

Constitution of WINSKILL DOLPHIN SWIM CLUB

1. The name of the society is: WINSKILL DOLPHINS SWIM CLUB
2. The purposes of the society are:
 - a. to encourage and develop excellence in swimming skills and develop a training program for swimmers of all levels of ability from beginner to national competitor
 - b. to facilitate swim competition entries for members and to enter swimmers in appropriate age-group, provincial, and national competitions; to promote related aquatic activities, and
 - c. to raise community awareness of and interest in the sport of swimming.

Bylaws of WINSKILL DOLPHINS SWIM CLUB

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Part 1 — GENERAL

Definitions - The following terms have these meanings in these By-laws:

- a) **Act** - means the *Societies Act* of British Columbia,
- b) **Board** - means the Directors of the Society,
- c) **Bylaws** - means these Bylaws as altered from time to time,
- d) **Director** – means an individual elected, or appointed, to serve on the Board
- e) **Directors' Meetings** - means regular meetings of the Board,
- f) **General Meetings of Members** - means annual general and special general meetings of all Members,
- g) **Member** - means all Members of the Society as more particularly described herein,

- h) **Notice** - means communications sent out by the Society via email,
- i) **Ordinary Resolution** - a resolution passed by a simple majority of the votes cast on that resolution and as described in the Act
- j) **Special Resolution** - a resolution passed by a majority of not less than 2/3rds of the votes cast on that resolution and as described in the Act

Registered Office - The registered office of the Society will be located within the Province of British Columbia.

Conduct of Meetings - Unless otherwise specified by the Board, meetings of the Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

Part 2 — MEMBERSHIP

Categories – The Society has the following categories of Members:

- a) *Director Members* – individuals who are duly elected and / or appointed members of the Board of Directors of the Society.
- b) *Participant Members* – Individuals who have agreed to abide by and adhere to the Society’s Bylaws, policies, procedures, and rules (or, if the individual is under the age of 19, who have had a parent or guardian agree to abide by the Society’s Bylaws, policies, procedures, and rules on behalf of the individual.) Participant members may be athletes, volunteer coaches, officials, guardians and other volunteers.

All participants, or their legal guardians, are automatically made members of the Society upon payment of their membership fees and agreement to adherence to Bylaws, policies, procedures and rules is given by participants (or guardians) at the time of registration.

Fees – Membership fees will be determined annually by the Board.

Discipline – A Member may be disciplined in accordance with the Society’s policies and procedures relating to the discipline of Members

Termination – Membership in the Society will terminate immediately upon:

- a) The expiration of the Member’s annual membership, unless renewed in accordance with these Bylaws;
- b) Resignation by the Member;
- c) Dissolution of the Society;
- d) The Member’s death; or

- e) By Resolution of the Board or Special Resolution of the Members at a duly called meeting, provided fourteen (14) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission and make representations opposing the termination.
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Part 3 — MEETINGS OF MEMBERS

Annual General Meeting – The Society will hold meetings of the Members at such date, time, and place as determined by the Board within the Province of British Columbia. An Annual General Meeting must be held once every calendar year. Members will be provided, at the Annual General Meeting, with a copy of the approved financial statements and auditor’s report (if any).

General Meeting – A General Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members, in the form described in the Act, for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.

Quorum – A minimum of twelve (12) voting Members present or by proxy will constitute a quorum.

Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 19 years old, 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 Chair or with the majority consent of the Members present.

Eligibility of Votes – The date determined by the Board will determine the list of Members that are eligible to vote at a meeting of the Members. The Board will alert all Members of the date at least 21 days prior to the meeting.

Voting Rights – Members will have the following voting rights at all meetings of the Members:

- a) Director Members have one vote each.
- b) Participant Members have one vote each.

Voting Powers – Each voting Member votes on every issue. Voting Members who are 19 years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than 19 years old at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with multiple children registered with the Society who are younger than 19 years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the Society and who is younger than 19 years old may both attend a meeting of the Members but may only exercise one vote.

Part 4 — GOVERNANCE (DIRECTORS, ELECTIONS)

Composition of the Board – The positions on the Board include the following:

- a) Chair
- b) Vice Chair
- c) Treasurer
- d) Six (6) Directors-at-Large

Eligibility – 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.

Election – Directors will be elected at each Annual General Meeting as follows (as possible):

- a) The Chair, Treasurer and two (2) Directors-at-Large will be elected to the Board at alternate Annual General Meetings to those listed in subsection b; and
- b) The Vice Chair and four (4) Directors-at-Large will be elected to the Board at alternate Annual General Meetings to those listed in subsection a.

Terms – Elected Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office.

Number of Meetings – The Board will hold at least six (6) meetings per year. A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these Bylaws;

- 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 the Society and deal with disputes in accordance with such policies and procedures;
 - d) Employ or engage under contract such persons, including a Senior Manager, as it deems necessary to carry out the work of the Society;
 - e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
 - f) Enable the Society to receive donations and benefits for the purpose of furthering the mission and vision of the Society;
 - g) Make expenditures for the purpose of furthering the success of the Society;
 - h) Borrow money upon the credit of the Society as it deems necessary in accordance with these Bylaws; and
 - i) Perform any other duties from time to time as may be in the best interests of the Society.
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Part 5 – OFFICERS

Composition – The Officers will be comprised of the Chair, Treasurer, and Senior Manager (when employed or contracted).

Duties – The duties of Officers are as follows:

- a) The Chair will be responsible for the general supervision of the affairs and operations of the Society, will chair meetings of the Members and meetings of the Board, will be the official spokesperson of the Society and may delegate this function as required, will oversee, and supervise the Senior Manager, and will perform such other duties as may from time to time be established by the Board.
- b) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will deposit all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, 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 (when employed or contracted) is the chief employee or contractor of the Society and is responsible to the Board for the management and operations of the Society. The

Senior Manager will have a title as determined by the Board and is responsible for implementing the Strategic Plan and other policies developed by the Board, for ensuring that all official documents and records of the Society are properly kept, for overseeing and supervising staff, for developing and implementing operational policies and procedures, and for managing the day-to-day operations of the Society through the staff and operational committees.

Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

Part 6 – COMMITTEES

Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

Part 7 – FINANCE AND MANAGEMENT

Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be October 1st to September 30th.

Annual Financial Statements – The Board will approve financial statements (evidenced by signature of two or more Directors) of the Society of the last fiscal year of the Society. The statements must be for the period ending not more than six (6) months before the Annual General Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements at the Annual General Meeting.

Signing Authority – The signing authority of the Society shall be vested in the Officers of the Society and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of the Treasurer or any two of these Officers or persons shall be required on any financial instrument of the Society.

Conflict of Interest – 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 the Society 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.

Part 8 — AMENDMENT OF BYLAWS

Member Proposal

- a. In this section:
 - i. "proposal" means a notice sent under subsection (b) to the Society;
 - ii. "proposal threshold" means 5% of the voting members of the Society.
- b. A Voting Member of the Society may send to the Society a notice of a matter that they propose to have considered at an Annual General Meeting.
- c. A proposal must contain the names of, and be signed by, enough members to meet the proposal threshold.
- d. A proposal must be received by the Society at least fourteen (14) days before the time fixed for the holding of the Annual General Meeting and any such proposal must be included with all subsequent notices of the Annual General Meeting, and those notices will include:
 - i. the proposal,
 - ii. the names of the members submitting the proposal, and
 - iii. one statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.
- e. A proposal, or, if a statement is provided under subsection (d) (iii), the proposal and statement together, must not exceed 200 words in length.
- f. The Society, or a person acting on behalf of the Society, will not incur any liability merely because the Society or person complies with subsection (d).
- g. The Society is not required to comply with subsection (d) if the same proposal was considered at a general meeting held in either of the 2 previous calendar years before the calendar year in which the Annual General Meeting referred to in that subsection is to be held.

Part 9 — DISSOLUTION

Dissolution – The Society may be dissolved in accordance with the Act.

Part 10 — INDEMNIFICATION

Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director, the Senior Manager (when employed or contracted), and any individual who acts at the Society’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society’s request in a similar capacity.

Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society’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, the Society will not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Society; 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.

Insurance – If not available from Swim BC, the Society will, at all times, maintain in force such Directors and Officers liability insurance.

PART 11 – ADOPTION

These By-laws were adopted by the Membership of the Society on the __10__ day of __Nov__, 20__22__

Or

These By-laws were amended by the Membership of the Society on the ____ day of _____, 20__