

BYLAWS OF VICTORIA ARTISTIC SWIMMING CLUB

Part 1

Definitions

- 1) Individual Membership- shall be given to a person who meets the following criteria:
 - a) Is an Artistic Swimmer registered with Victoria Artistic Swimming Club
 - b) Is at least 19 years of age
 - c) Participates in the programme of the society

- 2) Friends of the Society Membership- shall be granted to any person that the Members of the society by two-thirds (2/3) majority vote shall deem worthy by merit or interest. Honorary Members shall be exempt from fees and shall be entitled to all privileges of the society.

- 3) Family Membership- shall be given to the parents or guardians of a minor child who swims under the jurisdiction of this society, and whose fees are paid. A family membership shall have one vote, unless that family has more than one swimmer registered as a swimmer with Victoria Artistic Swimming Club, in which case the family shall have one vote per swimmer.

- 4) Directors- shall be elected by the Members of the Society at the Annual General Meeting and shall hold the office until the next Annual General Meeting, unless earlier removed in accordance of the By-Laws.

- 5) Officers- means an individual elected or appointed as President, Vice-President, Treasurer and Secretary pursuant to these Bylaws

- 6) Bylaws- means the bylaws of the Society as filed with the Registrar and as may be altered from time to time in accordance with the Societies Act;

- 7) Constitution- the constitution of the Society as filed with the Registrar, and may be altered from time to time in accordance with the Societies Act;

- 8) Good Standing-** A Member of the Society, in any class of membership, is considered in Good Standing provided that the Member:
 - a) Has not ceased to be a Member;
 - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - c) Has completed and remitted all documents as required by the Society;
 - d) Has complied with the Bylaws, policies, procedures, rules and regulations of the Society;
 - e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board of Directors; and
 - f) Has paid all required membership dues or debts to the Society, if any. A Member is not in good standing if the Member has failed to pay his current fees, or any other subscription or debt due and owing by him to the society is not in good standing so long as the debt remains unpaid.

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Part 2

Article I-Membership

Terms under of which a person may be admitted to the Society

1) There shall be the following classes of Membership:

- a) Individual Membership
- b) Friends of the Society Membership (known previously as Honorary Membership)
- c) Family Membership

2) The Fees for each class of Member, if any, shall be determined by the Directors

3) The Directors shall determine when fees, if any, shall be paid

4) It is the Duty of each Member in order to remain in good standing with the society and pay all of the fees that are required of the Member.

5) Admission of Members. No person, organization or business will be admitted as a Member of the Society unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Society;
- b) The candidate member has been approved by the Board or by any committee or individual delegated this authority by the Board;
- c) For Individual Membership, the candidate member is a member in good standing with the National and Provincial Sport Organizations for artistic swimming; for Family Membership, the parent/guardian has registered their minor child with the National and Provincial Sport Organizations for artistic swimming and that member is in good standing
- d) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- e) If the candidate member was at any time previously a Member, the candidate member was a Member in Good Standing at the time of ceasing to be a Member;
- f) If the candidate member has not been a Member, the candidate member was a member in Good Standing with the previous club they were a member of;
- g) The candidate member has paid dues as prescribed by the Board.

Article II Termination of Membership

Conditions under which Membership in a Society ceases:

1) A Member shall cease to be a Member if he or she fails to pay his or her fees on the due date for the payment of fees and default continues for a period of three months from due date. A Member will be given 30 Days written notice prior to the 90 days, to have their account brought up to date.

2) The Board of Directors may suspend or expel the membership of any Individual Member, Honorary Member or Family Member for a breach of the Club's Bylaws, policies, procedures,

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rules or regulations, with a resolution approved by a three-quarters (75%) majority at a regular Board of Directors Meeting duly called for that purpose.

3) Before a member of the society is suspended or expelled under Article II clause 2, the society must

- (a) send to the member written notice of the proposed suspension or expulsion, including reasons, and
- (b) give the member a reasonable opportunity to make representations to the Board of Directors respecting the proposed suspension or expulsion.

4) If a Member has been suspended or expelled, the Individual Member, Honorary Member or Family Member, are not entitled to a refund of any Registration Fee or any other membership fees, levies or dues covering the period of the suspension or the remaining portion of the Membership Year following expulsion.

5) Any Member who wishes to withdraw from Membership in the Society may notify the Secretary or President of the Society of such notice and the Member shall cease to be a Member pursuant to the policy in our registration policy.

Article III Meeting of Membership

1) The Annual General Meeting shall be held during the month of September in each year, at a place within Victoria, British Columbia and on a day to be fixed by the Board of the Directors, in accordance with the Society Act as the Directors decide.

2) Every Notice of an annual or special meeting of the society shall state the nature of the business of the meeting and such notice shall be given to every Member 14 days before the Annual or Special meeting.

3) Notice of any annual or special meeting shall be deemed to be given to every Member, if mailed, emailed or hand delivered. If notice is given by mail then notice shall be deemed to have been received on the 5th business day after it was mailed. If notice is given by email it shall be deemed to have been received on the day following the day the email is sent. If notice is given in person, it shall be deemed to have been received on the day of delivery.

4) The Directors, or any two Members of the Society, or ten (10%) per cent of the Membership, but in no case less than two Members of the society may call a special meeting of the Society for any purpose.

5) Any persons calling a meeting of the Membership of the Society pursuant to Article III, clause 4 shall be responsible for the administration and preparation of the meeting.

6) The rules of procedure at an annual, general or special meeting shall be determined by Directors or if any member objects the Roberts' Rules of Order shall apply.

Quorum for the General and Special Meetings:

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- 7) A quorum for the transaction of business at any annual or special meeting of the Society shall be 6 (six) members of the Membership as they appear on the Membership rolls.
- 8) Those Members entitled to vote at any meeting of the Members of the Society shall be as follows
 - a. Individual Members
 - b. Family Members who shall be entitled to one vote for each artistic swimmer in the family who participates in the Society Programme.
- 9) Those Members entitled to a vote described in Article III, Clause 8, shall only be allowed to vote so long as they are in good standing.
- 10) Voting by proxy is not permitted.

Article IV Director and Officers

1) The Directors of the Society shall be the subscribers to this Constitution and these By-Laws. The Directors shall all resign (not retire) at the first annual meeting. Thereafter, the number of Directors shall be determined at the Annual General Meeting each year, but in no event shall the number of position of Directors be less than four in number.

Appointment of Directors:

- 2) The Directors of the Society shall be elected by the Members of the Society at the Annual General Meeting and shall hold the office until the next Annual General Meeting, unless earlier removed in accordance of the By-Laws.
- 3) Any vacancy in the Directors may be filled by appointment by the Directors. Meeting of the Directors may be called by the President, two or more Members of the Directors, or by two or more Members.

Duties and Powers of the Directors:

4) The management and administration of the affairs of the Society shall be vested in the Directors. In addition to the powers and authority given by the By-Laws or otherwise expressly conferred upon them, the Directors may exercise all such powers of the Society and do all such acts on its behalf as are not by the society at a general or special meeting, and the Directors shall have full power to make such rules and regulations as they deem necessary, provided that such rules and regulations are not inconsistent with the Constitution of the Society and these By-Laws.

Directors Meetings

- 5) The Directors shall determine their own procedure. The Directors may from time to time set quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
- 6)
 - (a) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes;
 - (b) In the case of a tie vote, the chair does not have a second or casting vote.

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7) A Resolution in writing signed by all the Directors either personally or via email and placed within the minutes of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

8) Any Director may participate in a meeting of the Board of Directors, or of any committee of the Board of Directors, by means of telephone or electronic conferencing, provided that all persons in attendance at the meeting may communicate with such Director contemporaneously with each other, and in such event, the Directors shall be considered present at such meeting, and shall have the right to vote at such meeting.

9) No Director shall receive remuneration for his or her duties.

Removal of Directors:

10) Directors shall cease to hold office upon their ceasing to be Members of the Society.

11) Directors may be removed from office by a Special Resolution passed by two-thirds (2/3) of the Members that attend and are entitled to vote at a Special Meeting called for that purpose.

12) No less than two Members can require the Directors to call a Special Meeting of the Members of the Society for removing any member Directors, and/or substituting a new member in that position.

Officers of the Society

13) The board of Directors shall consist of not less than Four(4) and not more than sixteen(16) Members, including the: President Vice-President Secretary Treasurer.

Election of officers:

14) The officers of the Society shall be elected by the Members of the Society at the Annual meeting. If the positions of elected directors is not filled within 30 days of the AGM, then a Special General Meeting will be called.

Duties and Powers of the Officers:

15) The President shall be the Chief Officer of the Society.

16) The Vice-President shall generally assist the President and shall in the event of the absence or disability of the President perform his or her duties and possess his or her authority.

17) The secretary must oversee the following:

- a. Conduct the correspondence of the society;
- b. Issue notices of meetings of the society and Directors;
- c. Keep minutes of all meetings of the society and directors;
- d. Have custody of all records and documents of the society except those to be required to be kept by the treasurer.

18) The Treasurer must

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- a. Keep financial records, including books of accounts, necessary to comply with the Society Act; and
- b. Render financial statements to the Directors, Members and others when required. These statements are to be kept electronically, and be able to be accessed by the afore mentioned;

19) In the absence of the secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

20) All cheques and financial statements of the society must include two (2) signatures, from any two (2) Board members eligible to sign.

21) No officer shall receive remuneration for his or her duties.

Removal of Officers:

22) Officers of the Society may be removed in the same fashion as the Directors of the society as set out in these By-Laws.

23) An Officer shall cease to hold office upon his or ceasing to be a member of the society. Unless appointed as a 'Friends of the Society' (Honorary Member).

Article V Borrowing Powers

1) The Officers shall have the power to raise or secure the payment of money or in such manner as the society shall think fit and without limiting the generality of the forgoing the Society may issue debentures or debenture stock, perpetual or otherwise charging upon all or any of the Society's present or future property and to purchase, redeem or pay off any such security; PROVIDED that debentures shall not be issued without the authority of a Special Resolution of the Society requiring seventy-five (75%) per cent vote of the Members of the Society. In addition, the power of the officers to borrow shall be limited in as much as the consent of seventy-five (75%) per cent of the Members entitled to vote shall be obtained prior to borrowing.

Article VI-Audits of the Accounts of the Society

1) This part applies only if the Society is required or has resolved to have an auditor.

2) The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of the auditor.

3) At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

4) An auditor may be removed by ordinary resolution.

5) An auditor must be promptly informed in writing of the auditor's appointment or removal.

6) The auditor may attend general meeting.

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Article VIII-Inspection of records of the Society

1) The books and records of the society shall be opened to the inspection of Members at all reasonable times.

Article IX-Altering By-Laws

1) The By-Laws of the Society may be amended at any general, special or annual meeting of the Society by a special resolution adopted by 2/3rds majority vote of the Members of the Society present at any special annual or general meeting.

2) Notice to amend any By-Laws or to introduce a new one shall be given in writing at a meeting of the Society, or circulated to the Members 14 days in advance of the meeting at which it is intended to be considered.

3) On being admitted to Membership, a member is entitled, without charge, to a copy of the Constitution and By-Laws of the Society.

Article X: Operations of the Society

1) The operations of the society are to be chiefly carried on within Greater Victoria, in the province of British Columbia.

2) The fiscal year of the Society will be determined by the Board from time to time.

3) The operations of the Society will be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purpose.

4) In the event of winding up or dissolution of the Society, the funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to an organization with similar purposes as the Society or to a recognized charitable organization in the Province of British Columbia or elsewhere in Canada as directed by the members.

Approved Jun 14, 2026 Special Membership Meeting