

Surrey Knights Swim Club

Constitution and Bylaws

Updated October 2018

This document was updated in October 2018, in accordance with changes in the BC Societies Act.

Surrey Knights Constitution

Name of Society:

The name of the society is Surrey Knights Swim Club

Purpose of the Society:

The purposes of the society are:

- A. To be a community oriented, professionally coached, non-profit competitive swim club, supported by volunteers.
- B. To be a full service competitive swim club. We offer programs for swimmers over the age of 5 years, including able bodied, physically disabled, and masters. Each year the club provides swimming programs for girls, boys, men, and women, at the introductory, age group, and senior levels. Swimmers range in ability from novice to national and in some cases international.

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Definitions and Interpretations:

- “**AFC**” means Aquatic Federation of Canada
- “**BCSCA**” means British Columbia Swim Coaches Association
- “**Board**” means Board of Directors of Surrey Knights Swim Club
- “**Club**” means Surrey Knights Swim Club
- “**CSCTA**” means Canadian Swim Coaches Association
- “**Extraordinary**” Mtg. means a meeting that has been requested by either the Directors or membership that required a meeting outside of the “normal scheduled General or Annual General Meeting.
- “**Knights**” means Surrey Knights Swim Club
- “**SKSC**” means Surrey Knights Swim Club
- “**SNC**” means Swimming Nation Canada
- “**Society Act**” means the Society Act of the Province of British Columbia
- “**Special Resolution**” means a resolution passed for the purpose of a Constitution or Bylaw change
- “**Voting Member**” means member(s) that is good standing and is of age 19yrs and eligible to vote

Article 1 Business of Surrey Knights Swim Club

Jurisdiction

- A. SKSC is a member of Swim BC which is a member of SNC, which is in turn a member of AFC.
- B. SKSC shall at all times govern itself in accordance with the applicable rules of Swim BC, SNC and AFC.
 - a. Surrey Knights are associate members of Swim BC and are committed to the goals and objectives of our provincial and national bodies; anGovernance
- A. SKSC is governed by its constitution, by laws and rules, policies and procedures that are approved by the Board of Directors and its voting membership

Banking, Receipts and Distribution

- A. The banking transactions shall be conducted in the name of “Surrey Knights Swim Club” and/or “SKSC” and or “Surrey Knights” at such financial institutions doing business in British Columbia

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Authority of the Board to Borrow

- a) In order to carry out the business of the Club, the directors may, on behalf of, and in the name of, the Society, raise or secure the payment or repayment of the money in the manner they decide, and in particular, but without limiting the foregoing, by the issue of debentures.
- b) Borrowing shall be left to discretion of directors, without the sanction of a special resolution.

Investments

- a) All monies of SKSC that are not immediately required for the business of SKSC shall be invested in term deposits or guaranteed investment certificates issued by a Canadian Charter Bank or British Columbia Credit Union and insured by the Canada Deposit Insurance Corporation.

1.06 Financial Year End

- a) The Financial year end of the SKSC shall be August 31st of each year

1.07 Books and Records

- a) The Board of Directors of SKSC shall ensure that all necessary books and records required by the bylaws of SKSC, the Society Act or any other applicable statute or law are regularly and properly kept.
- b) Any member may inspect such books and records, other than books and records determined to be confidential by the Board of Directors, by

written (14 days) notice via the current Club President.

- 1.) Such inspection shall take place and, recorded with the club secretary and another board member present. Such inspections shall be done at a mutually agreed upon time by all parties.
- 2.) Inspection shall take place at a place of business (not a private residence).
- 3.) Directors may restrict members' access to the register of members if access would be harmful to the society or a member.

Dissolution of SKSC

- a) Upon winding up, or dissolution of the Society, the assets which remain after payment of all debts and liabilities shall be distributed to such charitable organizations or organizations having a similar charitable purpose.

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- b) The location and distribution of any funds or equipment shall be decided by the membership at a general meeting or extraordinary meeting.
- c) This clause is unalterable.

Financial Assistance

- a) Upon the decision of the SKSC Directors to provide financial assistance to any individual member, the financial assistance amounts will be disclosed in the financial statements.
- b) Any Financial assistance given in the ordinary course of SKSC activities in furtherance of its purposes will not be disclosed.

Article 2 Membership

2.01 Membership Classes and Duties

Membership within the SKSC shall consist of the following four(4) classes:

- A. Senior members
- B. Junior members
- C. Honorary members
- D. Adjunct members

Senior members shall be those individuals whose names appear on the application for membership who are 19 years of age or older, who have children or wards participating as junior members of the club. Senior members shall have one vote per family and are eligible to hold office.

Junior members shall be those members, that appear on the application that, under the age of 19 who participate in aquatic activities of the club and who adhere to its objectives. They shall not be entitled to vote or hold office. Children of a Senior Member who reside in an educational institution as students shall be deemed to reside in the household of the Senior member.

Adjunct members are adult (Master) swimmers who choose to train with the club. They shall adhere to the purposes of the club and rules as set forth in policy statements or bylaws of the SKSC. Adjunct members are over the age of 19 in the master program(s) and shall not be entitled to vote, or to hold office.

Honorary members shall be those who have made an outstanding contribution to the welfare of the swim club. They shall be elected to Honorary Membership by a majority vote of the SKSC Board of Directors.

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Honorary members may be drawn from the community but shall not be entitled to make motion(s) and are not eligible to vote or hold office.

1. 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.
2. Every member shall uphold the constitution and comply with these bylaws.

2.02 Application for Membership

A person meeting all requirements as per this Constitution and Bylaws of the Society may apply for membership with SKSC and upon acceptance by the Directors, shall be a member.

All applications for membership shall be in writing on forms prescribed by the Club.

2.03 Voting

Voting shall be done by Senior Members as defined in Membership Classes and Duties (section 2.01) and who are in good standing. One(1) vote shall be allocated per family registration.

2.04 Definition of Good Standing

All members are in good standing except a member who have, failed to pay the current annual membership fee, or any other subscriptions or debt due and owing by them to the Society, or those that have been placed under suspension by the Head Coach:

1. They are not in good standing so long as the debt remains unpaid.
2. They are not in good standing so long as the suspension is in effect.

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2.05 Removal from membership

Any member and/or registered swimmer may be expelled from the Club for just cause, forfeiting their dues, by a two-thirds (2/3) majority vote of the members of the Board of Directors.

Any member shall also cease to be a member of the Society by:

- A. Giving thirty (30) days notice by delivering his resignation in writing to the Secretary of the Society, or by mail, or delivering it to the address of the Society
- B. Upon death
- C. on being expelled
- D. failure to follow SKSC policy and procedure, including athlete and or parent code of conduct.

A member may be expelled by a special resolution of the members passed at a general meeting.

The vote shall be done by ballot. The President shall appoint the Secretary and one other member as scrutinizer for such a ballot. The result of the ballot shall be announced by the secretary and shall be a motion supported (or defeated). The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

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2.07 Membership Dues and Registration Fees

- A. Membership dues - The annual membership dues for registered swimmers (Junior Members) shall be such an amount as determined by the SKSC Board of Directors, to be presented to the Senior Members (that are in good standing) before fiscal year end at a general meeting and may be revised upon notification through a special general meeting. Annual dues for membership of registered swimmers (Junior Members) shall be payable - if pro-rated - by the first of each swimming month, and for new swimmers, within fifteen (15) days after acceptance of membership, and then the first day of each swimming month thereafter.
- B. Registration fees - SKSC may collect annual registration fees above and beyond the annual dues for membership. Senior Members and registered swimmers (Junior Members) shall lose their status upon the lapsing of their dues, providing official notification in writing from the Board of Directors is forwarded and the dues are not paid within fifteen (15) days of notification.

Article 3 Member Meeting - General, Annual & Special Meetings

3.01 Meeting Frequency

General meetings shall be held at least twice during the Swim Season (September to August) each year, in addition to the Annual General Meeting within the boundaries of Surrey in the Province of British Columbia.

3.02 Order of Business

Call to order Reading of notice Reading and approval of previous minutes Presentation of reports by President, and Director of swimming Presentation of financial report Presentation of additional reports Motions Elections of Directors Adjournment

3.03 Quorum

At all annual general, general or special meetings of the membership, a quorum shall consist of at least fifty-one (51)% of the eligible voting members. Providing a quorum is present at the beginning of the meeting, the meeting shall continue even though a voting member leaving may reduce the numbers to less than a quorum. Voting members who have declared a conflict of interest shall be counted in determining a quorum.

If a quorum is not present within thirty (30) minutes of set time, the meeting may be adjourned in accordance with these bylaws and quorum for such adjourned meeting shall be such numbers of voting members present.

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3.04 Notice of Meetings

Written notice of the date, time, and place of each general meeting and or annual general meeting shall be provided to all voting members not less than fourteen(14) days before the time fixed for the holding of the meeting. The notice shall state the general nature of the matters to be considered by the members.

Notice may be given by person, by mail, or electronic mail to members at the address of, or electronic address of members as to the proceeding of any members meetings

The omission of notice or the non-receipt of notice shall not invalidate any resolution, act, or any proceeding taken at a member meeting.

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3.05 Voting at all Member Meetings

Each eligible voting member duly represented by a delegate at any member meetings shall have one (1) vote. No delegate may represent more than one (1) voting member. Each voting member shall advise the SKSC Secretary of the name of the delegate by way of sign-in at such membership meetings.

In the case of an appointed delegate, the Senior Member must provide in writing to the Secretary the name of the individual who shall carry the voting. This must be done in advance of the scheduled meeting and recorded in the minutes of any such meeting.

Except as otherwise provided in the Society Act or these laws, every question submitted to any member meeting shall be decided by a majority vote of voting members given by a show of hands. In the case of a tie, the Chair of the members meeting shall not have a casting vote and the motion shall fail. Delegates present at any members meeting may not vote on behalf of other voting members by ways of proxy.

At any members meeting, unless a ballot is required, a declaration by the chair that resolution has been carried or carried unanimously or by any particular majority, or lost or not carried by a particular majority shall be conclusive evidence of fact.

Voting shall be by show of hands except in respect of elections or in situations where a ballot is specifically requested. A vote by ballot will be used if requested by a voting member in good standing and seconded by another voting member in good standing. If a ballot is required on any question, it shall be taken as determined by the Chair. A ballot may be demanded either before or after any vote by show of hands. The result of a vote by ballot shall be the final resolution of the question on which ballot was demanded. A demand for a poll vote or ballot may be withdrawn.

3.06 Chair of Member's Meeting

The President shall be the Chair of any members meeting, General Meetings or Annual General Meeting. If the President is absent, or is unable to, or refuses to act as chair, the Vice President shall be Chair.

If neither the President or Vice President is absent or unable to or refuses to act as Chair, the voting members present shall choose another member of the board as Chair and if no other member of the board is present or if all members of the board decline to that chair, then the voting members shall choose one from the numbers (Members) present to be the Chair.

3.07 Special General Meetings

A special members meeting may be called by the President, by a majority vote of the board, or by written request by 10% of the voting members that are in good standing. The request shall be submitted in

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accordance with the requirements of the society act and the board shall convene the special members meeting as required by the society act. These matters designated by the petition and no others, shall be discussed at any Special Meeting called under the authority of this section.

1. The President must call a special meeting within fourteen (14) days upon receipt of a petition signed by 10% of the active voting membership. Five (5) clear days notice shall be given in writing to all members for such special general meetings.
2. The omission of notice or the non-receipt of notice shall not invalidate any resolution, act or any proceeding taken at a special member meeting.

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3.08 Adjournments

Any members meeting may be adjourned to date, time and place, and any business may be transacted at any adjournment meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required for any adjourned meeting provided that when a member meeting is not adjourned for more than fourteen (14) days, then fourteen (14) days notice must be given by way of the same manner as for any Members Meeting. Quorum for any adjournment meeting shall be such voting members represented by delegates present at the adjourned meeting.

Article 4 DIRECTORS

4.01 Number of Directors

The SKSC board shall consist of seven (7) directors. Six (6) of these directors shall be elected by the voting members at the Annual General Meeting. The Seventh director shall be a standing director.

- A. Elected Director positions are: President, Vice President, Secretary, Treasurer, Booster Director, Volunteer Director
- B. The Seventh Director shall be the Director of Swimming. This position shall be filled by the Head Coach of the SKSC.

There shall be only one (1) member per family elected to the Club Board of Directors.

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4.02 Power of Directors

The Board shall have the power to do all things necessary for managing the affairs of SKSC in accordance with the Society Act and these bylaws. Without limiting the generality of the foregoing, the Board shall have the following powers:

- Except as otherwise provided in the Society Act or the bylaws, all powers of SKSC including the power to delegate any of its powers, duties and function;
- The power to establish committees and to appoint members to committees;
- The power to employ such persons as it deems necessary for carrying out the work of SKSC; and
- The power to establish rules, policies and procedures not inconsistent with the Society Act or these bylaws relating to the management and operation of SKSC.

4.03 Term of Office

Directors shall be elected for a term of two (2) years.

No elected Director can serve more than two (2) consecutive terms in one elected position

An individual holding a Director's position shall have an active swimmer in the SKSC and be a member in good standing. Should a director cease to meet this criterion, they must resign their position. In such an event, the remaining directors shall appoint, from the membership, a Director to fill the vacant Director's position until the term expires.

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4.04 Director Vacancies

The office of any Director shall be automatically vacated if the Director:

- A. Delivers a written resignation to the Board;
- B. Fails to remain a Member in good standing
- C. Becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out his/her duties;
- D. Misses three consecutive board meeting without just cause;
- E. Dies; or
- F. Is removed from office in accordance with section Removal of Directors.

If a vacancy shall occur, the Board may, by majority vote, fill the vacancy with a Member in good standing if they see fit to do so and otherwise such vacancy shall be filled at the next Annual General Meeting. Any Director appointed to fill such a vacancy shall hold office for the unexpired term of his/her predecessor's director.

4.05 Removal of Directors

The Voting Members of SKSC may, by a Special Resolution, may remove any Director from office before the expiration of his/her term of office and may elect any qualified person in his/her stead for the remainder of his/her term. The affected Director shall be given notice and the opportunity to be present and make representation at the Members Meeting called for such purpose.

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4.06 Nominations

1. Not less than fourteen(14) days prior to the Annual General Meeting the Board shall appoint a nominating committee consisting of at least three (3) members, none of whom may be a Director standing for re-election. The nominating committee shall prepare a slate of candidates for the positions of Directors open for election and shall obtain the candidates' written consent to stand for election.
2. Any Senior Member in good standing may make additional nominations for Directorship provided that each such nomination is also a member in good standing and has agree to accept the nomination made.
3. All such nomination are to be received five(5) days prior to the meeting date, by way of written submission to the SKSC Secretary.
4. No call for nomination from the floor will be accepted.

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4.07 Election to the Board

If the number of nomination(s) corresponds to the number of vacancies on the board, the nominees shall be declared elected by acclamation.

If the number of nominees validly nominated for election to the board exceeds the number of to be elected:

- The chair shall call for from the floor or appoint a Scrutineer
- The Scrutineer shall have cause to prepare and distribute to each voting member: a ballot containing, in alphabetical order, the names of all nominees for election to the board, and a notice stating the number of nominees to be elected.

Any ballot which is marked in favor of more nominees that are to be elected shall be invalid

The appointed Scrutinizer shall count from the valid ballots the number of votes cast in favor of each nominee and then shall prepare and present to the annual general meeting a list of nominees elected to the board. The list presented of those nominees elected to the board notwithstanding any irregularity or informality or any accidental omission to supply a ballot to, or the non-receipt of al ballot by any voting member, and the chair at the annual general meeting shall declare such nominees elected as members of the board.

Article 5 Meeting of Board of Directors

5.01 Quorum

A majority of 5 of the 7 Directors shall constitute a quorum at all Board of Directors Meeting.

5.02 Frequency of Meetings

The board shall deem meeting as necessary, however no fewer than six (6) meetings shall be conducted during the September to July time period annually.

5.03 Notice of Directors Meeting

Meeting of the Board may be called by the President and or by request by any two (2) Directors.

Notice of board meeting shall be given in writing or electronic mail or facsimile at least forty-eight (48) hours prior to the meeting.

No formal notice is necessary if all directors are present or if those absent have indicated their consent to the meeting being held without notice, by any director shall not invalidate any resolution passed or any proceedings at such meeting.

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5.04 Voting at Directors Meetings

Every Director, except the Chair of the meeting, in attendance at every board meeting shall have one (1) vote. Except as otherwise required by these bylaws, at all board meetings, every question shall be decided by a majority of votes cast.

In the case of equal or tied votes, the motion shall be deemed as defeated.

The Chair of the meeting (usually the President) shall not have a vote.

Proxies are not accepted at a meeting of the Board of Directors

5.05 Place of Meeting

Board Meeting shall be held in the city of Surrey, Province of British Columbia or elsewhere as the president may determine. Board meeting shall be conducted in such places that are of business nature or “neutral” ground, as not to deter a Director from attending.

Any board meeting may be conducted by telephone, or any other communication facility that would permit all participating Directors to hear each other simultaneously. Minutes of each meeting shall be taken and shall be provided to each Director prior the next meeting of the Board of Directors.

5.06 Invitation to Meeting:

All Directors Meeting shall be open to all Senior Members of the SKSC, unless a topic has been deemed sensitive nature by the SKSC President and or two(2) other directors, at which time any members other than the Directors will be asked to leave. Such items will be recorded in limited detail and remain as an in- camera session.

Individuals, that are not considered members of SKSC are not permitted to attend Directors meeting unless an invitation is supported by two(2) other Directors, at which time a motion will be made by one(1) of the supporting Directors to have the names of the invitee recorded with the Secretary.

5.07 Chair of Director Meetings

The Chair of the Board of Directors shall be the President, or in his/her absence, the President may appoint another Director to act as Chair. In the event that no Director has been appointed by the President the Vice President shall act as Chair

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5.08 Remuneration

Elected Directors shall not receive any remuneration or profit from their position as a Director either directly or indirectly, other than reasonable reimbursements for traveling and other expenses reasonably incurred in discharging their office as director.

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5.08 Indemnity

Subject to the Society Act, every Director and officer of SKSC and their heirs, executors and administrators shall from time to time and at all times be indemnified and saved harmless by SKSC for and against all cost, charges and expenses that such directors sustains or incurs by way of sanction, suit or proceeding commenced against his/her or in respect of any acts, deeds, matters or things whatsoever made, done or permitted by him/her in or about execution of the duties of his/her office except such cost or charges or expense which are occasional by his/her own willful neglect, fraud, dishonesty or bad faith.

Article 6 Committees

6.01 Appointment and Powers of Committees

The Board may from time to time appoint committees to assist it in carrying out its duties. Such committees shall be composed of members appointed and subject to removal by the board, whether Directors or otherwise, and the duties of such committees shall be specified by the board from time to time. The Board shall establish such procedures as it deems fit for the operations of committees and subject to the Society Act and these by-laws, may delegate any of its power, duties or functions to a committee. Such committees shall report on this activities in exercise of powers delegated by the board at the next meeting of the board.

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Article 7 Interest and Privacy

7.01 Conflict of Interest

It is the duty of all Directors, and all members of SKSC who has, or potentially, has a conflict of interest with SKSC whether directly or indirectly interested in a transaction, contracts or proposed transaction of contract with SKSC to declare his/her interest at a meeting of the Board and except as permitted by the Society Act, to refrain from voting in respect of any matter proposed matter contract or proposed contract in which such Director or member is so interested.

7.02 Confidentiality

It is the duty of all Directors and or all members to ensure that any and all confidential affairs of SKSC operations and or its membership, directly or indirectly, shall remain as such, and that any and all members or Directors shall refrain from using any acquired information for their own purposes or for any other purpose, other than those of SKSC.

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Article 8 AMENDMENTS (Special Resolutions)

8.01 SKSC Constitution and Bylaw Changes

The Surrey Knights Constitution and or Bylaws may be amended by a special resolution provide in writing and presented to the SKSC Secretary fourteen(14) days in advance of a General Meeting, Annual General Meeting. Such resolutions must be supported in writing by 10% of the voting membership before being forward to the Secretary.

All resolutions for changes to the Constitution or Bylaws must have a pass a majority vote of 75% of the eligible voters in attendance. This vote must be a representation of not less than 40 % of the Senior Members.

All resolutions must be presented to the membership at least two(2) meetings before a vote is to be taken.

Article 9 Statement of Meets and Program

9.01 Swim BC Membership

SKSC is a member of Swim BC and it committed to supporting Swim BC mandates, SKSC will do this by:

1. Providing a quality program for all level of swimmers
2. Providing professional coaching and complementary support programs necessary support to swimmers and the program
3. Creating an environment where quality and success is the norm both in and out of the pool

Article 10 Statement of Operations

10.01 Operations

SKSC will operate under its governance, bylaw and policies as directed by the Board of Directors, Coaching staff, and its Senior Members.

Article 11 Statement of Parliamentary Law

11.01 Rules of Order

Robert's Rules of Order - Revised, (Latest Edition) shall be authority upon all questions not covered by the constitution and bylaws.