



SINEAD O'CALLAGHAN

Kamloops Aquatics Club Bylaws

Date: November 5, 2025

Part 1 – Definitions and Interpretation

These Bylaws govern the affairs of the *Kamloops Aquatics Club* (the “Society”) and are intended to align with the British Columbia Societies Act.

Definitions

1.1 In these Bylaws:

- (a) **“Act”** means the Societies Act of British Columbia, as amended from time to time.
- (b) **“Annual General Meeting”** means a General Meeting of the Members held once per calendar year in accordance with the BC Societies Act and these Bylaws, for the purpose of receiving the financial statements, electing or announcing Directors, appointing the auditor (if any), and conducting other business required by the Act or determined by the Board.
- (c) **“Board”** means the Board of Directors of the Society.
- (d) **“Bylaws”** means these Bylaws as altered from time to time.
- (e) **“Director”** means an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- (f) **“General Meeting”** means a meeting of the Members of the Society and includes an Annual General Meeting and any Special General Meeting of the Society duly called in accordance with these Bylaws and the BC Societies Act.
- (g) **“Good Standing”** means a Member who has paid all required fees and is not subject to suspension or disciplinary action.
- (h) **“Member”** means an individual that meets the membership requirements under these Bylaws and whose application has been accepted by the Society.
- (i) **“Members’ Proposal”** means a written proposal submitted by a voting Member in good standing, intended to be considered at an upcoming Annual General Meeting, and received by the Society at least seven (7) days before notice of the meeting is sent, in accordance with the BC Societies Act.
- (j) **“Ordinary Resolution”** means a resolution passed by a simple majority of votes cast by the Voting Members entitled to vote at a general meeting.
- (k) **“Policy”** means a written directive approved by the Board to guide the actions and decisions of the Society.
- (l) **“Quorum”** means the minimum number of Members or Directors required to be present at a meeting to conduct business.
- (m) **“Society”** means the Kamloops Aquatics Club.
- (n) **“Special General Meeting”** means a general meeting of the Members of the Society, other than the Annual General Meeting, that is called for a specific purpose in accordance with these Bylaws and the BC Societies Act.
- (o) **“Special Resolution”** means a resolution passed at a General Meeting by at least two-thirds (2/3) of the votes cast by Members entitled to vote, as further defined in the BC Societies Act. Special Resolutions must be included in the notice of meeting and meet the timing and content requirements set out in the Act.

Definitions in the Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

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

Part 2 - Members

Classes of Members

2.1 Class A Members (Minor Swimmers).

- (a) Qualification. Class A Members are all swimmers under the age of majority whose application for membership has been approved by the Board and who are currently registered in a Society program.
- (b) Rights. Class A Members are non-voting members. They shall not be entitled to receive notice of, attend, or vote at general meetings. Class A Members are governed by the Society's operational policies, not these Bylaws.

2.2 Class B Members (Parents/Guardians)

- (a) Qualification. Class B Members are the parent(s) or legal guardian(s) of Class A Members. One Class B Member per household may be designated to vote at general meetings.
- (b) Rights. Each Class B Member in good standing is entitled to:
 - (i) receive notices of general meetings; and
 - (ii) one (1) vote per household with one or more Class A Members, to be cast by the designated parent or guardian.

2.3 Class C Members (Adult Swimmers)

- (a) Qualification. Class C Members are swimmers over the age of majority whose application for membership has been approved by the Board and who are currently registered in a Society program.
- (b) Rights. Class C Members in good standing are entitled to receive notice of, attend, and vote at general meetings.

2.4 Class D Members (Swim School Parents/Guardians)

- (a) Qualification. Class D Members are the parent(s) or legal guardian(s) of a minor swimmer registered exclusively in a sessional Swim School program approved by the Board.
- (b) Rights. Class D Members are non-voting members. They are not entitled to receive notice of, attend, or vote at general meetings of the Society.

Admission of Members

2.5 An individual will not be admitted as a Member of the Society unless all of the following conditions are met:

- (a) The individual has submitted a completed membership application in the form and manner prescribed by the Society;
- (b) The individual has agreed to uphold and comply with the Society's Constitution, Bylaws, and applicable policies and procedures;

- (c) The individual satisfies any additional membership criteria established by the Board; and
- (d) The individual has been approved for membership by the Board or by a committee or individual designated by the Board to make such determinations.

Discipline

2.6 Any Member may be subject to discipline in accordance with the Society's policies and procedures governing member conduct and discipline, as established and amended by the Board from time to time.

Termination

2.7 Membership in the Society will terminate immediately upon:

- (a) the expiration of the Member's annual membership term, unless renewed in accordance with these Bylaws;
- (b) the Member's resignation, submitted in writing to the Board;
- (c) the dissolution of the Society;
- (d) the death of the Member; or
- (e) a resolution of the Board to terminate the Member, provided that:
 - the Member is given at least fifteen (15) days' written notice of the proposed termination and the reasons for it; and
 - the Member is given an opportunity to respond, either in writing or in person, before the termination takes effect.

Part 3 - Meetings of Members

Annual General Meeting

3.1 The Society will hold an Annual General Meeting of the Members at such date, time, and place as determined by the Board, within the Province of British Columbia. The Annual General Meeting must be held at least once every calendar year and not more than fifteen (15) months after the preceding Annual General Meeting, in accordance with the BC Societies Act.

The order of business of the Annual General Meeting may include the following:

- (a) Call to order.
- (b) Confirmation of notice of meeting.
- (c) Acceptance of credentials and quorum confirmation.
- (d) Appointment of Scrutineers (if required).
- (e) Approval of minutes from the previous meeting.
- (f) Reports from the President, Head Coach, and other Officers.
- (g) Presentation of the financial statements and any auditor's or financial reviewer's report.
- (h) Other reports as required.
- (i) Consideration of special resolutions (if any)
- (j) Consideration of members' proposals (if any)
- (k) Appointment of an auditor or reviewer (if required)
- (l) Election of Directors.
- (m) Adjournment.

Notice of Annual General Meeting

3.2 Written notice of the date, time, and location of each Annual General Meeting must be provided to all Voting Members at least thirty (30) days in advance. The notice must include a summary of the matters to be considered, with sufficient detail to allow members to form a reasoned judgment. The notice must also include the full text of any Special Resolutions or a summary of any Members' Proposals received in accordance with Bylaws 3.9 or 3.10.

3.3 Notice may be given personally, by mail, or by electronic means to the address or email address last provided to the Society by the Member.

3.4 The accidental omission to give notice or the non-receipt of a notice by any Member does not invalidate any resolution passed or proceedings taken at the meeting.

General Meeting

3.5 A General Meeting of the Members may be called at any time:

- (a) by a majority vote of the Board of Directors at a duly convened meeting; or
- (b) upon written requisition of not fewer than ten percent (10%) of the Voting Members, submitted in the form and manner prescribed by the Act,

for any purpose related to the affairs of the Society that is not inconsistent with the Act or excluded by its provisions.

Quorum

3.6 Quorum at an Annual General Meeting or General Meeting will be ten (10) voting Members present in person.

Attendance

3.7 The only persons entitled to attend a meeting of the Members are Class B Members, Class C Members, the Directors, the auditor (if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the President or with the majority consent of the Members present.

Eligibility of Votes

3.8 The list of Members eligible to vote at a meeting of the Members will be determined by the Board not more than thirty (30) days prior to the meeting. Proxies are not permitted.

Special Resolutions - Notice

3.9 A Special Resolution may only be voted on at a general meeting if:

- (a) the resolution was included in the notice of the meeting; and
- (b) the text of the resolution was provided to the Secretary of the Society at least 21 days prior to the general meeting.

Special Resolutions – Voting Threshold

3.10 A Special Resolution requires approval by at least two-thirds (2/3) of the votes cast by Members in attendance.

Member Proposals - Submission

3.11 A voting Member may submit a proposal for consideration at a general meeting, including a resolution to be voted on, provided:

- (a) The proposal is submitted in writing to the Secretary and signed by at least five percent (5%) of the Voting Members.
- (b) The proposal includes the full text (not exceeding 200 words) and the name(s) of the Member(s) submitting it.
- (c) The proposal is received by the Secretary at least 7 days before the Society issues the official notice of meeting (i.e., typically 30 to 37 days prior to the meeting).

Member Proposals – Inclusion and Exceptions

3.12. The Board shall include all valid proposals in the notice of meeting. Proposals that are defamatory, frivolous, or outside the scope of the Society's purposes may be excluded in accordance with the Societies Act.

Part 4 - Board of Directors

Composition and Term

4.1 The Board shall consist of nine (9) Directors, elected by the voting Members at the Annual General Meeting.

4.2. Each Director shall serve a two-year term, with staggered elections to promote continuity. Directors may serve a maximum of three consecutive terms.

Eligibility

4.3 To be eligible for election as a Director, an individual must:

- (a) Be eighteen (18) years of age or older;
- (b) Have the power under law to contract;
- (c) Have not been convicted of an offense involving fraud in the past five years;
- (d) Have not been declared incapable by a court in Canada or in another country;
- and
- (e) Not have the status of an undischarged bankrupt.

Disqualification and Disclosure

4.4. An individual is not eligible to serve as a Director if they are disqualified under the BC Societies Act. All candidates must disclose any condition that would make them ineligible prior to their nomination or election.

Election

4.5 Directors will be elected at each Annual General Meeting as follows:

- (a) Four (4) Directors-at-Large will be elected in even-numbered years; and
- (b) Five (5) Directors-at-Large will be elected in odd-numbered years.

Terms

4.6 Elected Directors will serve two-year terms and will continue in office until their successors are elected, unless they resign, are removed, or otherwise vacate their position in accordance with these Bylaws.

Director Vacancies

4.7 If a vacancy occurs on the Board due to resignation, removal, incapacity, or any other reason, the remaining Directors may appoint a qualified individual to fill the vacancy by Board resolution. The appointee will serve until the next Annual General Meeting, when the position will be filled through the regular election process.

Board Meetings and Written Resolutions

4.8 The Board must meet at least six (6) times per year. Meetings may be held in person or remotely using telephone or electronic means that allow all participants to hear and respond to one another. Directors participating remotely are considered present for the purposes of quorum and voting.

In addition to in-person or virtual meetings, a resolution of the Board may be passed without convening a meeting if all Directors consent in writing to the resolution. The following procedure must be followed for resolutions without a meeting:

- (a) The resolution must be clearly written and circulated by the President or Secretary to all Directors, using the last known email address or other agreed-upon communication method.
- (b) The subject line of the communication must include "Board Resolution for Approval – [Subject]".
- (c) Directors must respond within seven (7) days of distribution unless a shorter deadline is stated in the communication. Failure to respond within the stated timeline will be considered a non-consent, and the resolution will not pass unless unanimous written consent is later obtained.
- (d) Directors must clearly indicate their consent or non-consent in writing (e.g., by email reply or electronic signature), and such responses must be recorded and retained with the Society's records.
- (e) A resolution passed under this provision has the same force and effect as if passed at a duly convened Board meeting.

Closed Meetings

4.9 Board meetings are closed to Members and the public unless specifically invited by the Board to attend.

Powers of the Board

4.10 The Board is empowered to govern the affairs of the Society in accordance with the Act and these Bylaws. Without limiting the generality of the foregoing, the Board may:

- (a) Establish policies and procedures to manage the affairs of the Society;
- (b) Adopt and enforce policies and procedures related to the discipline of Members, and take disciplinary action as permitted under such policies;
- (c) Adopt and enforce policies and procedures for managing internal disputes and resolving conflicts within the Society;
- (d) Hire or contract individuals as necessary to carry out the work of the Society;
- (e) Determine registration procedures, recommend membership dues, and establish other membership requirements;
- (f) Accept donations, grants, and other benefits in support of the Society's purposes;

- (g) Authorize expenditures to support the purposes of the Society;
- (h) Borrow funds on behalf of the Society in accordance with these Bylaws; and
- (i) Exercise such other powers and perform such other duties as may be in the best interests of the Society.
- (j) Appoint individuals to fill vacancies on the Board until the next Annual General Meeting, in accordance with these Bylaws.

Part 5 - Officers

Officer Roles

5.1 The Officers of the Society shall be the President, Secretary, and Treasurer. These Officers shall be elected annually by the Board from among its Directors within twenty-one (21) days following the Annual General Meeting. Officers serve at the pleasure of the Board and may be removed or replaced by resolution of the Board at any time.

Duties of Officers

5.2 The President is responsible for the general supervision of the affairs and operations of the Society. The President shall preside at all meetings of the Members and the Board, serve as the official spokesperson of the Society (unless otherwise delegated), and perform such other duties as may be assigned by the Board.

The President supports the work of the Head Coach and acts as the primary liaison between the Board and the Head Coach, ensuring communication and alignment with the Board's strategic direction. The President does not have sole supervisory authority over the Head Coach.

5.3 The Secretary is responsible for maintaining accurate records of the Society. This includes ensuring the proper recording and safekeeping of meeting minutes for both Members and the Board, overseeing the register of Members and Directors, issuing required notices, and ensuring filings are made in accordance with the BC Societies Act. The Secretary may delegate administrative tasks but remains accountable for their completion. The Secretary may also perform such other duties as may be assigned by the Board.

5.4 The Treasurer is responsible for overseeing the financial affairs of the Society. This includes ensuring that proper accounting records are maintained in accordance with the Act, monitoring the deposit and disbursement of funds, reviewing financial statements, and leading the preparation of the annual budget. The Treasurer shall report regularly to the Board and assist with any financial reporting to Members. The Treasurer may also perform such other duties as may be assigned by the Board.

Reporting of the Head Coach

5.5 The Head Coach, as the lead staff or contracted employee, shall report to the Board of Directors. The Board may assign one or more Directors to act as the liaison for operational matters, but authority and accountability remain with the Board as a whole.

Part 6 – Committees

Standing Committees

6.1. The Board may establish Standing Committees, such as Governance, Finance, Human Resources or Nominations, to support the Board in fulfilling its responsibilities. The Board will appoint the members of these committees, define their duties and terms of reference, and may delegate to them any powers or functions as permitted by the Act and these Bylaws.

Composition

6.2 The Board may appoint or remove any member of a Standing Committee at its discretion, at any time and for any reason, in accordance with the best interests of the Society.

Operational Committees

6.3 The Board may establish Operational Committees to support event planning, fundraising, or other program-related activities. Members of these committees may be appointed by the Board in consultation with the Head Coach and key volunteers. The Board shall define each committee's duties and terms of reference and may delegate responsibilities as appropriate, while retaining overall governance oversight.

Part 7 - Financial and Administrative

Fiscal Year

7.1 The fiscal year of the Society shall end on August 31 each year, or on such other date as may be determined by the Board. Any change to the fiscal year must be reported to the membership at the next Annual General Meeting.

Annual Financial Statements

7.2 The Board shall approve the financial statements of the Society for its most recently completed fiscal year, as evidenced by the signatures of at least two (2) Directors. The financial statements must be for a period ending not more than six (6) months prior to the Annual General Meeting. A copy of the approved financial statements shall be made available to any Member upon request at the Annual General Meeting.

Signing Authority

7.3 Cheques, contracts, and other legal documents must be signed by two signing officers, as authorized by Board resolution.

Record Keeping

7.4 The Society shall maintain accurate and up-to-date records of all meetings, financial transactions, and a register of Members and Directors, in accordance with the requirements of the Act.

Member Access to Records

7.5 Members may inspect the Society's records in accordance with the BC Societies Act, including the Constitution, Bylaws, minutes of general meetings, register of Members, register of Directors, and financial statements. Access to records must be requested in writing, and the Society may require reasonable notice. The Society may limit access to certain records if permitted by the Act, including records containing personal information or sensitive matters.

Part 8 - Amendment of Bylaws

8.1 These Bylaws may only be amended by a Special Resolution of the Members passed at a general meeting. Notice of the proposed amendments must be provided to all Members in accordance with the notice requirements set out in the BC Societies Act.

Part 9 - Dissolution

9.1 Upon the winding up or dissolution of the Society, any remaining assets after payment of all debts and liabilities shall be distributed to one or more registered charities or non-profit organizations in Canada with purposes similar to those of the Society, as determined by Special Resolution of the Members.

Part 10 – Indemnification

Will Indemnify

10.1 The Society shall indemnify and hold harmless, out of its funds, each Director, the Head Coach (when employed or contracted), and any other individual who, at the Society's request, acts in a similar capacity. This indemnity applies to such individuals and their heirs, executors, and administrators, for all costs, charges, and expenses — including settlement amounts and judgments — reasonably incurred in connection with any civil, criminal, administrative, or investigative proceeding arising from the individual's role or duties on behalf of the Society.

Will Not Indemnify

10.2 The Society shall not indemnify any individual described in bylaw 10.1 for actions involving fraud, dishonesty, bad faith, or a breach of statutory duty. Indemnification will only be provided where:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds to believe their conduct was lawful.

Insurance

10.3 The Society shall maintain Directors and Officers liability insurance in such amounts and on such terms as determined by the Board. Currently, this coverage is provided through Swim BC's group insurance policy; however, the Society acknowledges

that this coverage may be revoked or discontinued at any time. In such case, the Society shall obtain and maintain its own Directors and Officers liability insurance without interruption to ensure continuous protection for those eligible under this Part.

Part 11 – Adoption

These Bylaws were approved by special resolution of the Members on November 5, 2025 and filed with the Registrar of Companies on November 13, 2025.