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Bylaws of Nanaimo Riptides Swim Team Association

(the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

(a) **"Act"** means the *Societies Act* of British Columbia as amended from time to time;

(b) **"Board"** means the directors of the Society;

(c) **"Bylaws"** means these Bylaws as altered from time to time; and

(d) "**Electronic Communications**" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

(i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

(ii) in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

Definitions in 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

Application for membership

2.1 Every parent and guardian that is not suspended or expelled and who registers a participant is a member while the participant is registered in a program of the Society.

2.2 For greater certainty, a parent or guardian is only entitled to one vote if they register more than one participant, and each parent or guardian in the same household may vote separately if each person registers a participant.

2.3 Any other person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

2.4 Every member must uphold the constitution of the Society and must comply with these Bylaws and the policies of Swim BC.

Amount of membership dues

2.5 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.6 A member is not in good standing if the member fails to pay the member's membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.7 A voting member who is not in good standing
(a) may not vote at a general meeting, and
(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.8 A person's membership in the Society is terminated if the person is not in good standing for 2 consecutive months.

Discipline and expulsion of member

2.9 A member of a society may be suspended or expelled by special resolution. Before a member of a society is suspended or expelled under these Bylaws, the society must
(a) send to the member written notice of the proposed discipline or expulsion, including reasons, and
(b) give the member a reasonable opportunity to make representations to the society respecting the proposed suspension or expulsion.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Notice of general meeting

3.2 Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least 21 days before the meeting and not more than 60 days before the meeting.

Notice of general meeting if more than 250 members

3.3 Notice of a general meeting of the Society if the Society has more than 250 members is deemed to have been sent under 3.2 if

(a) notice of the date, time and location of the meeting has been sent, to every member of the Society who has provided an email address to the Society, by email to that email address, and

(b) notice of the date, time and location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

Ordinary business at general meeting

3.4 At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor;

(d) election or appointment of directors;

(e) appointment of an auditor, if any;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.6 The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the chair;

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

(i) the president,

(ii) the vice-president, if the president is unable to preside as the chair, or

(iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting

members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.9 The quorum for the transaction of business at a general meeting is 10% of the voting members.

Lack of quorum at commencement of meeting

3.10 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.11 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.12 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.

Notice of continuation of adjourned general meeting

3.13 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.

Order of business at general meeting

3.14 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.

Methods of voting

3.15 At a 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.

Announcement of result

3.16 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.

Proxy voting not permitted

3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.18 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.

Electronic Participation in General Meetings

3.19 The Board may determine, in its discretion, to hold any general meeting in whole or in part by Electronic Communications, so as to allow some or all members to participate in the meeting remotely. Where a general meeting is to be conducted using Electronic Communications, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any and persons participating by permitted Electronic Communications are deemed to be present at a general meeting.

Indirect Voting

3.20 Indirect voting, or voting by mail or another means of communication, including by fax, email or other electronic means, is permitted. Only the President or Vice-President, with the approval of one other director, may propose that a resolution be approved by mail or another means of communication, including by fax, email or other electronic means. The Society will forward the proposed resolution by email to the last known email address of each member or, if a member does not have an email address, to the member's last known postal address. The secretary shall file the responses in favour of or against the proposed resolution with the notice of the proposed resolution in the records of the Society. The votes shall be counted seven days after the last notice is emailed, faxed, posted or otherwise sent, as the case may be, or on such later date as is specified in the notice of the proposed resolution.

Robert's Rules of Order

3.21 The most recent edition of Robert's Rules of Order Newly Revised shall govern all matters at a general meeting that are not specifically covered by the governing act, regulations or these Bylaws.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The president, vice-president, secretary, treasurer and no more than 3 directors-at-large shall be the directors of the Society.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the president, vice-president, secretary, treasurer and no more than 3 additional directors at large.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Term of Board directors

4.5 Unless elected or appointed to fill a vacancy under section 4.3, each director is elected or appointed for a term of two years and ceases to hold office at the close of the second annual general meeting following election/appointment, but, if otherwise qualified, may be re-elected or re-appointed for additional terms.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

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

Proceedings valid despite omission to give notice

5.3 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.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors or such other number or formula as the directors may determine.

Resolution without meeting

5.6 The directors of the Society may pass a directors' resolution without a meeting if a majority of the directors consent to the resolution in writing including by fax, email or other electronic means.

PART 6 – BOARD POSITIONS

Role of president

6.1 The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

Role of vice-president

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

Role of secretary

6.3 The secretary is responsible for doing, or making the necessary arrangements for, the following:

(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;
(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.

Absence of secretary from meeting

6.4 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.5 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.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 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 - COMMITTEES

Committees

8.1 The Directors may delegate any, but not all, of their powers to committees as they think fit.

Powers

8.2 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors.

Chair

8.3 If the directors have not appointed a person to chair a committee, the committee must elect a chair of its meetings.

Calling committee meeting

8.4 A committee meeting may be called by the chair or by any 2 other members of the committee.

Notice of committee meeting

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

Proceedings valid despite omission to give notice

8.6 The accidental omission to give notice of a committee meeting to a committee member, or the non-receipt of a notice by a committee member, does not invalidate proceedings at the meeting.

Conduct of committee meetings

8.7 The committee may regulate their meetings and proceedings as they think fit.

Quorum of committee

8.8 The quorum for the transaction of business at a committee meeting is a majority of the committee or such other number or formula as the committee or the Directors may determine.

Resolution without meeting

8.9 The committee may pass a resolution without a meeting if a majority of the committee members consent to the resolution in writing including by fax, email or other electronic means.

PART 9 – RESTRICTION ON BORROWING

9.1 The Society must not borrow money without the authorization of a special resolution.

PART 10 – ALTERATION OF CONSTITUTION AND BYLAWS

10.1 Except as otherwise specified, the constitution and these Bylaws must not be altered or added to except by a special resolution.

PART 11 – WINDING UP

11.1 Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are property incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the *Income Tax Act* (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. This provision may only be altered by (a) a resolution passed at a general meeting by all of the votes cast by the voting members, whether cast in person or by indirect voting (see section 3.20) or (b) a resolution consented to in writing by all of the voting members or (c) if the Bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed all of the votes cast, in accordance with the Bylaws, on the resolution.