

## SOCIETY ACT

### CONSTITUTION

1. The *name of the society* is: **KILLARNEY GATORS SWIM CLUB**

2. (i) The *purposes of the society* are:

Section 1 To develop, promote and provide swimming programs for children and youth residing within the Lower Mainland in British Columbia.

Section 2 To raise and provide the necessary funding to purchase the essential equipment, supplies necessary to maintain a successful swim club.

Section 3 To negotiate the pool times and locations available to practice competitive swimming skills with the Board of Parks and Recreation.

Section 4 To hire professional swim coaches and negotiate their contracts and salaries.

Section 5 To sponsor and organize competitive swim meets for children and youth.

Section 6 To set the fees and charges that are charged to swimmers to join and participate in a competitive swim club.

(ii) The society will not distribute any gain, profit or dividend or otherwise dispose of its assets to a member of the society without receiving full and valuable consideration except during winding up or on dissolution.

In the event of windup or on dissolution of the society, the funds and assets of the society remaining after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organization providing competitive swim programs for children and youth in the Lower Mainland of British Columbia. This provision shall be unalterable.

## **BYLAWS**

Bylaws of *GATORS SWIM CLUB ASSOCIATION*.

### **Part 1 - Interpretation**

- Section 1 (i) In these bylaws, unless the context otherwise requires: "**directors**" means the directors of the society for the time being; "**Society Act**" means the *Society Act of British Columbia* from the time to time in force and all amendments to it;  
"**registered address**" of a member means the member's address as recorded in the register of members;
- (ii) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws
- Section 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

### **Part 2 - Membership**

- Section 3 The members of the Gators Swim Club Association are all the parents or guardians of the registered swimmers and the professional coaches under contract with the Club.
- Section 4 A person will become a member in the society upon registration of their child (or ward) as a swimmer in the Gators Swim Club Association or in the case of a professional coach upon the hiring of that coach to the coaching staff of the Gators Swim Club Association.
- Section 5 Every member shall uphold the constitution and comply with these bylaws.
- Section 6 A person ceases to be a member of the society
- (i) (a) in the case of a parent or guardian by withdrawing of his or her child (or ward) from the Gator Swim Club Association and  
(b) in the case of a professional coach by terminating his or her employment with the Gators Swim Club Association
- In each of the above the member must deliver his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society
- (ii) on his or her death or  
(iii) on being expelled  
(iv) on having been a member not in good standing for 12 consecutive months.

Section 7 A member that is not in good standing shall cease to be a member of the Gators Swim Club Association:

- (i) on the expulsion by a majority decision of the Board of Directors.
- (ii) on receipt of a complaint in the writing from any member of the society, the directors shall hold a hearing at which the director or member shall have the right to be heard and to call witnesses and thereafter the directors may exercise the powers given to them by Section 8 (i) .

Not with standing, the foregoing President may suspend the privileges of a member or director pending such a hearing.

Section 8

- (i) A member may be expelled by a special resolution of the members passed at a general meeting
- (ii) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (iii) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Section 9 All members are in good standing except a member who has failed to pay his or her child's (or ward's) monthly fees, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 - Meeting of Members**

Section 10 General meetings of the society shall be held at the time and place in accordance with the *Society Act*, that the directors decide.

Section 11 Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.

Section 12 The directors may, when they think fit, convene an extraordinary general meeting.

Section 13 (i) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.  
(ii) The accidental omission to give notice of a meeting to, or the non-receipt of

a notice by, any  
of the members  
entitled to  
receive notice  
does not  
invalidate  
proceedings at  
that meeting.

Section 14 The Annual General Meeting of the society shall be held at least once in every calendar year and not more than 15 months after holding of the last preceding Annual General Meeting.

#### **Part 4 - Proceedings at General Meetings**

Section 15 All business transacted at an Annual General Meeting or an extraordinary general meeting is:

- the adoption of rules of order
- the consideration of the financial statements
- the reports to the directors
- the election of directors
- the other business that, under these by-laws, may be transacted
- business which is brought under consideration by the report of the directors.

Section 16 Except as otherwise provided by these bylaws, the rules of order at any meeting shall be Robert's Rules of Order, unless other rules or modifications of those rules are adopted by the directors or members.

Section 17 A quorum shall be the majority of directors elected and at least 3 persons present.

Section 18 A member over 19 years of age, in good standing, and present at a meeting of members is entitled to one vote.

Section 19 Voting is by show of hands or by secret ballot if requested by three or more members.

- (i) Unless they are elected by acclamation, voting for directors is by secret ballot.
- (ii) Voting by proxy is not permitted.

#### **Part 5 - Directors and Officers**

Section 20 The president, vice-president, treasurer, secretary and registrar shall be officers of the society.

Section 21 The president shall be elected at the annual general meeting for the term of two years. Officers shall be elected at the annual general meeting for the term of one year.

- Section 22 In addition to the officers, there shall be at least 3 directors at large, or a greater number of directors at large determined from time to time by ordinary resolution at a general meeting.
- Section 23 President shall preside at all meetings of the society.
- Section 24 Each director or member who  
(i) is affiliated with the society and  
(ii) has been recognized and continues to be recognized by the society as a member,  
may be appointed as a director or officer of the society with the exception of the professional swim coaches under contract with the society.
- Section 24 Any officer or director who accepts remuneration for service or services from the society shall automatically cease to be a director or officer unless the directors decide otherwise.
- Section 25 The members may by special resolution remove a director before completion of his or her term of office and may elect a successor to complete the term of office.

#### **Part 6 - Proceedings of Directors**

- Section 26 (i) The directors will meet every month to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.  
(ii) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.  
(iii)S A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- Section 27 (i) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they see fit  
(ii) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.  
(iii) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

- (iv) The members of a committee may meet and adjourn as they think proper.

(7)

Section 35 The treasurer must:  
(i) keep the financial records, including books of account,  
(ii) render financial statements to the directors, members and others when required.

Section 36 The registrar must:  
(i) maintain the register of all the registered swimmers in the Gators Swim Club Association.

### **Part 8 - Borrowing**

Section 37 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing by issue of debentures.

No debenture shall be issued without the sanction of a special resolution.

The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next Annual General Meeting.

### **Part 9 - Bylaws**

Section 38 On being admitted to the membership, each member is entitled to and the society shall give him or her a copy of the constitution and bylaws of the society.

Section 39 These bylaws shall not be altered or added to except by special resolution.



Section 28 For a first meeting of directors held immediately following the appointment or election of a director or directors at the Annual General Meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

Section 29 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, or email of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (i) a notice of meeting of directors is not required to be sent to that director, and
- (ii) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

Section 30 (i) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.  
(ii) In the case of a tie vote, the chair does not have a second or casting vote.

Section 31 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **Part 7 - Duties of Officers**

Section 32 The president:  
(i) presides at all meetings of the society and of the directors.  
(ii) is the chief executive officer of the society,  
(ii) must supervise the other officers in the execution of their duties.

Section 33 The vice president:  
(i) must carry put the duties of the president during the president's absence.

Section 34 The secretary must do the following:  
(i) conduct the correspondence of the society,  
(ii) issue notices of meetings of the society and directors,  
(iii) keep minutes of all meetings of the society and directors,  
(iv) have custody of all records and documents of the society except those required to be kept by the treasurer and registrar