

Bylaw Changes at a glance

Current

Proposed

Authority of SNM

Law 5 - does not specifically mention authority to discipline members

Article 1 Section 1.04f - discipline authority added

Membership

Laws 6, 7 - 12 categories
Law 16 details voting rights

Article 3 - only 4 categories
voting rights spelled out (Class 1 and 3 members only) Class 1 - swim clubs, not including CIS, Summer Swim and Masters. Class 3 - MSCA, MSOA, Masters Swim MB

individual coaches and officials not members, only their parent organization MSCA & MSOA
No definition of member in good standing

Class 4 includes all swimmers of all ages, coaches, officials, board members, committee members
Member in good standing defined (Sect 3.06)

Universal Recognition of Sanctions from other jurisdictions

not included

Article 3 Section 3.07

Membership Termination

Law 8

Article 3 Section 3.08 - much more detailed
can terminate coaches who don't meet certification
member can't terminate if in arrears or subject to disciplinary action
can terminate member if in arrears or as a result of disciplinary action

Chair of Member Meetings

Law 13 VP chairs if President not able

Article 4 Section 4.07 Officers & Directors delegate one of their own to be chair if President not able

Business of Annual Meeting

Law 15 specifies order of business

Article 4 Section 4.09 business to include these items, not necessarily in the order listed

Board of Directors

Law 17 - 14 Directors,
ten elected including 1 from North or West

Article 5 - Elect 7 Directors, none appointed
5.02 - Powers of the Board detailed - including authority to create and change Policies & Procedures

3 appointed - MSOA, MSCA, MSM
Law 25 - Duties of the Board listed separately

5.03 - Eligibility for election defined
5.01 - Directors can't be employees or board members of Class 1 or 2 members

Separate Nominations Committee

5.04 - Executive committee responsible for compiling list of nominees
5.08 - Discipline of Director - if subject to disciplinary investigation or action, it continues even if Director resigns from Board

Article 6 Section 6.06 - Chair of Board is President, or Director delegated in President's absence
6.09 - Statement on remuneration of Directors

Officers

Law 18 includes VP

Article 7 Pres, Secretary Treasurer & ED - no VP

Duties of Officers & ED

Law 26 President - detailed

7.06 - President - detail goes in President Policy
Position eliminated

Law 27 Vice President

7.07 - Treasurer - supervise/advise

Law 29 Treasurer - task oriented wording

7.08 - Secretary - supervise/advise

Law 28 Secretary - task oriented wording

7.09 - changed to Executive Director

Law 30 Managing Director

Committees/Councils

Law 21 - 24 Lists Standing and Ad Hoc
Committees

Article 10 Board has power to create committees
and appoint members. Detail will go in Committee
Policy

Conflict of Interest

Law 32

Article 9 slightly different wording. Detail in Policy

Liability of Officers & Directors

not included

Article 8

Auditors/Fiscal Year End

not included

Articles 11 & 12

Contracts/Power to Borrow

not included

Article 13

Amendments

Law 34 Members must approve changes to Bylaws

Article 14 Members must approve changes to
Bylaws by 2/3 majority of voting members in
attendance.

Law 35 Members must approve changes to Policies

SWIM NATATION MANITOBA BYLAWS

PREAMBLE

WHEREAS SWIM NATATION MANITOBA is a member of Swim Natation Canada which in turn is a member of AFC which is, in turn, the Canadian representative swimming body of FINA;

AND WHEREAS SWIM NATATION MANITOBA shall at all times govern itself in accordance with the rules of SNC, AFC and FINA;

AND WHEREAS all Members shall be governed by and comply with the rules of FINA, AFC, SNC and SWIM NATATION MANITOBA, and accordingly all Members shall, where necessary, amend their own rules to comply with those of FINA, AFC, SNC and SWIM NATATION MANITOBA;

AND WHEREAS any Member who refuses to comply with the rules of FINA, AFC, SNC and SWIM NATATION MANITOBA, or refuses to amend its own rules to comply with those of FINA, AFC, SNC and SWIM NATATION MANITOBA, may have its membership in SWIM NATATION MANITOBA suspended or terminated;

AND WHEREAS SWIM NATATION MANITOBA is the only authority specifically governing competitive swimming in Manitoba:

BE IT ENACTED AS A BYLAW OF SWIM NATATION MANITOBA:

ARTICLE 1: NAME, ORGANIZATION AND AUTHORITY

Section 1.01 The Association shall be called Swim Natation Manitoba

Section 1.02 Swim Natation Manitoba shall exist solely for the governance of its members and shall regulate and control all matters related to Competitive Amateur Swimming in Manitoba in accordance with the general territorial divisions and regulation of SNC and the Bylaws, Rules and Regulations of Swim Natation Manitoba. The territorial definition for Swim Natation Manitoba is that assigned by SNC.

Section 1.03 The organization of Swim Natation Manitoba can be summarized as: a parent body composed of the voting delegates at a duly constituted General Meeting; the Board of Directors; employees; and a head office located within Winnipeg in the province of Manitoba.

Section 1.04 The authority of Swim Natation Manitoba to regulate and control all matters related to Manitoba Amateur Swimming is derived from the SNC Constitution and Bylaws. Such authority shall include and not be restricted to the power to:

- a. Draw up its own Constitution and Bylaws affecting its own operations but these shall contain nothing inimitable to the Constitution, Bylaws and the Rules and Regulations of SNC, AFC, and FINA;
- b. Formulate Bylaws and policies and procedures defining membership and voting power;
- c. Set, collect and dispose of membership and registration fees within its jurisdiction;
- d. Sanction and control swimming competitions in Manitoba according to the Bylaws and the Policies and Procedures of Swim Natation Manitoba;
- e. Control the transfer of swimmers to and between member clubs of Swim Natation Manitoba and SNC;
- f. Discipline members according to the Bylaws and the policies and procedures;
- g. Terminate membership in Swim Natation Manitoba according to the Bylaws and the policies and procedures.

ARTICLE 2: INTERPRETATION

Section 2.01 Definitions. In this Bylaw, unless the context otherwise requires:

- a. "AFC" means the Aquatic Federation of Canada;
- b. "Associated Swim Club" means CIS Swim Clubs and Summer Swim Clubs;
- c. "Board" means the Board of Directors of Swim Natation Manitoba;
- d. "Board Meeting" means a meeting of the Board of Directors;
- e. "Bylaw" means this bylaw including the preamble and table of contents thereto, as amended from time to time;
- f. "CIS" means Canadian Interuniversity Sport;
- g. "Director" means an individual elected by the Voting Members to serve on the Board pursuant to this Bylaw;
- h. "Executive" means the Officers of Swim Natation Manitoba
- i. "FINA" means the Federation Internationale de Natation;
- j. "In writing" means correspondence delivered in person, by mail, by facsimile, or by electronic transmission;
- k. "Masters Swim Club" means a swim club whose membership is restricted to adults age 18 and over;
- l. "Member" means all registered members of Swim Natation Manitoba including those individuals and associations, incorporated or unincorporated, as described herein;
- m. "Members Meetings" means the Annual Meeting and Special Meetings;
- n. "MSCA" means the Manitoba Swim Coaches Association;
- o. "MSM" means Masters Swimming Manitoba;
- p. "MSOA" means the Manitoba Swim Officials Association;
- q. "Secretary" means the Board Officer of Swim Natation Manitoba
- r. "SNC" means Swimming/Natation Canada
- s. "SNM" means Swim Natation Manitoba
- t. "Special Meeting" means a duly-called special meeting of the members that is not an annual meeting;
- u. "Summer Swim Club" means a swim club operating from June to August.

- v. "Summer Swimmer" means a swimmer registered with a Summer Swim Club between June 1 and August 31.
- w. "Swim Club" means a competitive swim club, excluding Masters, and operating at minimum from October 1 to April 1;
- x. "Swimmer" means an "eligible competitor" as defined by the rules of FINA, who is a Member and who is in compliance at all times with FINA rules.

Section 2.02 Interpretation. In this Bylaw, words importing the singular include the plural and vice versa. Words importing the masculine gender shall include the feminine and neuter genders. Words importing an organizational name, title or program shall include any successor organizational name, title or program.

Section 2.03 Language. This Bylaw has been drafted in English.

ARTICLE 3: MEMBERSHIP

Section 3.01 General. The membership of SNM shall consist of:

- Class 1 Members (Swim Clubs)
- Class 2 Members (Associated Swim Clubs)
- Class 3 Members (Associated Organizations)
- Class 4 Members (Swimmers, Coaches, Officials, board members)

Membership shall be governed by the provisions of this Bylaw.

Section 3.02 Class 1 Members (Swim Clubs)

- a. Qualification.
 - i) Class 1 Members shall be Manitoba swim clubs, provided such clubs have applied for membership and are registered with SNM as Class 1 Members from time to time.
 - ii) Class 1 Members shall exclude Masters Swim Clubs, CIS Swim Clubs and Summer Swim Clubs.
- b. Voting.
 - i) Each Class 1 Member shall appoint or elect delegates based on the formula described hereafter.
 - ii) Each Class 1 Member shall be entitled to that number of votes and to appoint or elect that number of delegates based on the number of paid registered competitive swimmers being members of that club.

Registered Swimmers	Voting Delegates
5 - 15	1
16 - 30	2
31 - 60	3
61 - 120	4
121 - 240	5
241 +	6

- iii) Each Swim Club shall annually appoint or elect delegates described in the formula above to represent that club at all SNM Members' Meetings and shall notify the Secretary of SNM of the names of such Class 1 delegates one (1) week prior to the scheduled meeting date.
 - iv) Each Class 1 delegate shall be entitled to attend Members' Meetings and shall be entitled to one vote thereat.
 - v) Class 1 delegates shall be entitled to vote by proxy. A Class 1 delegate may carry a maximum of one (1) proxy vote for a Class 1 delegate representing the same Class 1 Member.
 - vi) All proxies must be executed in writing.
- c. Term. Each Swim Club shall remain a Member with SNM, until it withdraws as a Member, or until its membership with SNM is suspended or terminated.

Section 3.03 Class 2 Members (Associated Swim Clubs)

- a. Qualification.
 - i. Class 2 Members shall be CIS Swim Clubs and Summer Swim Clubs, provided such clubs have applied for membership and are registered with SNM as Class 2 Members from time to time.
 - ii. Class 2 Members shall exclude Masters Swim Clubs.
- b. Voting.
 - i. Class 2 Members shall be entitled to attend Members' Meetings but shall not be entitled to vote.
- c. Term. Each Associated Swim Club shall remain a Member with SNM, until it withdraws as a Member, or until its membership with SNM is suspended or terminated.

Section 3.04 Class 3 Members (Associated Organizations)

- a. Qualification.
 - i. Class 3 Members shall be Manitoba Swim Coaches Association, Manitoba Swim Officials Association and Masters Swimming Manitoba, provided such organizations have applied for membership and are registered with SNM as Class 3 Members from time to time.
- b. Voting.
 - i. Each Associated Organization may elect or appoint one delegate who shall be entitled to attend Members' Meetings. Each Class 3 Member shall promptly notify the Secretary of SNM of the name of such delegate.
 - ii. The delegate of a Class 3 Member is entitled to vote.
- c. Term. Each Associated Organization shall remain a Member with SNM, until it withdraws as a Member, or until its membership with SNM is suspended or terminated.

Section 3.05 Class 4 Members (Individuals)

a. Qualification.

Class 4 Members shall be

- i. Swimmers, including Masters swimmers, who have applied for membership and are registered with SNM as Class 4 Members
- ii. Coaches who are certified or “in-training status” by the Coaching Association of Canada under the National Coaching Certification Program who have applied for membership with SNM and are registered with SNM as Class 4 Members and who are registered with CSCTA as members in good standing.
- iii. Swim Officials who have attained SNC officials Level 1 or higher and who are registered with SNM as Class 4 members
- iv. Individuals who are or have been elected or appointed to the board of a swim club or the board of SNM.

b. Voting.

- i. Class 4 Members shall be entitled to attend Members’ Meetings but shall not be entitled to vote.

c. Term.

Each Class 4 member shall remain a Member, provided that he is registered with SNM, until he withdraws as a Member, or until his membership with SNM is suspended or terminated.

Section 3.06 Member in Good Standing

A member shall be deemed to be in good standing provided it has paid membership dues as prescribed by SNM and is not subject to a disciplinary investigation or action of SNM.

Section 3.07 Universal Recognition

- a. SNM and all its members shall recognize, honour, and uphold all sanctions imposed and endorsed by AFC; Canadian Centre for Ethics in Sport; Canadian Olympic Committee; Canadian Swim Coaches & Teachers Association; Coaching Association of Canada; FINA; other national, provincial and territorial sport organizations; National Officials Committee; SNC; Sport Canada; Sport Manitoba; and the World Anti-Doping Agency.
- b. SNM and all its members shall recognize, honour, and uphold all sanctions imposed and endorsed by a Class 1, 2 or 3 Member of SNM.

Section 3.08 Termination of Membership

- a. a Member may not terminate membership in SNM while in arrears on membership dues, or when the Member is the subject of a disciplinary investigation or action by SNM;
- b. a Member in good standing may terminate membership by delivering written notice of such termination to the Secretary of SNM, which termination shall take effect upon delivery;
- c. SNM may terminate a membership for failure to pay membership dues, or as a result of a disciplinary action, whereupon a resolution of the Board confirming such termination shall be passed;

- d. SNM may terminate a membership upon the death of the Member or when the Member ceases to be a legal entity in good standing, whereupon a resolution of the Board confirming such termination shall be passed;
- e. SNM may terminate a membership when a Coach ceases to be certified at the level prescribed by Section 3.05a(ii) by the Coaching Association of Canada under the National Coaching Certification Program, whereupon a resolution of the Board confirming such termination shall be passed.

ARTICLE 4: MEMBERS' MEETINGS

Section 4.01 Place of Meetings.

Members' Meetings shall be held in at a location in Manitoba as designated by the Board.

Section 4.02 Annual Meetings.

- a. The Annual Meeting shall be held annually at such time and on such day as shall be determined by the Board. At the Annual meeting, the most recent financial statements shall be reviewed, auditors shall be appointed and Directors shall be elected. All other transactions as may properly be brought before the Annual Meeting shall be done so.
- b. Notice of the time and place of each Annual Meeting shall be provided to all voting members, Directors and auditors of SNM as hereinafter described. Such notice shall state the general nature of the matters to be considered at the Annual Meeting. Notice shall be provided in writing, not fewer than thirty (30) days prior to the Annual Meeting. Notice shall be sent to the Voting Members at their last known address as indicated on the membership rolls at SNM. Subject to the provisions herein, all notice of Annual Meetings will indicate that Class 1 delegates shall be entitled to vote by proxy as described herein.

Section 4.03 Special Meetings.

- a. Unless otherwise provided in this Bylaw, Special Meetings of SNM may be called by the Board or by the written request to the Secretary of SNM of not less than seventy five percent (75%) of all Voting Members. Upon receipt of such written request, the Secretary of SNM shall forthwith call the Special Meeting in accordance with the provisions hereof.
- b. Notice of the time and place of each Special Meeting of SNM shall be provided to all Voting Members, Directors and auditors of SNM as hereinafter described. Such notice shall state the nature of the matters to be considered at the Special Meeting in sufficient detail to allow the Voting Members to form a reasoned judgment in respect of such matters and the notice shall include a draft copy of any resolution or Bylaw to be considered at such meeting. Notice shall be provided in writing, not fewer than fifteen (15) days prior to the Special Meeting. Notice shall be provided to the Voting Members at their last know address as indicated on the membership rolls at SMN. Subject to the provisions herein, all notice of Special Meetings will indicate that Class 1 delegates shall be entitled to vote by proxy as described herein.

Section 4.04 Meetings Without Notice

Members' Meetings may be held at any time and place without notice if all Class 1 delegates are present in person or represented by proxy at such meeting, or where all Voting Members waive in writing the right to notice of such a Members' Meeting.

Section 4.05 Invalidation of Proceedings.

The omission to give notice or the non-receipt of notice shall not invalidate any resolution, act or any proceedings taken at any Members' Meetings.

Section 4.06 Notices of Motion.

- a. Any Director, any Delegate, or the Board, through its Chair, may, in compliance with the notice provisions of this Section, propose, by way of motion to be considered at a Members' Meeting, an amendment to any Bylaw of SNM or adoption or discussion of any matter relevant to SNM. All motions to be considered at any Members' Meeting must be in writing and must be received by the Secretary of SNM at least thirty (30) days prior to the Annual Meeting or twenty-one (21) days prior to a Special Meeting. Such notices of motion shall be sent in writing by the Secretary to all Class 1 Members not less than fourteen (14) days prior to the Annual Meeting or Special Meeting.
- b. The Bylaws of SNM shall not be amended or rescinded except at the Annual Meeting or a Special Meeting.

Section 4.07 Chair of the Members' Meetings.

The President shall be the chair of any Members' Meeting. In his absence, the Officers and Directors of SNM shall delegate one of their number who shall act as chair of such Members' Meetings.

Section 4.08 Quorum

At all Members' Meetings, a quorum shall consist of fifty percent (50%) or more of the Class 1 delegates.

Section 4.09 Business of the Annual Meeting

The business of the Annual Meeting shall include, but not be limited to:

- a. Acceptance of Credentials
- b. Deposition of Proxies
- c. Appointment of Scrutineers
- d. Approval of the Minutes of the previous Annual Meeting
- e. Presentation of reports
- f. Approval of the Auditor's report and financial statements
- g. Ratification of the Actions of the Board
- h. Motions
- i. Election of Directors
- j. Appointment of an auditor
- k. Adjournment

Section 4.10 Voting.

- a. At every Members' Meeting, every question shall, unless otherwise required by the Bylaws of SNM, be determined by a simple majority of votes cast on the question.

- b. Voting shall be by show of hands, except in respect of elections, or in situations where a ballot is specifically requested by a Delegate.
- c. In the case of a tie, the chair presiding over the Members' Meeting shall have the deciding vote on any such matter.

ARTICLE 5: THE BOARD OF DIRECTORS

Section 5.01 General.

The board of Directors (Board) shall consist of seven (7) Directors. Once elected, Directors may not hold any elected, employment, or contract employment position(s) with a Class 1 or Class 2 Member.

Section 5.02 Powers.

Except as otherwise provided in the Bylaw, the Board has the powers of SNM and may delegate any of its powers, duties and functions. Without limit the generality of the foregoing:

- a. the Board may make policies, procedures and rules for managing the affairs of SNM;
- b. the Board may make policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
- c. the Board may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
- d. the Board may make policies, procedures and rules relating to the management of disputes within SNM and shall have authority to deal with all disputes accordingly;
- e. the Board may make policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of SNM and shall have the authority to manage these accordingly;
- f. the Board may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee;
- g. the Board may appoint or employ such persons as it deems necessary to carry out the work of SNM;

Section 5.03 Eligibility

Individuals who are not less than eighteen years of age, who have the power under law to contract, and who are a resident of Manitoba as that term is defined in the Income Tax Act (Canada) may be nominated for election as a Director. Employees or contract employees of SNM are not eligible to be nominated for election as a Director.

Section 5.04 Election

Candidates for election as a director shall be nominated according to the procedures established by the Executive Committee, and shall be elected by the Voting Members at the Annual Meeting.

Section 5.05 Term

All Directors shall serve terms of two (2) years. In the years ending in an even number, four (4) Directors shall be elected; in the years ending in an odd number, three (3) Directors shall be elected. Directors may serve more than one term.

Section 5.06 Vacancy

Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as a Director is elected in accordance with these Bylaws.

Section 5.07 Resignation

A director may resign from the Board at any time by presenting his notice of resignation to the Board. The resignation shall become effective the date on which the request is accepted by the Board.

Section 5.08 Discipline

If a Director resigns when he is subject to a disciplinary investigation or action by SNM, such investigation or action shall continue to its conclusion notwithstanding that the Director has resigned.

Section 5.09 Removal

A Director may be removed by Special Resolution of the Members at a Special meeting, provided that the Director has been given notice of the Special Meeting and the opportunity to be present and to be heard at the Special Meeting. The office of a Director shall be vacated automatically if the Director, without reasonable excuse, fails to attend three (3) consecutive meetings of the Board, or four (4) meetings in a twelve month period.

ARTICLE 6: MEETINGS OF THE BOARD OF DIRECTORS

Section 6.01 Quorum

At any meeting of the board of Directors, quorum shall consist of the majority of Directors holding office.

Section 6.02 Frequency of Meetings

The board shall meet no fewer than six (6) times in each financial year of SNM, which meetings shall be held at a time to be determined by the Board.

Section 6.03 Notice

Notice of the time and place of each Board Meeting shall be provided verbally or in writing by the President at least fourteen (14) days prior to the date of the Board meeting. In urgent situations and at the sole discretion of the President, a Board meeting may be called with three (3) hours notice.

Section 6.04 Votes

Subject to Section 6.07 herein, every Director in attendance at or participating in each Board Meeting of SNM shall have one vote.

Section 6.05 Place of Meetings

Board Meetings shall be held at the office of SNM or elsewhere as the Board may determine. Upon the consent of all Directors, any Board meeting of SNM may be conducted by telephone or any other communication facility that would permit all participating Directors to hear each other simultaneously. The minutes of each meeting shall be recorded by the Secretary or designate.

Section 6.06 Chair of the Board

The President of SNM, or in his absence, a Director delegated by the Board, shall preside as chair over all Board Meetings.

Section 6.07 Votes to Govern

At all Board Meetings of SNM, every question shall be decided by a majority of votes cast unless otherwise specified herein. The Chair of the meeting shall not vote. In the event of a tie, the Chair shall declare the question has not been decided and shall set a date for further deliberation and decision on the matter. After further deliberation, if the vote remains tied, the question shall be defeated.

Section 6.08 No Proxies

Directors may not at any time appoint a proxy to represent him at Board Meetings of SNM.

Section 6.09 Remuneration

Directors shall not receive any remuneration or any profit from their position as Directors either directly or indirectly, other than reimbursements for reasonable disbursements, disbursements for traveling, and other expenses reasonably incurred in discharging their office as Director.

Section 6.10 Executive Director

The Executive Director shall attend and participate in all Board Meetings of SNM but shall not be authorized to vote thereat.

ARTICLE 7: OFFICERS

Section 7.01 Officers

The Officers of SNM shall be:

- a. the President
- b. the Treasurer
- c. the Secretary
- d. the Executive Director.

Section 7.02 Manner of Election or Appointment

The Board shall within thirty (30) days after the Annual Meeting elect a President, Treasurer and Secretary of SNM. The position of Executive Director shall be filled consequent to a contract of employment upon such terms and conditions as the Board may approve. The President, Treasurer and Secretary must be Directors. No Director shall hold more than one position as an Officer.

Section 7.03 Term

All officers of SNM, except the Executive Director, shall hold office for a term of one year. No officer may hold the same officer's position for more than four (4) consecutive terms.

Section 7.04 Vacancy

Except in the case of the Executive Director, where the position of an Officer becomes vacant for whatever reason, the Board may appoint a qualified candidate to fill the vacancy for the remainder of the officer's term.

Section 7.05 Removal

Except in the case of the Executive Director, an Officer may be removed by Special Resolution of the Directors at a board meeting, provided that the Officer has been given notice of and the opportunity to be present and to speak at the board meeting.

Section 7.06 President

- a. The President shall preside as chair over Annual meetings, Special Meetings, Board Meetings and meetings of the Executive Committee. The President shall, subject to the powers and duties of the Board, oversee the general management of SNM, and shall have such other powers and duties as may from time to time be delegated to the President by the Board.
- b. In the absence or disability of the President, the Board shall delegate the powers and duties of the President to another Director.

Section 7.07 Treasurer

The Treasurer shall:

- a. provide direction to the Board and the Executive Director on the management and reporting of the financial affairs of SNM;
- b. have such other powers and duties as may from time to time be delegated to him by the Board.
- c. preside as chair of the Finance & Operations Committee.

Section 7.08 Secretary

The Secretary shall:

- a. cause to be recorded minutes of all Board Meetings, Annual Meetings and Special Meetings;
- b. cause to be issued, when so instructed, notices to Directors and Members
- c. oversee the custody of the corporate records and corporate seal of SNM
- d. perform such other duties as may from time to time be delegated to the Secretary by the Board.

Section 7.9 Executive Director

Subject to the powers and duties given by the Board, the Executive Director shall manage the day-to-day operations of SNM.

Section 7.10 Remuneration

The President, Treasurer and Secretary shall not receive any remuneration or any profit from their position as such either directly or indirectly other than reimbursement for reasonable disbursements, disbursements for travelling, and other expenses reasonably incurred in discharging their office as President, Treasurer or Secretary.

Section 7.11 Idem.

The Executive Director shall receive remuneration as determined by the Board.

Section 7.12 No Proxies

No Officer of SNM may appoint a proxy to represent him at meetings, which he attends in his capacity as an Officer of SNM.

ARTICLE 8: LIABILITY OF DIRECTORS AND OFFICERS

Section 8.01 Limitation of Liability

No director or Officer of SNM shall be liable for the acts or omissions of any other Director or Officer or employee of SNM or for any loss, damage, ore expense suffered by SNM through the insufficiency or deficiency of title to any property acquired by order of the Board, or in respect of any deficiency of any security in or upon which any monies of SNM shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of SNM shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any loss or damage which may occur in the execution of the duties of his office in relation thereto or in respect of any other act or omission of a Director in his capacity as such causing loss, damage or expense, unless the same shall happen through his own willful neglect or default.

Section 8.02 Indemnity

Every Director and Officer of SNC and their heirs, executors, administrators and estates, shall from time to time and at all times be indemnified and saved harmless by SNM from and against all cost, charges and expenses that such Director or Officer sustains or incurs by way of action, suit, or proceeding commenced against him or in respect of any acts, deeds, matters or things whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs or charges or expenses which are occasioned by his own willful neglect or default.

ARTICLE 9: CONFLICT OF INTEREST

Section 9.01 Disclosure

A Director, Officer or member of a committee who has an interest in a proposed contract or transaction with SNM shall:

- a. disclose fully and promptly the nature and extent of such interest to the Board;
- b. refrain from voting or speaking in debate on such contract or transaction;
- c. refrain from influencing the decision on such contract or transaction.

ARTICLE 10: COMMITTEES

Section 10.01 Committees of the Board

The Board may establish such committees as it deems necessary for managing the affairs of SNM.

Section 10.02 Terms of Reference

The Board shall establish terms of reference and operating procedures for committees, and may delegate any of its powers, duties and functions to any committee.

Section 10.03 Appointment and Removal

The Board may appoint any individual to any committee and may remove any member of any committee.

Section 10.04 Vacancy

When a vacancy occurs on any committee the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term

ARTICLE 11: AUDITORS

Section 11.01 Appointment and Remuneration

At each Annual Meeting, the Members shall appoint an auditor to audit the accounts of SNM and to hold office until the next Annual Meeting, provided that the Directors may fill any vacancy in the office of the auditor. The remuneration of the auditor shall be approved by the Board.

ARTICLE 12: FINANCIAL YEAR

Section 12.01 Determination

The financial year of SNM shall end on March 31 of each year.

ARTICLE 13: CONTRACTS

Section 13.01 Execution of Instruments

Contracts, agreement, deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, document, reports, or any other instruments in writing to be executed by SNM shall be executed by the Executive Director and a Director, Officer or other individual, as designated by the Board. In addition, the Board of Directors may from time to time direct a manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.

Section 13.02 Power to Borrow

The Board may from time to time authorize, by resolution of the Board, the borrowing of money upon the credit of SNM.

ARTICLE 14: AMENDMENT OF BYLAWS

Section 14.01 Approval

The Bylaws of SNM may only be amended, revised, repealed or added to by a Special Resolution at an Annual Meeting or Special meeting, for which proper notice has been given. Changes must be approved by two thirds of the voting members in attendance at the meeting. The notice of such a meeting must include the details of the proposed changes to the Bylaws.

First enacted July 7, 1970
Revised November 8, 1979
June 9, 1983
June 3, 1990
May 9, 1993
June 4, 1994
June 25, 1995
August 23, 2000
June 2, 2002
Proposed 2010