

Bylaws of Delta Sungod Swim Club

PART 1 - DEFINITIONS

1.1 In these Bylaws:

- a) "Society" means the Delta Sungod Swim Club;
- b) "Board" means the directors of the Society;
- c) "Member" means junior, senior, or honorary member of the Society;
- d) "Registered address" of a member means his address as recorded in the register of members;
- e) "Societies Act" means the Societies Act of British Columbia as amended from time to time;
- f) "Ordinary resolution" means a resolution passed by a majority of 50% of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the special resolution has been given;
- g) "Special resolution" means a resolution passed by a majority of 75% of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the special resolution has been given;
- h) "Bylaws" means these Bylaws as altered from time to time.

1.2 The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Words importing the singular include the plural and vice versa; and words importing a male person include female person.

1.4 If there is a conflict between these Bylaws and the Societies Act or the regulations under the Societies Act, the Societies Act or the regulations, as the case may be, prevail.

1.5 Ruling on Bylaws – Except as provided in the Societies Act, the Board will have the authority to interpret any provision of these bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the vision, mission and core values of the Society.

PART 2 - MEMBERSHIP

2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have either become members, in accordance with these Bylaws and, in either case, have not ceased to be members.

2.2 Any person, pursuant to Bylaw 2.3, may become a member of the Society upon his complying with and subject to the provisions of the Bylaws of the Society and upon payment of the appropriate membership fees.

- 2.3 There shall be three classes of members, as follows:
- a) Junior: shall be those members 18 years of age and under who participate in the aquatic activities of the Society. They shall not be entitled to vote.
 - b) Senior: shall be those members 19 years of age or older who participate in the aquatic activities of the Society, or who have children or wards who are members of the Society, or who have been admitted to membership pursuant to Bylaw 2.4 (2). They shall be entitled to vote and are entitled to one vote per family.
 - c) Honorary: shall be persons who have made an outstanding contribution to the welfare of the Society. They shall be elected as Honorary Members by a majority vote of the Board. Honorary Members may be drawn from the community. They shall not be entitled to vote or to hold office.
- 2.4 (1) The formalities of application for membership, the amounts of fees, dues, and assessments for respective classes of members, the time for payment of fees, dues, and assessments, and the privileges from time to time incidental to membership of various classes shall, from time to time, be determined by the Board.
- (2) An applicant for membership 19 years of age or older who is not registering as an active swimmer with the Society and who does not have children or wards who are members of the Society, must be nominated for membership in the Society by a director and approved by a 3/4 majority of the directors then in office.
- 2.5 The refund of any fees, dues, and assessments or other revenues collected from members shall be in the sole and absolute discretion of the Board.
- 2.6 Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.7 A person shall cease to be a member of the Society
- a) by delivering his resignation in written or electronic format to the Society or by mailing or delivering it to the address of the Society;
 - b) on his death;
 - c) on being expelled; or
 - d) on having been a member not in good standing for 3 consecutive months.
- 2.8 A member may be suspended or expelled for action contrary to the Constitution and Bylaws of the Society by a 3/4 vote of the Board. No such vote shall be taken until the member who is the subject of the proposed expulsion has been notified of the reason or reasons for the proposed expulsion and afforded an opportunity to be heard by the Board.
- 2.9 A member who fails to pay his fees, dues, assessments, or any other debt due and owing by him to the Society within 30 days of the date when due is not in good standing, and he is not in good standing so long as the debt remains unpaid. Such member shall be subject to suspension at the discretion of the Board.

- 2.10 A member who is suspended for non-payment of fees, dues, assessments, or any other debt due and owing by him to the Society may be reinstated by paying the monies due and owing and the prescribed fee(s).

PART 3 - MEETINGS OF MEMBERS

- 3.1 A general meeting must be held at the time and place the Board determines.
- 3.2 (1) A minimum of 14 days written notice of a general meeting shall be given to members of the Society entitled to receive notice of a general meeting,
- (2) Notice of a general meeting may be given to members of the Society by written or electronic notice.
- 3.3 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.4 The Board may, when they think fit, convene an extraordinary general meeting.
- 3.5 An extraordinary general meeting may be called by members upon requisition in writing by not less than 10% of the voting members. Such requisition must state the object of the meeting, must be signed by the members calling for the meeting, and be delivered to the registered address of the Society.
- 3.6 The Board shall convene the extraordinary general meeting within 21 days of delivery of the requisition.
- 3.7 (1) Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.8 The first annual general meeting of the Society shall be held not more than 12 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is
- a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - b) all business at an annual general meeting, except,

- I) the adoption of rules of order;
- II) the consideration of the financial statements;
- III) the consideration of the reports, if any, of the directors or auditor;
- IV) the election or appointment of directors;
- V) the appointment of the auditor, if required;
- VI) the other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business arising out of a report of the directors not requiring the passing of a special resolution.

4.2 (1) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is the lesser of 10% of the members entitled to vote, or 7 members entitled to vote.

4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present,

- a) the meeting, if convened on the requisition of members, shall be terminated;
- b) in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.4 The president of the Society, the vice-president or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.

4.5 If at a general meeting;

- a) there is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting; or
- b) the president and all the other directors present are unwilling to act as a chair, the voting members who are present must elect an individual present at the meeting to preside as the chair.

4.6 (1) The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

(2) It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

4.7 The order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the last general meeting;
- e) deal with unfinished business from the last general meeting;
- f) if the meeting is an annual general meeting,
 - I) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - II) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - III) elect or appoint directors, and
 - IV) appoint an auditor, if any;
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

4.8 (1) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

4.9 (1) At any general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

(2) A member that is not in good standing shall not vote for directors or at any general meeting.

(3) The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

(4) Voting by proxy is not permitted.

- 4.10 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 5 - DIRECTORS AND OFFICERS

- 5.1 The Board shall manage, or supervise the management of, the affairs and business of the Society.
- 5.2 (1) The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
- a) all laws affecting the Society;
 - b) these Bylaws; and
 - c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 (1) Every director must be a senior member of the Society.
- (2) The number of directors shall be not less than 5 nor more than 10 but may be increased or reduced from time to time in general meeting provided that the number shall never be less than 5.
- (3) The first Board of the Society may appoint a member as a director to hold office until the first annual general meeting of the Society, provided that the total number of the directors of the Society shall not exceed 10.
- 5.4 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the directors.
- 5.5 (1) The members in general meeting may determine the length of the term of office of any director to be elected, provided that the term of office shall not extend beyond the date of the annual general meeting held in the second year following the year of his election, except in the case of the director acting as Treasurer, the term of which can extend beyond the second year. The term of this director must still be determined at each annual general meeting.

(2) Directors shall retire from office at the expiration of the term of office to which they were elected, or, if no such term is expressly provided at each annual general meeting, when their successors shall be elected.

(3) An election may be by acclamation; otherwise it shall be by ballot.

(4) If no successor is elected the person previously elected or appointed continues to hold office.

5.6 The Board shall from time to time, elect or appoint from their number a president, vice-president, secretary, and treasurer and such other officers, if any, as the Board shall determine and the Board may, at any time, terminate any such appointment.

5.7 (1) The Board may at any time and from time to time appoint a member as a director to fill a vacancy in the Board.

(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society but is eligible for re-election at the meeting.

5.8 (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

(2) No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of directors in office.

5.9 The members may by special resolution remove a director before the expiration of his term of office and may elect a successor to complete the term of office.

5.10 No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

6.1 A Board meeting may be called by the president or by any 2 other directors.

6.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

6.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

6.4 (1) The directors may regulate their meetings and proceedings as they think fit.

(2) The quorum for the transaction of business at a directors' meeting is a majority of the directors.

(3) The president shall be chair of all meetings of the directors, but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the vice-president shall act as chair; but if neither is present the directors present may choose one of their number to be chair at that meeting.

6.5 (1) The Board may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.

6.6 A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.

6.7 The members of a committee may meet and adjourn as they think proper.

6.8 For a first meeting of the Board held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if quorum of the Board is present.

6.9 (1) Questions arising at a meeting of the Board or committee of the Board shall be decided by a majority of votes.

(2) In case of an equality of votes the chair shall have a second or casting vote.

6.10 No resolution proposed at a meeting of the Board or committee of the Board need be seconded and the chair of a meeting may move or propose a resolution.

6.11 A resolution in written or electronic format, signed by all the directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.

PART 7 - DUTIES OF OFFICERS

7.1 The president is the chair of the Board, is responsible for supervising the other directors in the execution of their duties, and presides at all meetings of the Society and of the Board.

7.2 The vice-president is the vice-chair of the Board, assists the president, and is responsible for carrying out the duties of the president if the president is unable to act.

- 7.3 The secretary is responsible for
- a) issuing notices of general meetings and directors' meetings;
 - b) taking minutes of general meetings and directors' meetings;
 - c) keeping the records of the Society in accordance with the Act, except those required to be kept by the Treasurer;
 - d) conducting the correspondence of the Board;
 - e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- 7.4 The treasurer is responsible for doing, or making the necessary arrangements for, the following
- a) receiving and banking monies collected from the members or other sources;
 - b) keeping accounting records in respect of the Society's financial transactions;
 - c) preparing the Society's financial statements;
 - d) making the Society's filings respecting taxes.
- 7.5 (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- (2) When a secretary-treasurer holds office the total number of directors shall not contravene Bylaw 5.3(2).
- 7.6 In the absence of the Secretary from a meeting, the directors present shall appoint another person to act as Secretary at that meeting.
- 7.7 A contract or other record to be signed by the Society must be signed on behalf of the Society
- a) by the president, together with one other director,
 - b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 - FUNDS

- 8.1 (1) All dues and fees and other monies shall be received in the name of and on behalf of the DELTA SUNGOD SWIM CLUB and shall be deposited forthwith by the treasurer in a chartered bank or credit union or trust company to the credit of the Society.
- (2) All projects for fundraising or solicitations of goods shall have prior approval and authorization of the Board.

PART 9 - BORROWING

- 9.1 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 9.2 No debenture shall be issued without the sanction of a special resolution.
- 9.3 The members may by special resolution restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

PART 10 - AUDITOR

- 10.1 This part applies only where the Society is required or has resolved to have an auditor.
- 10.2 The first auditor shall be appointed by the Board who shall also fill all vacancies occurring in the office of the auditor.
- 10.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor shall be promptly informed in writing of appointment or removal.
- 10.6 No director and no employee of the Society shall be auditor.
- 10.7 The auditor may attend general meetings.

PART 11 - NOTICES TO MEMBERS

- 11.1 A notice may be given to a member, either written or electronic format, or, in the case of notice of a general meeting, in the manner provided by Bylaw 3.2 (2).
 - 11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and is proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
 - 11.3 (1) Notice of a general meeting shall be given to
 - a) every member shown on the register of members on the day notice is given; and
 - b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

PART 12 - INSPECTION OF RECORDS

- 12.1 All books and records of the Society, except the accounting records and records of Board proceedings, may be inspected by any member in good standing at such time and place as the Directs may designate, but within one week of such a request. Inspection of the Society accounting records and records of Board proceedings will be granted upon approval of the Society president.

PART 13 - STANDING RULES

- 13.1 The Board may establish, amend, and rescind Standing Rules to attain the purposes and objectives of the Society and for the conduct of all business of the Society or the Societies act. The Board shall take such measures as may be required for the enforcement of any such Standing Rules.

PART 14 - COACHING

- 14.1 (1) The Board may, from time to time, appoint a Head Coach and such other staff as they think fit, and may prescribe their duties, fix their remuneration, and dismiss them.
- (2) The Head Coach shall be responsible to develop and maintain programs suitable to the Society.

PART 15 - BYLAWS

- 15.1 The Society shall provide a member, at his request, with a copy of the Constitution and Bylaws, free of charge or, if so resolved by the Board, upon payment to the Society of a sum not exceeding the maximum amount permitted by the Societies act.
- 15.2 These Bylaws shall not be altered or added to except by special resolution.

PART 16 - DISTRIBUTION OF ASSETS ON DISSOLUTION

- 16.1 Upon the winding up and dissolution of the Society and after payment of all debts and liabilities, the remaining assets shall be distributed to such charitable or amateur sports organizations as the Board shall determine.

PART 17 - INDEMNIFICATION

- 17.1 The Society will indemnify and hold harmless out of the funds of the Society each director and officer, their heirs, executors and administrators from and against any and all claims, demands, actions and costs which arise or be incurred as a result of occupying the position or performing the duties of a director.
- 17.2 The Society will not indemnify a director or officer or any other person for acts of fraud, dishonesty, or bad faith.

PART 18 - ADOPTION OF THESE BYLAWS

- 18.1 Ratification – These Bylaws are ratified by a special resolution of the members of the Society present and entitled to vote at a meeting of members duly call and held on May 14, 2018.
- 18.2 In ratifying these Bylaws, the members of the Society repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.