

Swiss Club Toronto – Proposed By-Law Changes for April 23, 2025



BY-LAWS

Proposed Changes April 23, 2025

These proposed By-Law updates are proposed for approval at the AGM on April 23, 2025 by Philippe Moser, Interim-President of the Swiss Club Toronto.

Current By-Law – Chapter 2, Art 10, Subsection D:

Amendments to the by-laws. Notice of any amendment to the by-laws shall be given to the members in writing at least thirty days prior to the meeting. Amendments to the by-laws shall require a two-thirds majority by the members voting in person or by proxy as defined in Art. 8

By-Law Proposed change document was made available to All Active Members on April 1, 2025; therefore, seeking a two thirds approval to move forward with these proposed changes despite being under the 30 day required notice.

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Current By-Law – Chapter 3, Art 2:

Candidates for any office of the Board of Directors must have been members of the Club for at least six months prior to their election, except for the President for whom a membership for at least one year is required. The President of the Club must be of Swiss origin.

Proposed By-Law – Chapter 3, Art 2:

Candidates for any office of the Board of Directors must have been members of the Club for at least three (3) months prior to their election, except for the Vice President, who requires 6 months of membership & the President for whom a membership for at least one year is required. The President of the Club must be of Swiss origin.

Current By-Law – Chapter 3, Art 7:

Six members of the Board of Directors shall constitute a quorum. Questions shall be decided by a majority of votes cast. In case of an equality of votes the chairman of the meeting in addition to his original vote shall have a second or casting vote.

Proposed By-Law – Chapter 3, Art 7:

Four members of the Board of Directors shall constitute a quorum, including at minimum one of the President, Vice President and/or Treasurer. Questions shall be decided by a majority of votes cast. In case of an equality of votes the chairman of the meeting in addition to his or her original vote shall have a second or casting vote.

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Current By-Law – N/A:

N/A

Proposed By-Law – Chapter 3, Art 14 & 15 (New):

Art 14 The Board shall ensure that the organization:

- Promotes accessibility across all activities and programs.
- Ensures compliance with the Accessibility for Ontarians with Disabilities Act (AODA) and related regulations.
- Adopts policies and practices that comply with AODA's accessibility standards, including customer service, employment, transportation, information, and communications.

Art 15 Board members shall review AODA requirements and compliance, including understanding disabilities, accessibility barriers, and how to support individuals with disabilities in the organization's programs and services.

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Current By-Law – Chapter 5 - Abrogated

N/A

Proposed By-Law – Chapter 5, Art 1 & 2 & 3 (New):

Article 1 - Accessibility Policy - The club shall develop, implement, and maintain an Accessibility Policy to ensure compliance with the AODA. The policy shall outline the commitment of the club to providing accessible services and facilities and detail how the organization will meet accessibility standards.

Article 2 - Accessibility Plan - The club shall maintain an Accessibility Plan that identifies current barriers, outlines goals, and specifies actions to achieve full accessibility. The plan shall be reviewed and updated at least once every 2 years and will be made available to the public, as required by the AODA.

Article 3 - Accessibility Plan - The club shall maintain Schedule D as the Swiss Club Toronto Accessibility Policy & Plan.

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Swiss Club Toronto: AODA Compliance Policy and Plan (Schedule D)

1. Introduction

The Swiss Club Toronto (the "Club") is committed to fostering an inclusive environment that values diversity and accessibility for all individuals, including those with disabilities. As part of its commitment, the Club will adhere to the requirements set forth under the **Accessibility for Ontarians with Disabilities Act (AODA)**, which aims to remove barriers for individuals with disabilities and ensure that Ontario is accessible by 2025.

This **AODA Compliance Policy and Plan** outlines the Club's approach to meeting the AODA standards, ensuring that its services, activities, and facilities are accessible to all members, guests, and visitors.

2. AODA Compliance Policy

The Swiss Club Toronto is dedicated to:

- **Accessibility:** Ensuring equal access to all Club services, programs, and events for people with disabilities.
 - **Inclusivity:** Cultivating an inclusive and welcoming environment where all individuals, regardless of ability, feel valued and respected.
 - **Commitment to Continuous Improvement:** Regularly evaluating and improving the accessibility of Club operations and facilities.
 - **Legal Compliance:** Adhering to all applicable standards outlined under AODA, including the Customer Service Standard, Integrated Accessibility Standard, and Employment Standard.
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3. Accessibility Standards

The AODA sets out a number of standards to guide organizations in improving accessibility. The Club will comply with the following key standards:

- **Customer Service Standard:** Ensuring that all interactions with the Club (whether in person, by phone, or online) are accessible to people with disabilities.
 - **Information and Communications Standard:** Making sure that information is available in accessible formats upon request.
 - **Transportation Standard:** If applicable, ensuring that transportation services provided by the Club are accessible to people with disabilities.
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4. Action Plan

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The Club's **AODA Compliance Action Plan** will ensure that the Club meets the accessibility requirements over the next 5 years (with ongoing reviews). The action plan includes specific initiatives for each of the AODA standards.

4.1 Customer Service Standard

- **Training:** All Board members and volunteers will review AODA customer service training available publicly online by June 30, 2025. Training will include topics such as understanding disability, providing accessible customer service, and how to assist people with various disabilities.
- **Feedback Mechanism:** The Club will maintain a process for members, guests, and visitors to provide feedback on the accessibility of services. Feedback can be submitted via email, phone, or a physical feedback form. All feedback will be reviewed, and the Club will take appropriate action as necessary.

4.2 Information and Communications Standard

- **Accessible Formats:** The Club will ensure that all public documents, including newsletters, event flyers, and website content, are available in accessible formats upon request.
- **Website Accessibility:** The Club will work to ensure that its website is compliant with WCAG (Web Content Accessibility Guidelines) 2.0 AA standards. This includes ensuring that all online content (text, images, forms) is accessible to people using screen readers or other assistive technologies.

4.3 Volunteer Employment Standard

- **Recruitment:** Postings will include a statement that accommodations are available for applicants with disabilities. The Club will ensure that the interview process is accessible and that any necessary accommodations are provided.
- **Ongoing Accessibility Awareness:** The Club will continue to provide ongoing accessibility training to all employees and volunteers to foster a culture of inclusion and respect.

4.4 Built Environment Standard – Club Utilized Facilities

- **Facility Accessibility:** The Club will regularly assess that any physical premises used for Club events will ensure compliance with the **AODA's Built Environment Standard**. This includes ensuring that entrances, washrooms, ramps, parking spaces, and other common areas are accessible to people with mobility impairments.
- **Signage and Wayfinding:** Clear signage will be provided to guide individuals with disabilities throughout any facility utilized by the Club. Accessible pathways will be marked, and signs will be readable in large fonts, with high contrast and tactile indicators where applicable.

4.5 Transportation Standard

- **Accessible Transportation:** If the Club offers transportation services (e.g., for group events), those services will be accessible to people with disabilities. This includes ensuring that vehicles are equipped with necessary accommodations, such as wheelchair ramps and priority seating.

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5. Accessibility Plan Implementation and Timeline

The following timeline outlines key milestones and actions for achieving full AODA compliance:

Action	Target Date	Responsibility
Conduct accessibility audit of current practices	January 1, 2025	President
Complete online publicly accessible AODA training to Board of Directors	June 30, 2025	President
Ensure website complies with WCAG 2.0 AA	December 31, 2025	IT Director
Review facilities for accessibility and implement required changes	Ongoing	Board of Directors

6. Ongoing Monitoring and Review

- **Annual Review:** The Club will review this AODA Compliance Policy and Plan annually to ensure continued compliance with AODA standards and to identify areas for further improvement.
- **Continuous Feedback:** The Club will monitor and assess the effectiveness of accessibility practices through feedback from members, staff, and volunteers, and will update policies and procedures as needed.

7. Contact Information

For more information on accessibility or to request accessible formats of any Club materials, please contact any member of the Board of Directors.

This **AODA Compliance Policy and Plan** is effective as of April 23, 2025 and is subject to review and updates as necessary to ensure the Club meets the evolving needs of its members and adheres to the latest AODA requirements.

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Current By-Law – Chapter 3, Art 4:

No member of the Board of Directors shall gain any personal or financial advantage by virtue of his honorary office.

Proposed By-Law – Chapter 3, Art 7:

No member of the Board of Directors shall gain any personal or financial advantage by virtue of his or her honorary office. All members of the Board of Directors shall abide by the “Not for Profit Conflict of Interest Policy” which will be henceforth referred to as Schedule C to By-Laws.

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Schedule C – Not for Profit Conflict of Interest Policy

Organization name: SWISS CLUB TORONTO ("Organization")

Date of update: April 23, 2025

Article I - INTRODUCTION

The Organization is committed to the highest standards of ethical conduct in its activities and expects its directors, officers and employees to do the same. The Board of Directors (the "Board", the "Directors" or, in the singular, the "Director") of the Organization has adopted this Non-Profit Conflict of Interest Policy (the "Policy") to ensure that the Organization remains true to its charitable purpose.

Article II - PURPOSE

The objective of this policy is to protect the interests of the Organization when considering a transaction that could privately benefit a member of the board of directors, and to avoid any transaction that would result in excessive profit.

This policy is also intended to ensure that the Organization continues to operate in accordance with its tax-exempt purpose.

Article III - DUTY OF LOYALTY

Members of the Board of directors, including the President, Vice President, Treasurer, Secretary and others as appointed in accordance with the Swiss Club of Toronto By-Laws, owe a duty of loyalty to the Organization. This duty of loyalty requires interested parties to avoid using their position in the Organization for personal advantage or gain. Interested parties must also avoid any action, including voting, where appropriate, where the personal interest of the interested party, including its financial interest, might conflict with the interests of the Organization.

Article IV - DEFINITIONS

1. Conflict of Interest: A conflict of interest exists when an interested party has an interest in a matter concerning the Organization that is in direct or indirect conflict with the interests of the Organization. Specifically, conflicts of interest may arise when interested parties have competing financial interests or opposing personal relationships with the Organization (referred to as "direct conflicts of interest"), or are related to a person with a competing financial interest or opposing personal relationship (referred to as "indirect conflicts of interest"). The interested party may be related by blood, marriage or business affiliation. Conflicts of interest may also arise where an interested party has decision-making authority in an entity that may be involved in a business relationship or financial transaction with the Organization.

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The following examples of potential conflicts of interest should be considered illustrative, but not exhaustive:

- a. Where an interested party is likely to derive a personal financial benefit from a transaction in which the Organization may be involved;
- b. Where an interested party has an interest, including through an investment, in another entity with which the Organization intends to deal or do business;
- c. Where an interested party enters into or maintains an agreement to be indemnified by the Organization (for the purposes of this clause, Directors who are also employees of the Organization may be in conflict in certain situations, such as voting on indemnification);
- d. Where an interested party joins or establishes a competing Organization;
- e. Where an interested party or an entity in which an interested party has an interest competes with the Organization in a purchase, sale, offer of contract or any other interest or service;
- f. Where an interested party uses confidential information belonging to the Organization for any reason unrelated to its work for the Organization, such as for personal gain or for the benefit of another entity;
- g. Where an interested party uses the resources of the Organization for any competing interest; or
- h. Where an interested party participates in decision-making or negotiations for the Organization in a matter in which the interested party, a person related to the interested party or an entity in which the interested party has an interest is also involved.

2. Potential Conflict of Interest: A potential conflict of interest occurs when an interested party acknowledges that a conflict of interest may occur if no action for improvement is taken. Potential conflicts of interest do not always result in actual conflicts of interest. Interested parties who have a potential conflict of interest should follow the procedures outlined in the "Disclosure of Conflicts" section below. The Organization seeks to avoid any appearance of impropriety, as even potential conflicts of interest can damage the reputation of the Organization. Therefore, all potential conflicts of interest must be treated with care and disclosed in accordance with the procedures described herein.

Article V - DISCLOSURE OF CONFLICT

1. Disclosure: Any person who suspects that a conflict of interest or potential conflict of interest may arise with respect to any activity is required to disclose the conflict or potential conflict to the Organization as soon as possible so that the situation can be assessed. Interested parties should not unilaterally assess conflicts. Interested parties shall disclose at least the following details to the Board, but in any event sufficient information to provide the Organization with a clear understanding of the potential conflict:

- a. All material facts;

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- b. Any potential or existing financial interest;
 - c. Any potential or existing competing interest (even if not financial);
 - d. Any personal or potential transaction.
2. Disclosure of Conflicts of Others: If an individual becomes aware of a potential conflict of interest involving another party, he or she must immediately report it to the Board of Directors.
3. Party to Disclose: Disclosure may be made to the Chair of the Board of Directors or the full Board of Directors.
4. Disqualification: Interested parties must also inform the Organization when they intend not to attend a Board or committee meeting because they believe the Board or committee will vote or act on a matter in which the interested party may have a conflict of interest.

Article VI - PROCEDURES IN CASE OF CONFLICT

1. Interested parties shall disclose potential conflicts of interest to the Board of Directors as soon as possible after becoming aware of the potential conflict, as described above. Interested parties are also required to complete an annual disclosure form to describe any outstanding interests that may create a conflict.
2. Assessment: Upon a potential conflict or disclosure of conflict from an interested party, the Board may request follow-up discussions or additional information. At this stage, the Organization will decide whether an actual conflict exists and whether it is a conflict of financial interest, material competition, transactions with third parties, or any other type of conflict. The interested party will be excluded from any discussion or vote regarding the conflict. The Organization may fully determine the matter in a vote or may refer the matter to a specialized committee for further investigation. The assessment of conflicts will be made on a case-by-case basis.
3. Factors to Consider: The Board may consider any factors it wishes in determining the existence of a conflict. Some of the factors to be considered may include:
- a. Whether the financial interest of the interested party is minimal, relative to the transaction;
 - b. The degree of involvement of the interested party in the other entity involved in a transaction with the Organization;
 - c. The extent to which the interested party could personally benefit from the transaction or relationship in question.
4. Determination of Self-Dealing: If the Board of Directors or the Committee determines that there is an actual conflict, it shall also determine whether a self-dealing transaction is involved. If so, the Board of Directors must approve the transaction by a majority. For transactions involving sophisticated parties and/or professionals, a larger vote is required to approve the transaction, such

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that at least two-thirds of the Board approves.^a The approval of the compensation of a director acting in his or her capacity as a director or officer is not considered a related party transaction.

5. Determination of Transactional Conflict of Interest: If the Board of Directors or the Committee determines that there is a real conflict involving a financial transaction or arrangement, but it is not a related party transaction, the Board of Directors will consider other scenarios that would not present a conflict. If the Board determines that an appropriate alternative exists, the Organization will pursue that course of action. If an appropriate alternative does not exist, the Board shall determine whether the course of action originally proposed is in the best interest of the nd

6. Determination of Other Conflict: In any other scenario where the Board or Committee determines that a conflict exists, the Board or Committee shall recommend a reasonable and appropriate course of action to protect the Organization by ensuring the best course of action in the circumstances.

Article VII - POLICY VIOLATIONS

If an interested party fails to disclose a potential or actual conflict, the Board of Directors will first request an explanation from the interested party. The Organization may then take appropriate action, including possible removal from office or from the Board of Directors.

Article VIII - FILES

The Board of Directors or the appropriate committee shall keep all records of discussions and votes regarding any actual or potential conflicts. The records shall specifically include:

- a. The name(s) of the interested parties;
- b. The manner in which the conflict was brought to the attention of the Board of Directors (whether disclosed or discovered);
- c. The nature of the potential conflict, including the financial interest involved;
- d. The actions of the Board of Directors or the Committee with respect to the fact-finding and investigation of the conflict or potential conflict;
- e. The discussion, decision and vote of the Board of Directors or the Committee;
- f. The names of all parties present at any discussion or vote.

Article IX - WITHDRAWAL OF VOTE ON COMPENSATION

No member of the Board of Directors remunerated for services rendered to the Organization may vote on his or her own remuneration.

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Article X - ANNUAL REPORTS

All persons required to comply with this policy must sign a declaration each year that they have received a copy of the policy, that they have read and understand the policy, that they agree to comply with the policy, and that they understand that the Organization's continued charitable activities and exemption from federal income tax are dependent on the activities that support its charitable purpose.

Any person who believes they have an ongoing relationship or interest that may present a conflict must also make an annual declaration, as described above, and is responsible for updating this declaration in the event of a material change.

Article XI - REVISIONS

The Organization will periodically review certain topics to maintain alignment with its charitable objectives. The review will include at least:

- a. Compensation and benefit arrangements to ensure that they are reasonable and formalized through arm's length negotiations;
- b. Transactional arrangements, including partnerships or joint ventures, to ensure that they are consistent with the policies of the Organization and do not confer a private benefit on any party or result in an undue profit transaction; and
- c. Review of the remuneration of the President and the Chief Financial Officer of the Organization.

The Organization may engage external advisors to conduct the above reviews, but the ultimate responsibility for such reviews rests with the Organization.

This Policy shall comply with all statutory law and legal requirements applicable to non-profit and charitable organizations. Any part of this Policy not in compliance with legislation shall be deemed severed from this Policy and the law, as may be applicable, shall supersede.

Certification: Philippe Moser, as President of SWISS CLUB TORONTO and Alexia Moser, as Secretary, certify that this is a true copy of the Organization's Conflict of Interest Policy and that this policy was adopted by the Board of Directors on April 23, 2024.

President's signature: _____

Secretary's signature: _____

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ANNUAL CONFLICT OF INTEREST FORM

The undersigned, as acknowledged _____ (director, officer, manager, committee member or key employee) of SWISS CLUB TORONTO:

1. That he or she has received a copy of the Organization's conflict of interest policy;
2. That he or she has read and understood the policy;
3. That he or she has agreed to comply with the policy;
4. He or she understands that the Organization's continued charitable activities and exemption from federal income tax depend on the fact that it undertakes activities that primarily support its charitable purpose; and
5. The following ongoing relationships and interests may present a conflict of interest (please describe - if not applicable, write "N/A" or leave blank):

Signature: _____

Name: _____

Title : _____

Date : _____