directors
- vi. To deal with any Bylaw Changes brought forward
- vii. To deal with any Resolutions brought forward

The following positions of office will conclude August 31, 2017 and therefore an election will be held on June 3, 2017 for the following positions: (A copy of the job descriptions are attached)

→ President – 2-year term ending August 31, 2019

Please submit any nominations to: Executive Director Marj Walton via email to: marjwalton@swimsask.ca no later than 12 Noon Wednesday May 31, 2017





As per Article 8 of the Bylaws, all affiliated clubs must receive notice of motions for any proposed Amendments of the Bylaws. Therefore, Bylaw amendments must be received in writing to the Swim Saskatchewan office to the attention of Marj Walton no later than **12 Noon Wed, May 17, 2017**

A Notice of Motion form is attached.

A Resolution Form is also attached for your convenience. Resolutions may be presented from the floor at the AGM, however any resolutions received in the Swim Saskatchewan office by: **12 Noon Wed, May 17, 2017** will be circulated to the membership.

Annual reports, including audited financial statements, will be electronically circulated prior to the meeting and a hard copy will be distributed to those members in attendance at the AGM

ARTICLE 4 – VOTING

Section 1 Annual or special meetings

- 1.1 Voting delegates of member clubs make up the total votes at an Annual or special meeting;
- 1.2 A voting delegate must be an authorized representative of a member club and shall represent only one club;
- 1.3 Each member club shall receive votes based on the following formula:
Fewer than 25 swimmers, one voting delegate
25-49 swimmers, two voting delegates
50 or more swimmers, three voting delegates.

The number of votes shall be computed for Winter and Masters Clubs based on registrations as at March 31 preceding any meeting of the association and for Summer clubs based on registrations as at August 31 preceding any meeting of the association.

- 1.4 Voting delegates shall be present at the meeting to vote.
- 1.5 Voting shall be a show of hands. Election votes shall be by ballot if requested by one or more delegates.
- 1.6 All motions, with the exception of amendments to the Bylaws (see Article 8) shall be determined by a simple majority of the votes cast. In the event of a tie, the motion shall be defeated.

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MASTERS CLUBS

Club	# of Registered Swimmers	# of Eligible Voting Delegates
Battlefords Orca Masters	10	1
Prince Albert Master Sharks	12	1
Regina Masters	85	3
Regina Y Naughts	9	1
Saskatoon Goldfin Masters	56	3
University of Saskatchewan	90	3
Yorkton Masters	5	1
TOTAL MASTERS SWIMMERS	267	13

SUMMER CLUBS

Club	# of Registered Swimmers	# of Eligible Voting Delegates
Assiniboia Aquarians	38	2
Biggar Barracudas	22	1
Estevan Golden Eels	72	3
Gravelbourg & District	30	2
Humboldt Hammerheads	58	3
Melfort Marlins	26	2
Moosomin SER Gators	12	1
Nipawin Lions	62	3
Oxbow Sea Wolves Aquatic Club	21	1
Regina Piranhas	58	3
Rosetown Royals	20	1
Saskatoon Sharks	12	1
Shellbrook Silverfins	25	2
Swift Current Stingray ACT/UCT	73	3
Watrous Whitecaps	29	2
Weyburn Silver Seals	72	3
TOTAL SUMMER SWIMMERS	630	33



WINTER CLUBS:

Club	# of Registered Swimmers	# of Eligible Voting Delegates
Battleford Kinsmen	34	2
Flatland Sport Centre Inc.	172	3
Meadow Lake Manta Ray	35	2
Moose Jaw Kinsmen Flying Fins	107	3
Prince Albert Sharks	50	3
Regina Optimist Dolphins	138	3
Regina Y's Men's Marlins	43	2
Saskatoon Goldfins	405	3
Saskatoon Lasers	183	3
Swift Current Barracudas	141	3
Yorkton Storm	54	2
TOTAL WINTER SWIMMERS	1362	29

GRAND TOTAL: Swimmers 2,259 Votes 75

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Swim Saskatchewan Bylaws

ARTICLE 5 – BOARD OF DIRECTORS

Section 1 Membership

- 1.1 The Board of Directors shall consist of:
 - 1.1.1 President
 - 1.1.2 Vice President, Administration
 - 1.1.3 Director, Winter Swimming
 - 1.1.4 Director, Summer Swimming
 - 1.1.5 Director, Masters Swimming
 - 1.1.6 Director, High Performance
 - 1.1.7 Director, Officials
 - 1.1.8 Director, Community Programming
 - 1.1.9 Saskatchewan Swim Coaches and Teachers Association Representative
 - 1.1.10 Past President (Ex Officio)
- 1.2 Members of the Board of Directors shall be at least 18 years of age, having an interest in the objectives of Swim Saskatchewan Inc., and residing within the province of Saskatchewan.
- 1.3 Directors of Winter, Summer and Masters swimming, Officials and the Saskatchewan Swim Coaches and Teachers Association representative shall be elected by their respective members at an appropriate meeting for each program area.
- 1.4 The President, Vice President-Administration, Directors of High Performance and Community Programming, and the Swimmer Representative shall be elected by the delegates at an Annual Meeting of Swim Saskatchewan Inc. They shall have a term of two years, and may be re-elected with no limitation on the number of terms, with two of these directors elected in one year and the other three in alternate years.
- 1.5 For the purposes of instituting major bylaw changes in 2002, to maintain continuity through the transition, two of the directors shall be elected for two years and three shall be elected for three years. The configuration of positions and terms shall be decided at the Annual Meeting upon approval of these Bylaws.



**Swim Saskatchewan Bylaws
ARTICLE 5 – BOARD OF DIRECTORS**

Section 2 Qualifications

- 2.1 Persons desiring to serve on the Board of Directors should have the following qualifications:
- 2.1.1 The President -- served previously at least one term as a Vice President or Director and shall Chair Board meetings, Annual Meetings and special meetings of Swim Saskatchewan Inc. The President shall be an Ex Officio member of all Swim Saskatchewan Program and Ad Hoc committees;
 - 2.1.2 The Vice President, Administration -- knowledge and experience in financial management and appropriate non-profit administrative procedures, and shall act on behalf of the President when the President is unable to carry out responsibilities;
 - 2.1.3 The Director, Winter Swimming -- elected at an appropriate meeting for Winter Swimming by representatives from winter clubs, shall serve as Chair at Winter Swimming program meetings, and shall be able to represent the whole of winter swimming;
 - 2.1.4 The Director, Summer Swimming -- elected at an appropriate meeting for Summer Swimming by representatives from summer clubs, shall serve as Chair at Summer Swimming Program meetings, and shall be able to represent the whole of summer swimming;
 - 2.1.5 The Director, Masters Swimming -- elected at an appropriate meeting for Masters Swimming by representatives from masters clubs, shall serve as Chair at Master Swimming program meetings, and shall be able to represent the whole of Masters swimming;
 - 2.1.6 The Director, Officials -- elected at an appropriate meeting of the Senior/Master Officials, shall represent Saskatchewan at the National Officials Committee, shall serve as Chair at Senior/Master Officials program meetings, and shall be able to represent the officials of the province;
 - 2.1.7 The Director, High Performance -- experience either as an official, swimmer or team manager at a Canada Games, senior national or international competition, and shall serve as Chair at High Performance program meetings;



Section 2 Qualifications Continued:

- 2.1.8 The Director, Community Programming -- knowledge of such programs as “I Can Swim,” “Summer Swim Fun,” and shall be able to appropriately liaison with such organizations as Special Olympics, Kids Sport and others as required, and shall serve as Chair at Community Programming program meetings;
- 2.1.9 The Saskatchewan Swim Coaches and Teachers Association Representative -- elected at an appropriate meeting of the Saskatchewan Swim Coaches and Teachers Association, shall serve as Chair at SSCTA meetings, and shall be able to represent the swim coaches of the province;
- 2.1.10 The Past President shall be an Ex Officio advisor to the Board and shall sit for a maximum of two years immediately following his or her term as President.

Section 3 Duties of the Board of Directors

- 3.1 The Board of Directors shall meet a minimum of three times per year. Board meetings shall be called by the President or shall be called upon the request of four Directors. Quorum at meetings of the Board of Directors shall be five voting members;
- 3.2 The Board of Directors shall establish and annually review all policies and procedures to govern the operation of Swim Saskatchewan Inc.;
- 3.3 The Board of Directors shall have the authority to conduct such business as: the signing of contracts, making of financial transactions, borrowing money, and so on in accordance with *The Non-Profit Corporations Act*;
- 3.4 Signing officers of Swim Saskatchewan Inc. shall be any three members of the Board who are willing and accessible, in addition to the Executive Director, as authorized by the Board;
- 3.5 Employ, annually evaluate, terminate and fix the compensation and prescribe the duties of the Executive Director;
- 3.6 Serve as an avenue of appeal by members of discipline cases heard by the Discipline Committee;
- 3.7 Approve, suspend or expelled with cause affiliated clubs or swimmers from Swim Saskatchewan Inc.;
- 3.8 Conduct such other duties consistent with the intent of these Bylaws or *The Non-Profit Corporations Act* as may be necessary for the proper administration of the business of Swim Saskatchewan Inc.



Section 4 Conflict of Interest

- 4.1 A Director who is a party to, or who has a material interest in any person who is a party to a material contract or proposed material contract with Swim Saskatchewan shall disclose the nature and extent of his or her interest at the time and in the manner provided by *The Non-Profit Corporations Act*. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of Swim Saskatchewan's business would not require approval by the Board, and a director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by *The Non-Profit Corporations Act*.
- 4.2 Any Director who has a real or perceived conflict of interest with any item of business at a meeting of the Board of Directors shall excuse himself or herself and leave the room at such time as that item is discussed and/or voted upon during the meeting.

Section 5 Vacancies and removal from office

- 5.1 Subject to *The Non-Profit Corporations Act*, the Board may fill a vacancy on the Board for the unexpired term, provided however that such vacancy shall be filled by another member, qualified to fill that position;
- 5.2 Subject to the provisions of *The Non-Profit Corporations Act*, the Board may, by resolution passed at a special meeting, remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board;
- 5.3 A director ceases to hold office when he or she: dies, is removed from office by the Board, ceases to be qualified for election, becomes of unsound mind, is convicted of an indictable offence, ceases to hold the qualifications as a representative, fails to attend 3 consecutive Board of Directors meetings without reasonable cause, or his/her written resignation is sent or delivered to the Executive Director, or if a time is specified in such resignation, at the time so specified, whichever is later.



Swim Saskatchewan Inc.

BOARD OF DIRECTORS POLICIES

Type: Governance

Name: Board Job Description

Authority: Board of Directors

Policy Number: G-5

Date Approved: September 2003

Date Revised: Oct 2005, Jan 2009

Reference: *Non-Profit Corporations Act* Div. IX, Sect. 109; SSI Bylaws Art. 5, Sect. 3

The job results of Board activity, as distinguished from the activity of its staff, will be:

1. A link between the organization and its membership. Each Director will prepare a written report for presentation to the membership at the Swim Saskatchewan Annual General Meeting.
2. Written governing policies which, at the broadest levels, address:
 - *Strategic Goals:* Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good, for which people, at what cost).
 - *Governance Process:* Specification of how the Board conceives, carries out and monitors its own tasks.
 - *Board-Executive Director Relationship:* How power is delegated and its proper use monitored; the role, authority, and accountability of the Executive Director.
 - *Competition:* Authoritative policies detailing membership, fees, sanctions, competitions, and appropriate behaviour and consequences of those involved in the sport of swimming.
 - *Administration:* Policies detailing the authority of program policies and technical packages, per diem and travel expense rates, determining policy review schedule, and Critical Incidents reporting.
3. Assurance of Executive Director's performance in achieving the results set out by the Board, through monitoring and evaluation of the Executive Director as outlined in policies on Board-Executive Director Relationship.
4. Fulfilling of legislated responsibilities as a Board of Directors as set out in *The Non-Profit Corporations Act* of Saskatchewan.
5. Fulfilling of individual responsibilities by members of the Board of Directors as set out in Board of Director Policies G-5.1 to G-5.10.
6. Training of volunteers is a priority, budgeted item.



**Swim Saskatchewan Inc.
BOARD OF DIRECTORS POLICIES**

Type: Governance

Name: Job Description--President

Authority: Board of Directors

Policy Number: G-5.1

Date Approved: June 2003

Date Revised: Sept '03, June '04, Oct '05, Jan '11

Reference: SSI Bylaw Art. 5, Sect. 3

The President of SSI will be elected in accordance with the Bylaws of SSI at an Annual General Meeting of SSI. The President will serve a term of two years, and may be re-elected for additional terms without limitation.

The duties of the President will be:

1. To set the Agenda and chair all Annual General Meetings of SSI, all meetings of the Board of Directors of SSI, and any special meetings of SSI.
2. To ensure that the minutes from all Board meetings and the Annual General Meeting are distributed in a timely fashion.
3. To sit, *ex officio*, on all SSI Program Committees and Ad Hoc Committees, and to serve as resource person to the Directors of Program Committees and other members of the Board of Directors.
4. To vote, in accordance with the Rules of Order adopted by SSI, at any General, Board or Committee meetings at which the President has been granted voting privileges.
5. To represent SSI at the SNC Presidents' Council in accordance with SNC Policy.
6. To appoint and oversee a person to administer the process of approving meet packages and providing a sanction number.
7. On behalf of the Board of Directors, to advise the Executive Director, to ensure that all SSI efforts are focused on the organization's vision, mission and strategic goals.
8. Together with the Master & Senior Officials Committee, to ensure that all swim competitions in Saskatchewan are sanctioned by SSI and are conducted in compliance with the Swimming Rules of Swimming/Natation Canada.

G-5.1 continued...



[Board Policy G-5.1 Page 2]

9. To coordinate a verbal or written appraisal of the volunteer Directors if deemed necessary.
10. Together with the Vice-President, Administration and with the Executive Director, to ensure that monies are allocated appropriately to all programs of SSI, and to ensure fiscal responsibility and prudence in the operations and administration of SSI.
11. To conduct the annual performance appraisal of the Executive Director of SSI, and to report the results of that appraisal to the Board of Directors in camera.
12. To recommend the compensation package for the Executive Director, for approval by the Board of Directors.
13. To ensure that all Policies and Procedures of SSI are reviewed annually, that all Committees of SSI conduct annual reviews of their Policies, and to present suggested amendments as required.
14. To chair, or appoint an appropriate chairperson for, any appeal to the Board by a member from any decision of the Discipline Committee
15. To appoint Ad Hoc Committees established under the authority of the Board, as shall be required from time to time, including Harassment and Discipline Committees.
16. Together with the Executive Director, to ensure compliance of SSI with all requirements of an organization governed by *The Non-Profit Corporations Act*.
17. Together with the Executive Director, to ensure compliance with all required reporting to Sask Sport, Swimming/Natation Canada, and to any other organization with whom SSI may from time to time have a reporting relationship.
18. Together with the Director, High Performance, to announce the names of swimmers selected to the High Performance Teams of SSI.
19. As directed by the Board, to suspend or expel with cause affiliated clubs or swimmers from SSI.
20. To carry out any other duties as will from time to time be required, in order to fulfill the intent of the Bylaws of SNC or SSI for the proper governance of SSI.
21. To represent SSI on the Man/Sask committee as a voting member.