



Constitution of Swim B.C.

1. The name of the Society is: Swim B.C.
2. The purposes of the Society are:
 - (a) To promote, foster, teach, and develop the art and science of the sport of swimming;
 - (b) To encourage and recognize self-development, leadership and fair play achieved through participation in the sport of swimming;
 - (c) To generate Public support and awareness of the benefits of the sport of swimming;
 - (d) To encourage, and maintain an interest in all aquatic sports, and water safety activities;
 - (e) To promote swimming as a means of developing health and fitness for all;
 - (f) To govern the sport of competitive swimming and its related activities within the Province of British Columbia; and
 - (g) To represent and conduct the affairs of Swimming/Natation Canada in the Province of British Columbia



Bylaws of Swim B.C.

ARTICLE 1- Interpretation

Section 1.01 Definitions.

In these bylaws, capitalized terms shall have the meanings given to them in the body of these bylaws or as otherwise defined as follows:

- (a) "AC" means "Aquatics Canada",
- (b) "Board" means the Board of Directors of the Society,
- (c) "Delegate" means the duly appointed representative of each Member where a Member is not an individual,
- (d) "Director" means an individual who has been elected or appointed as a member of the Board pursuant to these bylaws and the provisions of the Societies Act,
- (e) "World Aquatics" formerly known as FINA, is the international federation recognised by the International Olympic Committee,
- (f) "Member" means all Members of the Society as more particularly described herein,
- (g) "General Meeting" means the Annual General Meeting and any other general meeting of the Members,
- (h) "Participant" means all individuals participating in activities directly or indirectly authorized or sanctioned by the Society as well as all individuals employed by or engaged in activities with the Society including, but not limited to, Registered Swimmers, other athletes, coaches, convenors, officials, volunteers, committee members, Directors and Officers of the Society, spectators, and the parents/guardians of any such individuals who are not of the age of majority,
- (i) "Resolution of the Board" means a resolution passed by a simple majority of the Directors of the Board present and voting at a meeting of the Board unless a different approval requirement is required by the Societies Act,
- (j) "SNC" means Swimming/Natation Canada,
- (k) "Society" means Swim B.C.,
- (l) "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it,
- (m) "Special Resolution" means any of the following:
 - (i) A resolution passed at a General Meeting by at least 2/3 of the votes cast by the Voting Members,
 - (ii) A resolution consented to in writing by all of the Voting Members,
- (n) "Registered Swimmer" means an "eligible Competitor" as defined by the rules of World Aquatics and who is in compliance at all times with the World Aquatics rules,
- (o) "Voting Members" means those Members designated as "Voting Members" in Article 3 of these bylaws that are in good standing and whose membership has not been suspended or terminated.

Section 1.02 Societies Act Definitions.

Unless otherwise specified herein, the definitions in the Societies Act on the date these bylaws became effective apply to these bylaws.

Section 1.03 General.

In these bylaws, (i) words importing the singular number shall include the plural and vice versa, and (ii) the word "person" includes all individuals, proprietorships, partnerships, associations, trusts, unincorporated organizations, governmental bodies, and other legal entities.

ARTICLE 2 – Business of Swim B.C.

Section 2.01 Jurisdiction.



The Society is subject to and legally governed by the Societies Act and all applicable legislation and regulation. At an operational level, the Society is a member of SNC which is a member of AC, which is in turn the Canadian body being a member of World Aquatics. The Society shall at all times comply with the applicable rules of SNC, AC, and World Aquatics. As an entity subject to the rules of World Aquatics, AC and SNC, the Society shall, where necessary, amend its policies, procedures, rules, and regulations to comply with those of World Aquatics, AC, or SNC. Should the Society not comply with its obligations to World Aquatics, AC, or SNC, it may have its membership in SNC suspended.

Section 2.02 **Governance.**

The Society is governed by its Constitution, bylaws, and any rules, regulations, policies, and procedures approved by the Board. The Society exists for the governance of the sport of competitive swimming and its related activities within the Province of British Columbia.

Section 2.03 **Banking, Receipts and Disbursements**

Any banking transactions related to the operations of the Society shall be conducted in the name of the Society at such financial institutions doing business in British Columbia as the Board may from time to time appoint.

Section 2.04 **Investments**

All monies of the Society not required for the business of the Society shall be invested in term deposits or guaranteed investment certificates issued by a Canadian chartered bank or a British Columbia credit union and insured by the Canada Deposit Insurance Corporation.

Section 2.05 **Execution of Documents**

- (a) All cheques, drafts, or orders for the payment of money and all notes and acceptance and bills of exchange shall be signed by such Directors or other authorized signatories in the manner determined from time to time by the Board.
- (b) Contracts, documents, or any instruments in writing requiring the signature of the Society shall be signed by any two authorized signatories and all such contracts, documents and instruments shall be binding upon the Society without any further action. The Board shall have the power from time to time by resolution to appoint any person or persons on behalf of the Society to sign specific contracts, documents, and instruments.

Section 2.06 **Authority of the Board to Borrow**

The Board may from time to time by resolution, subject to the Societies Act,

- (a) Borrow money upon the credit of the Society,
- (b) Limit or increase the amount to be borrowed,
- (c) Hypothecate, mortgage, or otherwise pledge the real or personal property of the Society, or both, to secure any money borrowed for the purposes of the Society.

Section 2.07 **Financial Year End**

The financial year end of the Society shall be March 31 in each year.

Section 2.08 **Books and Records**

The Board shall ensure that all necessary books and records required by the bylaws of the Society, the Societies Act or any other applicable statute or law, including without limitation the minute books of the Society, are regularly and properly kept. Such books and records shall be kept at the head office of the Society. Any Member may inspect those books and records that are required to be made available to Members pursuant to the Societies Act by giving reasonable notice to the President and, unless other permitted by the Board, such inspection will only take place at the registered and head office of the Society during regular business hours.



ARTICLE 3 – Members and Participants

Section 3.01 General

The membership of the Society shall consist of one (1) class of Members, being “**Voting Members**”. The Society shall also recognize its Participants as “**Non-Member, Non-Voting Participants**”.

Voting Members

Member Clubs
Registered Coaches
Swim B.C.’s Directors

Non-Member, Non-Voting Participants

Registered Swimmers
Members of Member Clubs
Volunteers
Individual Owners
All other Participants

Section 3.02 Member Clubs (Voting Members)

- (a) **Qualification.** Member Clubs shall be all swim clubs whose application for membership has been approved by the Board.
- (b) **General Meetings.** Each Member Club in good standing shall be entitled to
 - (i) receive notices of general meetings; and
 - (ii) elect or appoint one (1) Delegate who shall be entitled to attend all General Meetings and exercise one (1) vote at such General Meetings.
- (c) **Designation.** Recognition of a Member Club will be based on registration of the Member Club as a Member in accordance with the rules, policies, and procedures of the Society.

Section 3.03 Registered Coaches (Voting Members)

- (a) **Qualification.** Registered Coaches are;
 - (i) All individuals who are duly registered coaches with Swim B.C. and are affiliated with a Member Club in good standing.
- (b) **General Meetings.** Registered Coaches
 - (i) shall be entitled to receive notices of General Meetings; and,
 - (ii) shall be entitled to exercise one (1) vote at such General Meetings.
- (c) **Designation.** Recognition of a Registered Coach will be based on registration of the Registered Coach as a Member in accordance with the rules, policies, and procedures of the Society.

Section 3.04 Swim B.C.’s Board of Directors (Voting Members)

- (a) **Qualification.** All duly elected and/or appointed current members of the Board of Directors of Swim B.C. are Voting Members,
- (b) **General Meetings.** All Directors shall be entitled to receive notices of General Meetings, shall be entitled to attend General Meetings, and shall each be entitled to one (1) vote at General Meetings.

Section 3.05 Non-Member, Non-Voting Participants

- (a) **Participants.** Participants are not Members. Participants, including (i) Registered Swimmers (being are all individuals who are duly registered as swimmers with Swim B.C), (ii) individual members of Member Clubs, and (iii) employees, volunteers, and owners of Member Clubs are instead “**Non-Member, Non-Voting Participants**”.



- (b) General Meetings. Non-Member, Non-Voting Participants shall not be entitled to receive notices of General Meetings, shall not be entitled to attend general meetings, and shall not be entitled to vote at General Meetings.

Section 3.06 **Registration of Members**

- (a) The Society shall grant membership to every person who has complied with the bylaws, rules, policies, and procedures of the Society and who has paid the applicable membership fee (if any).
- (b) The Society shall keep a register of members in which shall be entered the names, addresses, contact number and electronic address of all Members as well as the date the Member was admitted as a member and the date the Member ceased to be a member.
- (b) It shall be the responsibility of Members to provide the Society with their current information where applicable, including a mailing address and an electronic mail address for delivery of notice.
- (c) Members shall not be in good standing unless all requisite fees are paid, and all registration requirements are fulfilled.

Section 3.07 **Membership Fees**

- (a) Each Member shall be required to pay an annual membership fee to the Society as may be determined each year by the Board. No portion of any annual membership fee shall be refundable for any reason.

Section 3.08 **Termination of Membership**

A member's membership in the Society terminates when:

- (a) The member's term of membership expires,
- (b) The membership terminates in accordance with these bylaws,
- (c) The member resigns,
- (d) The member, in the case of an individual, dies or, in the case of a Member that is not an individual, dissolves, or
- (e) The member is expelled in accordance with these bylaws.

The rights of a person as a member of the Society cease to exist when the person's membership in the Society terminates.

Section 3.09 **Discipline, Suspension or Expulsion of a Member**

Any Member may be disciplined, suspended, or expelled by a majority vote at a meeting of the Board.

- (a) The affected Member shall receive notice of a Meeting where their discipline, suspension, or expulsion may be considered.
- (b) The affected Member shall be provided opportunity to make representations to the Board (written, oral, or a combination thereof, as determined by the Board) respecting the proposed discipline, suspension, or expulsion.

Section 3.10 **Good Standing.**

- (a) Members shall at all times observe the bylaws of the Society and all rules, policies and procedures of the Society,
- (b) All Members are in good standing unless any fees, dues, or other amounts are unpaid, or until membership is terminated or suspended in accordance with these bylaws or the rules, policies, and procedures of the Society.

ARTICLE 4 - Members' Meetings

Section 4.01 **Annual General Meetings.**



The Annual General Meeting shall be held yearly, and not more than fifteen (15) months after the preceding Annual General Meeting, at a location and at such time and on such day as shall be determined by the Board in compliance with the Societies Act. The order of business of the Annual General Meeting shall be:

- (a) call to order,
- (b) confirmation of quorum,
- (c) approval of the agenda,
- (d) appointment of scrutineers (if any),
- (e) reading and approval of previous minutes,
- (f) presentation of reports by President and Executive Director,
- (g) presentation of report by auditor,
- (h) presentation of additional reports,
- (i) special resolutions,
- (j) member proposals if received,
- (k) appointment of auditor,
- (l) election of Directors, and
- (m) adjournment.

Section 4.02 Notice of Annual General Meeting.

- (a) Written notice of the date, time and place of each Annual General Meeting shall be provided to all Members no more than sixty (60) and no more than thirty (30) days before the time fixed for the holding of the meeting. The notices shall state the general nature of all the matters to be considered at the Annual General Meeting in sufficient detail to allow all Members to form a reasoned judgment in respect of such matters and shall include a draft copy of any proposed resolution received by the Society compliant with the provisions of the Societies Act.
- (b) Notice may be given personally, by mail, or electronic mail to Members at the address or electronic address provided to the Society and shall be posted on the Society's website.
- (c) The inadvertent omission of notice to a Member or the non-receipt of notice by a Member shall not invalidate any resolution, act or any proceedings taken at any General Meeting.

Section 4.03 Other General Meetings.

The Directors of the Society may at any time call a general meeting.

Section 4.04 Requisition of General Meeting

Subject to the Societies Act, Voting Members of the Society may requisition the Directors to call a General Meeting for the purposes stated in the requisition.

Section 4.05 Location of General Meeting

A General Meeting shall be held in British Columbia at the location determined by the Directors.

Section 4.06 Notice of General Meeting

- (a) Written notice of the date, time and location of a General Meeting other than an Annual General Meeting must be sent to every Member of the Society not more than sixty (60) and at least fourteen (14) days before the meeting.
- (b) Notice will be deemed to have been sent if 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 notice of the date time and location of the meeting is posted on the website maintained by or on behalf of the Society.

Section 4.07 Notice of Special Resolutions

Notice of a General Meeting must include the text of any special resolution to be submitted to the meeting.



Section 4.08 **Waiver of Notice**

- (a) A Member of the Society may, in any manner, waive the Members' entitlement to notice of a General Meeting or may agree to reduce the period of that notice.
- (b) Attendance of a Member at a General Meeting is a waiver of the Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds the meeting is not lawfully called.

Section 4.09 **Members' Proposals**

- (a) In this section:
 - "proposal" means a notice sent to the Society for purposes of conducting special business at the Annual General Meeting,
 - "proposal threshold" means 5% of the Voting Members of the Society.
- (b) Voting Members 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, no fewer than 5% the of Voting Members of the Society,
- (d) A proposal must be received by the Society at least thirty-seven (37) 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 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 five hundred (500) 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) above.
- (g) The Society is not required to comply with subsection (d) above if substantially 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.

Section 4.10 **Chair of General Meetings.**

The President shall be the Chair of any General Meeting. If the President is absent, or is unable or refuses to act as Chair, the President shall designate a replacement, failing which 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 take the Chair, then the Voting Members shall choose one of their number present to be the Chair.

Section 4.11 **Quorum.**

- (a) The quorum for transaction of business at a general meeting is ten (10) Voting Members represented by Delegates. Provided a quorum is present at the beginning of the meeting, the meeting may continue even though Voting Members leaving reduce the numbers to less than a quorum. Voting Members who have declared a conflict of interest shall be counted in determining a quorum.
- (b) If a General Meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned meeting, a quorum is again not present, the voting members present constitute a quorum for the purposes of that meeting.

Section 4.12 **Participation in General Meeting by telephone or other communication medium**

- (a) General Meetings may be conducted in person or virtually using another communications medium. Where General Meetings are conducted in person, no electronic participation will be permitted unless the meetings can be structured so that all participants can participate fully and communicate with each other during discussion and debate.



- (b) Where General Meetings are conducted by electronic means all persons participating in the meeting must be able to communicate with each other and voting must be conducted in a manner that adequately discloses the intentions of the members.

Section 4.13 Voting

- (a) Each Voting Member, either personally or, in the case of a Member that is not an individual, as represented by its Delegate, shall have one (1) vote at any General Meeting. No Delegate may represent more than one voting member.
- (b) Each Voting Member that is not an individual shall advise the Executive Director of the Society of the name of its Delegate at least five (5) days prior to the applicable General Meeting.
- (c) If pre-registration is required by the Board at its discretion, each Voting Member shall advise the Executive Director of the Society of their intent to attend at least five (5) days prior to the applicable General Meeting.
- (d) Voting Members must be in good standing within the meaning of the bylaws and policies of the Society.
- (e) Except as otherwise provided in the Societies Act or these bylaws, every question submitted to any General Meeting shall be decided by a majority vote (unless the Societies Act requires a higher approval threshold for the matter in question) of Voting Members given by a show of hands.
- (f) In the case of a tie, the Chair of the General Meeting shall not have a casting vote and the motion shall fail.
- (g) A Voting Member may not appoint a proxy holder.
- (h) At any General Meeting, unless a ballot is required, a declaration by the Chair that a resolution has been carried or lost shall be conclusive evidence of fact.
- (i) 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 results 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.

ARTICLE 5 - Directors

Section 5.01 Number of Directors.

The Board shall consist of seven (7) at-large Directors elected by the Voting Members at the Annual General Meeting. Employees of the Society shall not be eligible to be a director. A retiring Director shall be eligible for re-election if otherwise qualified.

Section 5.02 Directors must be qualified.

A person may not be a Director of the Society if the person is not qualified under Section 5.03. A Director of the Society who is not, or ceases to be, qualified under Section 5.03 must promptly resign.

Section 5.03 Persons qualified to be Directors.

- (a) A person is qualified to be a Director of the Society only if the person is an individual who is at least eighteen (18) years of age.
- (b) Despite subsection (a), an individual is not qualified to be a Director of the Society if the individual is:
 - (i) found in any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
 - (ii) an undischarged bankrupt, or
 - (iii) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless



- the court orders otherwise,
- five (5) years have elapsed since the last to occur of
 - A. the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
 - B. the imposition of a fine,
 - C. the conclusion of the term of any imprisonment, and
 - D. the conclusion of the term of any probation imposed, or
- a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

Section 5.04 Restriction - Staff and Family. No individual may be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director if they are an employee of the Society or an immediate family member of an employee of the Society.

Section 5.05 Restriction - Conflict of Interest. No individual may serve (or, in each case, continue to serve) as a Director if they have a fiduciary duty in respect of a Member Club or any other organization or entity doing material business with the Society. In this context a “fiduciary duty” includes holding a senior leadership position, including either as paid senior staff or as a director, in such Member Club, organization, or entity. This restriction would apply to paid full-time coaches, but would not apply to part-time coaches, volunteer coaches, or any other volunteers other than volunteer directors. A person in such a position of conflict may still be nominated and run for a position as a Director in the Society provided that if such a person with that conflict is elected as a Director of the Society, that person could not become a Director of the Society unless they agreed to step back from their conflicted position in the Member Club, organization, or entity for the duration of the time that they serve as a Director of the Society.

Section 5.06 Restriction – Provincial Team Members, Parents, and Guardians. No individual who is a (i) provincial team member, or (ii) parent or legal guardian of a provincial team member may be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director.

Section 5.07 Restriction - One Director Per Immediate Family. Not more than one (1) person from any immediate family shall be entitled to be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director.

Section 5.08 Restriction - One Director Per Member Club. Not more than one (1) person from any Member Club shall be entitled to be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director.

Section 5.09 Powers of Directors.

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

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

Section 5.10 Term of Office

The term of office of Directors will normally be three (3) years, with Directors elected in rotation to ensure that a



majority of the Board does not come up for election in any given year. Directors shall be limited to serving three (3) consecutive terms for a total of nine (9) years at which time a Director would be required to step down for at least one (1) year before being eligible to run again for office as a Director. Notwithstanding the standard three (3) year term for Directors, such term may be reduced in the event that there is a restructuring of the organization to facilitate a transition to a new rotation of Directors. In such circumstances, the Board may reduce a Director's term to less than three (3) years to facilitate such transition, the length of such term to be determined by the Directors in their discretion, but only for the limited purpose of amending the alignment of Board terms.

Section 5.11 **Director Vacancies**

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

- (a) delivers a written resignation to the Board,
- (b) becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out his/her duties,
- (c) dies; or
- (d) is removed from office in accordance with these bylaws or the Societies Act.

If a vacancy occurs the Board may, by majority vote at a meeting of the Board, fill the vacancy if they see fit to do so, otherwise such vacancy shall be filled at the next Annual General Meeting. Any Director appointed by the Board to fill such a vacancy shall hold office for the unexpired term of their predecessor Director.

Section 5.012 **Removal of Directors**

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

Section 5.13 **Nominations**

- (a) Not less than sixty (60) days prior to the Annual General Meeting the Board shall appoint a nominating committee consisting of at least three (3) individuals 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. The nominating committee shall submit their recommendations to the Board no later than thirty (30) days prior to the Annual General Meeting. The list of nominees shall be provided to the Members and included in or added to the notice for the meeting.
- (b) Any Member in good standing may make additional nominations for Director provided that each such nomination is made in writing signed by two (2) Members in good standing and consented to in writing by the nominee. Each such nomination must be delivered, in accordance with the provisions of Article 4, to the President or the Executive Director of the Society on or before the seventh (7th) business day preceding the meeting.

Section 5.14 **Election to the Board**

- (a) Where the number of nominations corresponds to the number of vacancies on the Board, the nominees shall be declared elected by acclamation,
- (b) If the number of nominees validly nominated for election to the Board exceeds the number to be elected,
 - (i) The Chair shall appoint scrutineers.
 - (ii) The Executive Director shall cause to be prepared and handed to each Voting Member: a ballot containing, in alphabetical order, the names, and a notice stating the number of nominees to be elected.
 - (iii) Any ballot which is marked in favor of more nominees than are to be elected shall be invalid.



- (iv) The scrutineer shall count from the valid ballots the number of votes cast in favor of each nominee and then shall present to the Annual General Meeting a written list of those nominees elected to the Board,
- (v) The written list of those nominees elected to the Board shall be final and conclusive as to the election of those Nominees to the Board notwithstanding any irregularity or informality or any accidental omission to supply a ballot to, or the non-receipt of a ballot by any Voting Member, and the Chair at the Annual General Meeting shall declare such nominees elected as Directors.

ARTICLE 6 - Meetings of the Board of Directors

Section 6.01 Quorum.

A majority of the Board shall constitute a quorum.

Section 6.02 Frequency of Meetings.

The Board shall meet no fewer than three (3) times per year.

Section 6.03 Notice.

Meetings of the Board may be called by the President or upon written request by two (2) Directors, which request must state the business for the requested meeting.

Notice of Board meetings shall be given in writing or by electronic mail 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 and in their absence. The accidental omission to give notice to, or non-receipt of any notice by, any Director shall not invalidate any resolution passed or any proceedings taken at such meeting.

Section 6.04 Votes.

Every Director in attendance at every Board meeting shall have one 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 an equality of votes, the motion shall be deemed to be defeated. Proxies are not accepted at a meeting of the Board.

Section 6.05 Place of Meetings.

Board Meetings shall be held in the Province of British Columbia. Any Board meeting may be conducted by telephone or any other communication facility that would permit all participant Directors to hear each other simultaneously. Minutes of each meeting shall be taken and shall be provided to each Director prior to the next meeting of the Board of Directors.

Section 6.07 Chair.

The Chair of the Board shall be the President, or in their absence, the Directors shall choose one among them to act as Chair.

Section 6.08 Remuneration.

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

ARTICLE 7 - Officers

Section 7.01 Officers.



The Officers of the Society shall be elected by the Directors from amongst the members of the Board. The Officers shall consist of the President, the Secretary, and such other Directors as the Board may from time to time determine. Each Director shall have and perform the powers, functions, and duties specified in these bylaws and such further powers, functions and duties as the Board may, from time to time, entrust to or confer upon them.

Section 7.02 **Manner of Election or Appointment.**

The Board shall within twenty-one (21) days of the Annual General Meeting appoint the President and a Secretary.

Section 7.03 **Term.**

All Officers shall hold office for a term of one (1) years. The Officers shall be eligible for re-election or reappointment each year during their time as a Director but may not serve more than six (6) consecutive years in a given position.

Section 7.04 **Resignation of Directors and Officers**

A Director may resign their Office without resigning as a Director, but a Director who resigns as a Director must also resign their Office. A Director of the Society who intends to resign must give his or her resignation to the Society in writing, and the resignation takes effect on the later to occur of the following:

- (a) the receipt by the Society of the written resignation
- (b) if the written resignation specifies that the resignation is to take effect on a specified date and time or on the occurrence of a specified event,
 - (i) if a date is specified, the beginning of the day on the specified date,
 - (ii) if a date and time are specified, the date and time specified, or
 - (iii) if an event is specified, the occurrence of the event.

Section 7.05 **Removal of Directors and Officers**

A Director and Officer of the Society may be removed from office:

- (a) by special resolution of the Voting Members, despite any provision of the bylaws, or
- (b) by ordinary resolution of the Board of Directors

An individual may be elected or appointed by the Voting Members, by ordinary resolution, to serve as Director for the balance of the term of the removed Director.

Section 7.06 **President.**

The President shall: (i) preside as Chair at all general meetings and board meetings; (ii) act as the spokesperson for the Board and the Society; (iii) call and prepare the agenda for all meetings of the Board; (iv) ensure that all resolutions and orders passed by the Members and the Board are carried out; (iv) supervise the affairs of the Board; and (v) carry out other duties assigned by the Board.

Section 7.07 **Secretary.**

The Secretary shall (i) cause to be drafted minutes of all general meetings and Board meetings; (ii) provide notices to Directors and Members when so instructed; and (iii) perform such other duties as may from time to time be delegated by the Board.

Section 7.08 **Remuneration.**

The Directors shall receive no compensation either directly or indirectly for acting as Directors and shall not receive any profit from such office aside from reasonable disbursements, for traveling and other expenses reasonably incurred in discharging such office.

Section 7.09 **Proxies.**

No Director may appoint a proxy to represent themselves at meetings they attend in their capacity as a Director.



ARTICLE 8 - Committees

Section 8.01 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 individuals 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 operation of committees and, subject to the Societies Act and these bylaws, may delegate any of its powers, duties, or functions to a committee. Such committees shall report on its activities in exercise of the powers delegated by the Board at the next meeting of the Board.

ARTICLE 9 – Directors’ Liability

Section 9.01 Directors’ liability for money or other property distributed.

- (a) The Directors of the Society who
 - (i) vote for a resolution passed at a meeting of directors, or
 - (ii) consent to a consent resolution of Directorsauthorizing a distribution, contrary to the Societies Act or these bylaws, of money or other property are jointly and severally liable to restore to the Society any money or other property that is so distributed and not otherwise recovered by the Society.
- (b) The liability imposed above is in addition to, and not in derogation of, any liability imposed on a Director by any enactment or rule of law or equity.
- (c) A legal proceeding to enforce a liability imposed by this section may not be commenced more than two (2) years after the date of the applicable resolution.
- (d) Without limiting any other rights a Director has at law, a Director who has satisfied a liability arising under this section is entitled to contribution from the other Directors who voted for or consented to the resolution that gave rise to the liability.
- (e) In legal proceeding under this section, the court may, on the application of the Society or Director, do one of the following:
 - (i) Order a person to pay or deliver the Society any money or other property the court considers was improperly distributed to that person,
 - (ii) Join a person as a party to the legal proceeding,
 - (iii) Make any other court order the court considers appropriate.

Section 9.02 Limitations on liability

A Director of the Society is not liable under Section 9.01 and has complied with their duties under these bylaws if the Director, reasonably and in good faith, relied on the following:

- (a) Financial statements of the Society represented to the director to fairly reflect the position of the Society
 - (i) By a Director or senior manager responsible for the preparation of the financial statements, or
 - (ii) In a written report of the auditor of the Society,
 - (b) A written report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by that person,
 - (c) A statement of fact represented to the Director by another director or a senior manager of the Society to be correct,
 - (d) Any record, information or representation the court considers provides reasonable grounds for the action of the directors, whether or not
 - (i) The record was forged, fraudulently made or inaccurate, or
 - (ii) The information or representation was fraudulently made or inaccurate.
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ARTICLE 10 - Indemnification of Directors and Senior Manager and Payment of Expenses

Section 10.01 Definitions

In this Article:

- (a) **“eligible party”** means an individual who is or was a Director or senior manager of the society;
- (b) **“eligible proceeding”** means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party being or having been a Director or senior manager of the society,
 - (i) is or may be joined as a party, or
 - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action,
- (c) **“expenses”** include costs, charges, and expenses, including legal and other fees, but does not include penalties,
- (d) **“penalty”** means a judgement, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding,
- (e) **“representative”**, in relation to an eligible party, means an heir or personal or other legal representative of the eligible party.

Section 10.02 Indemnification and payment of expenses

The Society will,

- (a) indemnify an eligible party or a representative of the eligible party against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding,
- (b) and, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding.

Subject to Section 10.03 of this Article, the Society must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding if

- (a) neither the eligible party nor the representative of the eligible party has been reimbursed for those expenses, and
- (b) the eligible party was not judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that the eligible party ought to have done.

The Society is not required to pay the expenses of an eligible party or a representative of the eligible party if the eligible party is liable.

Section 10.03 Indemnification or payment prohibited.

The Society will not indemnify or pay the expenses of an eligible party or a representative in respect of an eligible proceeding, in either of the following circumstances:

- (i) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the Society, as the case may be;
- (ii) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct, in respect of which the eligible proceeding was brought, was lawful.

If an eligible proceeding is brought by or on behalf of the Society, the Society will not indemnify or pay expenses of an eligible party or a representative of the eligible party in respect of the eligible proceeding unless the court, on the application of the society, approves the indemnification or payment of expenses.



ARTICLE 11 – Directors’ Conflict of Interest

Section 11.01 Disclosure of Director’s interest.

- (a) This section applies to a Director of the Society who has direct or indirect material interest in
 - (i) a contract or transaction, or a proposed contract or transaction, of the Society,
 - (ii) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director’s duty of interest as a Director of the Society.
- (b) A Director to whom this section applies must:
 - (i) disclose fully and promptly to the other directors the nature and extent of the Director’s interest,
 - (ii) abstain from voting on a Directors’ resolution or consenting to a consent resolution of Directors in respect of the contract, transaction or matter referred to in subsection 1,
 - (iii) leave the Directors’ meeting, if any,
 - A. when the contract, transaction or matter discussed, unless asked by the other Directors to be present to provide information, and
 - B. when the other Directors vote on the contract, transaction, or matter, and
 - (iv) refrain from any action intended to influence the discussion or vote.
- (c) A disclosure in subsection 2 (a) must be evidenced in the minutes of a meeting of Directors.
- (d) If all the Directors of the Society have disclosed under subsection 2 (a) a direct or indirect material interest, described in subsection 1, in a contract, transaction or matter,
 - (i) Any or all of the Directors may, despite subsection 2 (b), vote on a Directors’ resolution or consent to a consent resolution of directors in respect of the contract, transaction or matter, and
 - (ii) Subsection 2 (c) and (d) does not apply
- (e) Notwithstanding the above, this section does not apply to a Director of the Society in respect of a contract, transaction, or matter that relates to any of the following:
 - (i) payment to the Director by the society of remuneration for reimbursement to the Director by the society of the Director’s expenses,
 - (ii) indemnification of or payment to the Director under Article 10, or
 - (iii) the purchase or maintenance of insurance for the benefit of the Director.

Section 11.02 Accountability

A Director of the Society to whom Section 11.01 applies must pay to the Society an amount equal to any profit made by the Director as a consequence of the society entering into or performing a contract or transaction unless

- (a) the Director discloses the Director’s interest in the contract or transaction in accordance with, and otherwise complies with Section 11.01 and, after the disclosure, the contract or transaction is approved by a Directors’ resolution, or
- (b) the contract or transaction is approved by special resolution after the nature and extent of the Director’s interest in the contract or transaction has been fully disclosed to the members.

ARTICLE 12 – Auditors, Agents and Employees

Section 12.01 Auditors Appointment and Remuneration.

The Voting Members shall at each Annual General Meeting appoint an Auditor to audit the accounts of the Society and to hold office until the next Annual General Meeting provided that the Directors may fill any vacancy in the office of the Auditor between Annual General Meetings. The remuneration of the Auditor shall be fixed by the Board. No Director, Officer, or employee of the Society may be Auditor.



Section 12.02 Agents and Employees.

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and responsibilities, and shall receive such remuneration, as the Board shall from time to time determine.

ARTICLE 13 - Repeal and Amendment of Bylaws

Section 13.01 Enactment, Amendment and Repeal of Bylaws.

The Board may from time to time enact bylaws not contrary to the Constitution, or may formulate, amend, vary, or appeal the same. A motion to enact, amend or repeal bylaws must be approved by a Special Resolution of the Voting Members at a general meeting, called for the purpose of considering the same with notice in writing being given as herein provided.

No repeal or amendment of the bylaws of the Society shall be enforced or acted upon until it has received the approval of the Registrar of Companies.

Section 13.03 Members to be Bound.

Each Member shall be deemed to have agreed with the Society and each of its Members to abide and to be bound by the provision of these bylaws.

ARTICLE 14 – Wind-Up or Dissolution

In the event of winding up or dissolution of this Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with promoting the same purposes of this Society as may be determined by the members of the Society at the time of winding up or dissolution and, if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organization referred to anywhere in this paragraph shall be a Registered Canadian Amateur Athletic Association recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. The decision as to where the funds are disbursed on the winding up or dissolution shall be made at a general or extraordinary meeting of the members.