

Filed October 1, 2018
Revised September 4, 2023


T.K. SPARKS

KAMLOOPS AQUATICS CLUB
Society Incorporation Number: S0009648

BYLAWS

PART 1- INTERPRETATION

1. Definitions:

(a) In these Bylaws, unless the context otherwise requires:

- (i) “**directors**” and “**Board of Directors**” means the directors of the Society for the time being;
- (ii) “**Society Act**” means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (iii) “**registered address**” of a member means his address as recorded in the register of members;
- (iv) “**member**” means an applicant for incorporation of the Society who has not ceased to be a member, and every other person over the age of 19, who becomes and remains a member in accordance with these Bylaws. The categories of members of the Society include Associate members, Honorary members, and such other categories as the Society may determine from time to time. To be a voting member, one must be the parent or guardian of one or more children under the age of nineteen (19) years registered as a participant in a competitive program or in a learn-to-swim program offered by the Society. A parent or guardian with multiple children registered as a participant may only exercise one vote per child. Parents/guardians of the same child who is registered as a participant with Kamloops Aquatic Club may both attend a meeting of the Members but may only exercise one vote.
- (v) “**Associate member**” means a person or a person who is the representative of an organization or corporation who becomes and remains an Associate member in accordance with these Bylaws. An Associate member shall not have any right to vote in the Society, other than as a member of a committee as provided in the Bylaws;
- (vi) “**Honorary member**” means a person or a person who is the representative of an organization who becomes and remains an Honorary

member in accordance with the Bylaws. An Honorary member shall not have any right to vote in the Society, other than as a member of a committee as provided in the Bylaws;

(b) The definitions in the Society Act on the date these Bylaws become effective to these Bylaws, save and except for the definition of “member” which shall be as hereinbefore set out.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

PART 2 --- MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
4. A person may apply to the membership committee for membership in the Society and on meeting the membership requirements and on acceptance by the directors shall be a member.
5. Associate members are the representatives of those organizations, club associations, or leagues that meet the following membership criteria:
 - (a) Maintain a head office or control within the City of Kamloops, Province of British Columbia;
 - (b) Are primarily organized for the purposes of operating teams, leagues, or events of an aquatic nature;
 - (c) Have a recognizable membership and a bona fide operation, completely separate and apart from other sporting or leisure groups having similar purposes or objectives;
 - (d) May or may not be registered with the Recreational or Leisure Services Department of the City of Kamloops, although such registration shall be substantial evidence of a separate bona fide existence and operation;
 - (e) Have been approved for membership by the membership committee of the Society or by the Board of Directors upon an appeal, have paid any membership fees that might be assessable from time to time, and have not ceased to be members, all in accordance with these Bylaws.

- (f) Associate members include “**Participant members**”. Participant Members are persons who are not entitled to be a member by virtue of the person’s age or who wish to be a nonvoting member of the Society and who have agreed to abide by and adhere to Kamloops Aquatic Club’s By-laws, constitution, policies, procedures, and rules or, if the individual is under the age of 19, whose parent or guardian have agreed to abide by Kamloops Aquatic Club’s By-laws, constitution, policies, procedures, and rules on behalf of the individual. Participant members may be athletes, coaches, officials, or other volunteers.
6. Any person being resident of the City of Kamloops, or any other organization or association, whether incorporated or unincorporated, having operations primarily in the City of Kamloops, shall be entitled to apply to the Society to become an Associate member, subject to approval of such application and payment of any fees. Associate members shall not be entitled to exercise any vote at a meeting of the members or directors.
7. Honorary members may be appointed by resolution of the members, on the basis of outstanding contribution in the City of Kamloops or to the Society. Honorary members shall not be entitled to exercise any vote at a meeting of the members or receive any notice for the meeting of the members or directors.
8. The membership committee of the Society, as appointed from time to time by the directors, shall be responsible for receiving, approving, and processing of applications for membership and shall be responsible for collection of fees and advising the Secretary of the membership list. The membership committee shall review any such applications to ensure that the applicants qualify for the specific membership that is the subject of the application. The membership committee may refuse any application on the grounds that is not in the best interests of the Society to have the applicant as a member or Associate member of the Society, as the case may be. Any rejection of an application by the membership committee may be appealed by the applicant to the directors, whose decision as to such application shall be final.
9. Every member, Associate member, and Honorary member shall uphold the constitution of the Society and comply with these Bylaws.
10. The amount of the first annual membership dues shall be determined by the directors and after that, the annual membership dues shall be determined by the Board of Directors. The Board of Directors from time to time each year, may determine a different membership dues structure for members and Associate members of the Society. Honorary members shall not be assessed any annual membership dues, unless so determined by special resolution.

11. A member or Associate member shall cease to be a member or Associate member of the Society, as the case may be:
 - (a) On the expiration of the person's membership;
 - (b) By delivering that member's resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society; or
 - (c) On that member's death, or in the case of an Associate member who is the representative of a corporation or other organization or association, on the dissolution or cessation of operations of the corporation, other organization, or association; or
 - (d) On being expelled; or
 - (e) On having been a member not in good standing for two (2) months.
12. A member shall remain liable for payments of any assessment or other sum levied or which became payable by the member to the Society prior to the member's resignation, expulsion, death or dissolution in case of a corporation, other organization, or association.
13. A member or Associate member may be expelled by a resolution of the directors as follows:
 - (a) The notice of resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion, to be sent by registered mail to the member's last address fourteen (14) days before the directors meeting.
 - (b) The member or Associate member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the directors meeting before the resolution is put to a vote.
 - (c) The directors shall have the power, by a vote of two-thirds of the directors present at the meeting, to suspend any member whether voting or non-voting whose conduct shall have been determined by the directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the constitution or Bylaws of the Society. No member shall be suspended without being notified in writing of the allegation or complaint against the member and without having first been given an opportunity to be heard by the directors at a meeting called for that purpose.

14. All members and Associate members are in good standing except a member or Associate member who has failed to pay any annual membership fee, including a current annual membership fee, or any other subscription or debt due and owing to the Society, and the member is not in good standing so long as the membership fee, subscription or debt remains unpaid.

PART 3 ---- MEETINGS OF MEMBERS

15. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
16. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
17. The directors may, whenever they think fit, convene an extraordinary general meeting.
18. Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business, such notice to be in writing and to be emailed at least thirty-seven (37) days before the time set for such meeting and to be subject to Part 11 of these Bylaws.
19. 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.
20. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

REQUISITION FOR SPECIAL GENERAL MEETING

21. Notwithstanding anything in the Bylaws, the directors of the Society shall, on requisition of five (5) percent or more of the voting members in good standing who have been members for at least six months at the date of the deposit of the requisition (the “**Proposal**”) representing at least five (5) percent of the then-current voting membership in the Society as at the date of the deposit of the Proposal, forthwith proceed duly to convene a special general meeting of the Society. The Proposal must be submitted to the Society at least 37 days before either the Annual General Meeting or a Special General Meeting called to consider the Proposal.
22. The Proposal shall state the objects or purpose of the meeting and shall name

each requisitionist and he be signed by all requisitionists and deposited at the registered office of the Society. The Proposal may consist of several documents in like form, each signed by one or more requisitionists. Any statement provided in support of the Proposal must not exceed 200 words in length and must provide the name of the person giving the statement and be signed by that person.

23. If the directors do not within twenty-one days from the date of the deposit of the Proposal proceed duly to convene a meeting, the requisitionists may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of fourteen days from the said date.
24. Any meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.
25. For the purpose of this section, the directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by these Bylaws.
26. No notices shall be sent to any Associate members or Honorary members.

PART 4 ---- PROCEEDINGS AT GENERAL MEETINGS

27. Special business is:

- (a) Associate members and Honorary members may be present at any general meeting, but shall not be counted in Quorum and shall not have the right of any vote.
- (b) Except as otherwise provided herein, all meeting of the members of the Society shall be governed by the Rules of Order determined by the directors from time to time.
- (c) At any annual general meeting of the Society, the following matters must be on the agenda for the meeting;
 - (i) The adoption rules of order;
 - (ii) The consideration of the financial statements;
 - (iii) The report of the directors;
 - (iv) The report of the auditor, if any;

- (v) The election of directors;
- (vi) The appointment of the auditor, if required;
- (vii) Such other business as, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting; and
- (viii) Subject to reasonable time constraints, any other matters raised by members, Associate members or Honorary members.

28. Quorum - 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. If at any time during a general meeting there ceases to be quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated. A quorum is 15 voting members in good standing present or such greater number as the members may determine at a general meeting.

29. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but 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.

30. Subject to Bylaw 31, the president of the Society or in the president, one of the other directors present shall preside as chair of a general meeting.

31. At a general meeting:

- (a) If there is no president or other director present within 15 minutes after the time appointed for holding the meeting, or the president and all the other directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.
- (b) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as the cause of the original meeting.

- (d) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- (e) No resolution proposed at a meeting need to be seconded and the chair of a meeting may move or propose a resolution.
- (f) In the case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which that person may be entitled as a member and the proposed resolution shall not pass.
- (g) A member in good standing present at a meeting of members is entitled to one vote. A member who is not in good standing at the time the meeting is commenced shall not be entitled to vote at the meeting.
- (h) The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.
- (i) Neither Associate members nor Honorary members shall be entitled to cast a vote at any meeting, although they may attend at such meeting subject to reasonable control of the meeting by the chair to allow proper voting by members.
- (j) Voting shall be by show of hand, except in the case of the election of directors and/or officers of the Society, which shall be held by secret ballot.
- (k) Voting by proxy is not permitted.

PART 5 ---- DIRECTORS AND OFFICERS

- 32. The affairs of the Society shall be managed by the directors, each of whom at the time of that person's election shall be a member in good standing or a duly authorized representative of an Associate or Honorary member provided the person is qualified to be a director under the Societies Act and these Bylaws.
- 33. The directors of the Society shall administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Society is by its constitution or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to obtain adequate insurance to cover the directors, third parties, members and participants from injury or loss as a result of negligence, inadvertence or otherwise, and purchase, lease or otherwise

acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warranties, options and other securities, lands, buildings, and/or other property, moveable or immoveable, real or personal, or any right or interest therein owned by the Society.

34. In the performance of their duties for the Society, the Directors, Officers, and the Senior Manager (defined below) have a duty to act with the utmost honesty and good faith and to act at all times in the best interests of the Society and to not place themselves in a position that could result in a perceived or actual conflict between the interests of the Society and the interests of the Director, Officer or Senior Manager.
35. A Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with Kamloops Aquatic Club will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will leave the meeting at which the issue is being discussed, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.
36. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do subject, nevertheless, to the provisions of:
 - (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. No rules, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
37. The Board is empowered, including but not limited to:
 - (a) Make policies and procedures or manage the affairs of Kamloops Aquatic Club in accordance with the Act and these By-laws;
 - (b) Make policies and procedures relating to the discipline of Members and parents/guardians of Members (if the Member is younger than 19 years old), and have the authority to discipline these individuals in accordance with such policies and procedures;

- (c) Make policies and procedures relating to the management of disputes within Kamloops Aquatic Club and deal with disputes in accordance with such policies and procedures;
- (d) Employ or engage under contract such persons, including a Head Coach, Assistant Head Coach, Coaches, and employees as it deems necessary to carry out the work of Kamloops Aquatic Club;
- (e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
- (f) Enable Kamloops Aquatic Club to receive donations and benefits for the purpose of furthering the objects and purposes of Kamloops Aquatic Club;
- (g) Make expenditures for the purpose of furthering the purposes of Kamloops Aquatic Club;
- (h) Borrow money upon the credit of Kamloops Aquatic Club as it deems necessary in accordance with these By- laws; and
- (i) Perform any other duties from time to time as may be in the best interests of Kamloops Aquatic Club

38. The number of directors shall be set by the members from time to time. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

39. Nominations of persons interested in serving as directors will be coordinated by the nominating committee of the Board of Directors. The nominating committee shall consist of the past president, who shall be the chairperson of the nominating committee, the Secretary, and at least one (1) other director of the board as appointed by the board.

40. Directors are to be appointed for a term of two years. Directors shall be elected by a majority vote of the voting members at a duly called meeting of the members. Nominations from the floor shall be allowed in addition to any nominations put forward by the nominating committee. An election may be by acclamation, otherwise, it shall be by ballot.

41. The directors shall retire from office at each second annual general meeting after their appointment when their successors shall be elected. Retiring directors or past directors may be re-elected as directors.

42. Unless the immediate past president declines the appointment or a majority of the voting members at a duly called meeting vote otherwise, the immediate past

president is automatically a director immediately following the end of the past president's term as president.

43. The directors may at any time to time appoint a member as director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society and is eligible for re-election at the meeting. Any director whose membership to ceases under clause 11 shall not be qualified to be a director.
44. The members may remove a director before the expiration of the director's term, by special resolution of the voting members present at a duly called meeting of the members and may elect a successor to complete the term of office.
45. 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 the director while engaged in the affairs of the Society so long as there is prior approval by the board of directors for such expenses from time to time.
46. The directors may from time to time appoints such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Society, and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board. Officers will be elected at the newly elected Board of Directors' first meeting. If no successor is elected the person previously elected or appointed continues to hold office. The following officers shall be appointed from the directors of the Society;
 - (i) the chairperson, being the President,
 - (ii) the secretary,
 - (iii) the treasurer, and
 - (iv) Senior Manager (as defined in these bylaws)

Other officers of the Society may be appointed to their positions from the directors or from the membership. The chairperson, executive vice-president, secretary and treasurer shall initially be appointed by the first directors of the Society as filed with the Registrar Companies pursuant to the provisions of the Society Act and shall thereafter by appointed by the directors in accordance with these Bylaws and the Societies Act.

47. The "**Senior Manager**" is the chief employee of Kamloops Aquatic Club and is responsible for the management and operations of Kamloops Aquatic Club and the swim club operated by the Society under the name Kamloops Classics Swimming. The Senior Manager will have a title as determined by the Board (Head Coach), and is responsible for implementing the Strategic Plan and other

policies developed by the Board, for ensuring all official documents and records of Kamloops Aquatic Club are properly kept, for overseeing and supervising office staff, for developing and implementing operational policies and procedures, and for managing the day-to-day operations of Kamloops Aquatic Club through the staff and operational committees. The Senior Manager will be ex-officio member of the Board of Directors entitled to attend and participate in Directors meetings but shall not be entitled to vote and not entitled to attend in-camera meetings of the Directors.

48. The directors may from time to time appoint the Senior Manager or both a manager and a board of managers some of whom may but need not be directors of the Society, and may delegate to that party or them full authority to manage and direct the business and affairs of the Society (except such matters and duties as by law must be transacted or performed by the directors or by the members in general meeting) and to employ and discharge agents and employees of the Society, or may delegate to that party or them any less power. Such manager, board of managers or manager and board of managers, shall conform to all lawful orders given to that party or them by the directors of the Society and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Society.
49. All members, the Senior Manager, members of a board of managers, agents, and employees shall be subject to removal their office or employment by the directors by a majority vote of all directors, at any time with or without cause and with or without notice to the person so removed.

PART 6 ---- PROCEEDINGS OF DIRECTORS

50. The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit. Directors may attend the meeting by telephone, video conference, or other electronic means provided each director is able to communicate with the others during the meeting.
51. The directors may from time to time fix the quorum necessary for the transactions of business and unless so fixed the quorum shall be a majority of the directors then in office.
52. The president shall be chair of all meetings of the directors, but if at any meeting the president is absent, then the directors present may choose one of their number to be chair at that meeting.
53. The majority of the directors may at any time, with three days written notice to the secretary, on request of the said majority of directors, shall, convene a meeting of the directors with seven (7) days notice.

DIRECTORS INDEMNITY

54. Every director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition, subject to the Societies Act, that every director of the Society and the director's heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of funds of the Society from and against all costs, charges and expense whatsoever which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the director for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other director or directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own wilful neglect or default.
55. Kamloops Aquatic Club will not indemnify a Director or any individual who acts at Kamloops Aquatic Club's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, Kamloops Aquatic Club will not indemnify an individual unless:
- (a) The individual acted honestly and in good faith with a view to the best interests of Kamloops Aquatic Club; and
 - (b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

COMMITTEES

56. The directors may delegate any, but not all, of their powers to a committee consisting of such director or directors as they think fit except such matters and duties as by law must be transacted in performed by the directors or by the members in general meeting. A director appointed by the president is to be the chairman of any committee.
57. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
58. The chairperson of a committee, appointed the president, is to attend committee meetings, but if at any committee meeting the chair is not present within 30 minutes after the time appointed from holding the meeting, the directors present

who are members of the committee shall choose one of their number to be chairman of the meeting.

59. The members of a committee:

- (a) May meet and adjourn as they think proper;
- (b) Shall keep minutes of their meetings, copies of which are to be forwarded to the secretary as soon as conveniently possible after any meeting and in any event, at least seven (7) days before a Board of Directors meeting; and
- (c) Associate members or Honorary members appointed to a committee may exercise a vote on that committee.

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

61. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice which may be by letter, telegram, telex, telephone, cable, fax, electronic mail, by other electronic communication or by personal verbal communication, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn. No notice of meetings of directors shall be sent to that director, and any meetings of the directors of the Society, shall, if a quorum of the directors is present, be valid and effective.

62. Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes. In case of an equality of votes the chairman does not have a second or casting vote and the resolution shall not pass.

63. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

64. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

PART 7 --- DUTIES OF OFFICERS

65. Except as otherwise provided herein, all meetings of the directors and/or a committee of the directors of the Society shall be governed by the rules of order identified by the directors from time to time.

66. The president shall preside at all meetings of the Society and of the directors.
The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties and be responsible for the calling of meetings of the Board of Directors.

67. The past president shall be the chairperson of the nominating committee.

68. The duties of Officers are as follows:

(a) The President will be responsible for the general supervision of the affairs and operations of Kamloops Aquatic Club, will Chair meetings of the Members and meetings of the Board, will be the official spokesperson of Kamloops Aquatic Club and may delegate this function as required, will oversee and supervise the Head Coach, and will perform such other duties as may from time to time be established by the Board. The President will be knowledgeable of and adhere to Kamloops Aquatics Club's legal and compliance obligations.

(b) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by Kamloops Aquatic Club in Kamloops Aquatic Club's bank account, will supervise the management and the disbursement of funds of Kamloops Aquatic Club, when required will provide the Board with an account of financial transactions and the financial position of Kamloops Aquatic Club, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

(c) The Senior Manager is the chief employee of Kamloops Aquatic Club and is responsible to the Board for the management and operations of Kamloops Aquatic Club. The Senior Manager will have a title as determined by the Board (Head Coach), and is responsible for implementing the Strategic Plan and other policies developed by the Board, for ensuring that all official documents and records of Kamloops Aquatic Club are properly kept, for overseeing and supervising office staff, for developing and implementing operational policies and procedures, and for managing the day-to-day operations of Kamloops Aquatic Club through the staff and operational committees.

(d) The secretary shall

(i) Conduct the correspondence of the Society.

(ii) Issue notices of meetings of the Society and directors;

(iii) Keep minutes of all meetings of the Society and directors;

- (iv) Have custody of all records and documents of the Society except those required to be kept by the treasurer;
- (v) Have custody of the common seal of the Society;
- (vi) Maintain the register of members. An updated register of members is to be available for each directors meeting as well as within a reasonable time to prepare and mail out notices of the Annual General Meeting;
- (vii) Perform any other responsibilities that may be delegated the secretary by the chairperson or the Board of Directors; and
- (viii) In the absence of the secretary, the directors shall appoint another person to assume the responsibility of the secretary during the absence of the said secretary.

69. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

70. It shall be the duty and responsibility of the officers of the Society and the Board of Directors to:

- (a) Prepare after appropriate consultation, an annual budget for approval by the Board of Directors;
- (b) Prepare and implement a program of activities during its period of office;
- (c) Communicate regularly with the members of the Society by means of newsletters and other media;
- (d) Organize an annual meeting of the members;
- (e) Solicit funds at such time and in such manner as it may be deemed advisable; and;
- (f) Generally, be responsible to handle the day-to-day affairs of the Society and perform such other duties, responsibilities and obligations as may be required by law.

PART 8 --- SEAL AND AUTHORIZED SIGNATORIES

71. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

72. The common seal shall be affixed only when authorized by a resolution of the

directors and then only in the presence of the president and secretary or president and secretary-treasurer. The common seal of the Society shall be under the control of the President and the custody of the seal shall be given to the Secretary or Secretary-Treasurer who shall be responsible for its safe keeping. When the Secretary retires or is removed from office the secretary shall immediately deliver up the seal to the incoming Secretary.

73. The signing officers of the Society shall be the president, or the treasurer and one other officer appointed by the directors.

74. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with bankers for the Society by using the Society's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification of slips.

PART 9 --- BORROWING

75. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

76. No debenture shall be issued without the sanction of a special resolution.

77. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

PART 10 --- AUDITOR

78. This Part applies only where the Society is required or has resolved to have an auditor.

79. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

80. At each annual general meeting the Society shall appoint an auditor to hold

office until that person is re-elected or the auditor's successor is elected at the next annual general meeting.

81. An auditor may be removed by ordinary resolution.
82. An auditor shall be informed forthwith in writing of appointment or removal. 67.
83. No director and no employee of the Society shall be an auditor.
84. The auditors shall make a report to the members and directors on the account examined by them and on every balance-sheet and statement of income and expenditures laid before the Society at the annual meeting during their tenure of office, and the second report at the time to be determined by the directors, and the report shall state:
- (a) Whether or not they have obtained all the information and explanations they have required, and
 - (b) Whether, in their opinion, the balance-sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance-sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Society.
85. Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of the auditor.
86. The auditors of the Society are entitled to attend any meeting of the Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

PART 11 --- NOTICES TO MEMBERS

87. A notice may be given to a member, either personally or by email to the member at their registered email address.
88. A notice sent by email shall be deemed to have been given on the day the notice is posted.
- (a) Notice of a general and any special general meeting shall be given to:

- (i) every voting member in good standing at least 37 days prior to the issuing of the notice, shown on the register of members on the day notice is given;
 - (ii) only voting members in good standing at the time the notice is given shall be entitled to vote at the meeting; and
 - (iii) the auditor, if applicable.
- (b) No other person including an Associate member or an Honorary member, is entitled to receive a notice of general meeting.

SOCIETY DOCUMENTS

89. The directors shall, subject to the Societies Act and Regulations, from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of voting members not being directors, and no non-voting member shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the directors or by resolution of the voting members, whether previous notice thereof has been given or not. The following provisions of examination by a member shall apply unless further extended provisions are passed by resolution of the directors.
90. Documents, including financial records of a society may be examined by voting members and directors during two consecutive normal business hours of 2:00 p.m. to 4:00 p.m., in each day, Saturdays, Sundays and holidays excepted, for examination and in case of a Society other than a reporting society, a member intending to inspect records must give notice in writing of intention to inspect, describing the documents to be inspected.
91. A notice intention to inspect given in the previous paragraph shall be served upon the society under section 12 of the Societies Act at least five clear days before the time appointed for the inspection and shall state when the inspection is to take place. Inspections shall be made at the address of the Society, but where some documents are kept at a place or places in the Province other than the address of the Society, pursuant to the Society Act, inspections shall be made at that place or those places also, and a notice may appoint different times for inspection of documents at different places by that voting member requesting inspection.
92. Members and directors are entitled to copies of any document upon payment of 50 cents for each page copied.

PART 12. ---- BYLAWS

93. These Bylaws shall not be altered or added to except by a 75% majority vote of those voting members in good standing present at a Special General Meeting called for that purposed with notice in writing being given at least fourteen (14) days before the said meeting.

PART 13. ----DISPUTES

94. Any dispute arising out of the affairs of the Society, between any members thereof or between a member, or any person aggrieved who has for not more than thirty (3) days ceased to be a member, or any person claiming through such member or person aggrieved or claiming under the Bylaws, and the Society or a director or officer thereof, shall be decided by arbitration, which shall be under the Commercial Arbitration Act of British Columbia.

PART 14. ---- FISCAL YEAR

95. The fiscal year of the Society shall commence on the first day of July of each year unless the fiscal year is changed by resolution of the Board of Directors.

PART 15. ---- PROFITS

96. Should the Society accumulate any profits they shall not go to the members, but shall be distributed in the same manner as the assets would be distributed upon a winding up or dissolution as hereinafter provided. Upon a winding up or dissolution of the Society, any funds, accumulated money and remaining property of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such charitable organization or organizations promoting interest in or development of:

- (i) Awards of scholarships for aquatic athletic sports (i.e.: swimming and diving), grants, and
- (ii) Promotion of the welfare of underprivileged children, and
- (iii) The health and welfare of the public,

or any of them as may be determined by the members of the Society at the time of winding up or dissolution with a preference on a winding up or dissolution to the promotion of the welfare of underprivileged children in the Kamloops area, Province of British Columbia, and if and so far as effect can's not be given to the foregoing provisions, then such funds shall be given or transferred to some other organization; provided that each organization referred to in this paragraph shall be a charitable organization, a charitable corporation or charitable trust recognized by the Department

of National Revenue of Canada as being qualified as such under the provision of the Income Tax act of Canada from time to time in effect. This provision of the Constitution was previously unalterable.