

RICHMOND “KIGOOS” SWIM CLUB

CONSTITUTION

1. Name: the name of the Society shall be the “Richmond Swim Club”
2. Purpose:
 - a. to promote the sport of swimming
 - b. to encourage athletic potential in youth and adults
 - c. to assist in the development of leadership skills by youth
 - d. to foster ongoing community involvement
3. Non-profit: The activities and purposes of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society
4. Location: the operations of the Society are to be chiefly carried on in the City of Richmond, British Columbia
5. Affiliation: The Society shall enter into affiliation or reciprocal arrangements with other swim clubs and the governing provincial summer swimming association.
6. Dissolution: In the event of dissolution of the Society, the assets of the Society remaining after satisfaction of its liabilities, including dissolution costs shall become the property of the City of Richmond, Dept. of Recreation, Aquatic Services, or such other department of the City of Richmond which shall exercise similar responsibility and authority, to be disbursed as it sees fit.
7. The provisions as set forth in Sections 5 and 6 are unalterable.

BYLAWS OF THE RICHMOND “KIGOOS” SWIM CLUB

INTERPRETATION

- 1) In these bylaws, unless the context otherwise requires:
 - a) “Act” means the *Society Act*, R.S.B.C. 1996, c. 433, and the amendments and Regulations thereto;
 - b) “Code of Conduct” means as defined in the “Richmond Kigoos Swim Club Code of Conduct for Member Families, Swimmers, and Staff”
 - c) “Conduct Detrimental to the Society” means, without limitation;
 - i) Causing, permitting, or threatening willful damage to the property or physical premises of the Society;
 - ii) Causing, permitting, or threatening violence directed against members of the Society, registered swimmers, coaches, and others associated with the Society;
 - iii) or, Causing, permitting, or threatening injury or harm to the reputation of the Society
 - d) “Director” means a trustee, officer, member of an executive committee and a person occupying any such position by whatever name;
 - e) “Directors” means the directors of the Society acting collectively as the Board of Directors;
 - f) “Executive” means the Officers acting collectively;
 - g) “Member” means an Active Member, Associate Member, or Honourary Member as defined;
 - i) an applicant for incorporation of a society who has not ceased to be a member, and
 - ii) every other person who becomes and remains a member in accordance with the bylaws
 - h) “Officer” means a Director appointed by the Directors to act as an officer, President, Vice President – Internal, Vice President – External, Treasurer and Secretary;
 - i) “Ordinary Resolution” means a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast in person or, if proxies are allowed, by proxy,
 - j) “Registered Swimmer” means any person who has paid registration fees to the Society and the governing provincial summer swimming association to participate in the Swim Club;
 - k) “Society” means Richmond Swim Club;

- l) "Special Resolution" means a resolution of the members of the Society that is passed at a duly called general meeting by a 2/3 majority of the total votes cast by the members who are entitled to vote on the resolution
 - i) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given.
 - ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given,
 - (1) a resolution consented to in writing by every member of a society who would have been entitled to vote on it in person at a general meeting of the society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the society,
 - (2) an extraordinary resolution passed before January 5, 1978;
- m) "Swim Club" means the pool-based operations of the Society and includes the summer competition program, winter maintenance program, and Masters swim program;
- n) Where not otherwise defined, the definitions in the Act shall apply to these bylaws.
- o) If there is a conflict or inconsistency between provisions of these bylaws and the provisions of the Act or constitution of the Society, the provisions of the Act shall apply.
- p) The insertion of headings is for convenience of reference only and shall not affect or be used in the interpretation of these bylaws.
- q) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

MEMBERSHIP

2 Membership in the Society shall be in three categories:

a) Active Member

- i) An Active Member shall be, with respect to each family comprising one or more Registered Swimmers, be one parent or guardian or, in the case where the Registered Swimmer is of the age of majority, the Registered Swimmer;
- ii) An Active Member shall have the right to vote at the Society's general meetings and special meetings subject to remaining in good standing with the Society as provided for as Member in Good Standing (defined below).

b) Honourary Member

The Directors may, in their discretion, bestow honorary non-voting memberships.

3) MEMBER IN GOOD STANDING

a) A Member ceases to be in good standing with the Society:

- i) by delivering 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;
- iii) on having been a Member not in good standing for 12 consecutive months;
- iv) has failed to pay the Society dues and registration fees as required for membership;
- v) is in arrears to the Society;
- vi) has, in the opinion of the Directors acting reasonably, breached a material term of the Code of Conduct; and,
- vii) has engaged in Conduct Detrimental to the Society, as determined by 2/3 of the Directors.

b) Provided a Member remains in good standing,

- i) a Member: has the right to vote at the meetings of the Members
- ii) has the right to register swimmers in the Swim Club and to participate in the Swim Club
- iii) has the right to participate in the activities of the Society;
- iv) has an obligation to fulfill volunteer hours, as determined by the Directors, for the benefit of the Society.

4) DUES

- a) Membership dues and/or registration fees shall be set annually by the Directors as required at a duly called meeting of the Directors, with 90% attending and 75% in support.
- b) Society membership dues shall be payable on or before the Annual General Meeting.
- c) Registration fees for Registered Swimmers are payable in full on dates determined by the Executive for the Swim Club

5) MEETINGS OF THE MEMBERSHIP

Annual General Meeting

- a. The annual general meeting shall be held at a location within the boundaries of Richmond, B.C., on a date and time to be determined by the Directors, and in any event not later than three months after the fiscal year end of the Society
- b. The Quorum for the transaction of business at a general meeting of a society is a minimum of 10% of the eligible members at the commencement of the general meeting.
- c. At each Annual General Meeting the following business shall be considered:
 - i. Report of the Directors;
 - ii. Financial statement as required by section 64 of the Act;
 - iii. Audit committee report;
 - iv. Election or appointment of Directors; and,
 - v. Appointment of audit committee

- d. To the extent appropriate in the circumstances and subject to the approval of the voting Members present at the Annual General Meeting, the order of business shall be as follows:
 - i. Call to order;
 - ii. Approval or variation of agenda;
 - iii. Minutes of preceding meeting to be disposed of;
 - iv. Business arising out of minutes;
 - v. Financial statements;
 - vi. Report of the audit committee;
 - vii. Appointment of next audit committee;
 - viii. Report of the Directors and any committees;
 - ix. Election of Directors; and,
 - x. Other business.

General Meetings

- a. General meetings, other than the Annual General Meeting, shall be held at least twice during the year and at a location within the boundaries of Richmond, B.C. on a day and time as determined by the Directors.
- b. The Directors may, subject to the approval of the voting Members present at the general meeting, determine the order of business.
- c. No business, other than the election of a chair and the adjournment of the meeting, may be transacted at any general meeting unless 10% of the Members entitled to vote are present in person at the commencement of the meeting, and at all times not less than ten members are personally present.
- d. If after expiry of 15 minutes from the time appointed for the commencement of a general meeting a quorum is not present, the meeting shall be dissolved.

Notice of meeting

Every Member and audit committee must receive at least 14 days' notice for any Annual General Meeting and of 7 days for every general meeting.

Notice of the meetings shall:

Specify the place, day, and time of the meeting, and the general nature of the business to be considered at the meeting;

- a. Where a special resolution is to be proposed at a general meeting, include the full text of the special resolution. At the meeting amendments to the text of the special resolution shall not be permitted unless the notice of the meeting shall state that amendments may be considered and voted upon by the Members present at the meeting;
 1. Special Resolution to include but not limited to the following;
 - i. Extraordinary spending which exceeds 25% of the approved annual operating budget
 - ii. Bylaws
 - iii. Constitution
 - iv. Affiliation with other/new organization
 - v. Disassociation with BCSSA or City of Richmond
- b. Specify that a copy of the financial statement be made available to the Members and the manner that such financial statement may be obtained by the Members.
- c. The accidental omission to give notice of any general meeting to, or the non-receipt of any notice by, a member, or any error or omission in the notice does not in and of itself invalidate any proceedings at that meeting
- d. A requisitioned general meeting shall be called by the Directors within 21 days upon receipt of a petition signed by 25% or more of voting members. Those matters designated by the petition and no other shall be discussed at the special meeting called under authority of this section.

Voting at general meetings

- a. At a general meeting, including the Annual General meeting, every motion shall be determined by Ordinary Resolution unless otherwise required by Act.
- b. Every motion put to vote at a general meeting, including the Annual General meeting, shall be decided on a show of hands unless, prior to the vote being taken, the chair designates, or a member requests a secret ballot.
- c. The chair shall be entitled to vote only in the event of a tie
- d. The chair shall declare to the general meeting the decision on every motion in accordance with the result of show of hands or secret ballot, and that decision must be entered into the minutes of the meeting.
- e. Unless a secret ballot is required or requested, a declaration by the chair of the decision on a motion and the entry into the minutes to that effect, in absence of evidence to the contrary, shall be conclusive evidence of the result.
- f. Each Active Member shall have one vote on all matters to be decided by the voting Members present at the general meeting, including the Annual General Meeting.
- g. Proxy voting shall not be permitted at a general meeting, including the Annual General Meeting,.
- h. The chair of any meeting may inquire into a person's entitlement to vote at the meeting and may make a determination as to the person's entitlement to vote.

Election, appointment, and removal of Directors

- a. At every Annual General Meeting, the Directors shall be elected to fill the vacancies of Directors whose terms are having expired and any other vacancies as may then exist.
- b. Any Active Member may nominate a candidate for Director, or a Member may volunteer to be a nominee for Director, either before or at the Annual General Meeting.
- c. Before standing for election or appointment to serve as a Director, every person must declare that they consent to serve as a Director and are qualified to act as a Director.
- d. If the number of candidates in an election for Directors exceeds the number to be elected, the elections shall be by secret ballot.
 - i. The number of candidates written on each ballot must be the same as the number to be elected or the ballot will be invalid
 - ii. Need to elect the required number of directors in a single ballot, hand written. All positions must be voted for on the ballot in order for the ballot to be valid.
 - iii. Number of positions voted for not to exceed the maximum number of director positions for the ballot to be valid
 - iv. If the number of candidates is equal to or less than the number of Directors to be elected, those nominated are declared elected and no election is required
- e. At the Annual General Meeting the chair shall declare elected as Director those candidates who received the highest number of valid votes, up to the number of Directors to be elected, provided that:
 - i. If two or more candidates receive an equal number of votes for the last vacancy, those candidates may agree on who shall be appointed Director; if such candidates cannot agree:
 - a) the Members may, by Ordinary Resolution, but subject to the Act, increase the number of Directors who will serve until the next Annual General Meeting to include all nominees; or
 - b) a further election shall be conducted by secret ballot between those candidates who received equal number of votes for the last vacancy; and,

- c) If the results of such further election are a tie vote, the last vacancy shall be decided by lot.
- f. If for any reason a vacancy develops on the Board of Directors, provided the number of continuing Directors constitutes a quorum of the Board of Directors, the Board of Directors may appoint a qualified Member to fill the vacancy for the remainder of the term of vacating Director, or
- g. provided the number of continuing Directors constitutes a quorum of the Board of Directors, it may continue to function without filling the vacancy, or
- h. if the number of continuing Directors does not constitute a quorum of the Board of Directors, the of the Board of Directors may appoint qualified Member as Director for the sole purpose of calling a meeting in order to hold a by-election
- i. A Director shall cease to hold office on the happening of any one of the following:
 - i. The term of office expires in accordance with these bylaws;
 - ii. The Director may be removed from office by special resolution and another director may be elected, or appointed by ordinary resolution, to serve during the balance of the term.
 - iii. The Director resigns in writing;
 - iv. The Director ceases to be a Member;
 - v. The Director ceases to be otherwise qualified
 - vi. The Director is absent from three consecutive regular meetings of the Directors without the consent of the Directors;
 - vii. The Director is a shareholder, director or employee of a company with whom the Society considers entering into or has entered into a contract;
 - viii. The Director holds any office of profit under the Society; or
 - ix. A person living in the same household as the Director is serving as a Director at the same time, in which case the office of the Director last elected or appointed will be vacated.
 - x. A Director may be removed at any time by the Members at a general meeting by a Special Resolution. A Member elected to fill such vacancy shall be elected by the Members filling this vacancy at a general meeting.

DIRECTORS

- a. In addition to the requirements of the Act, no person is qualified to become or act as a Director who is:
 - i. not a Member of the Society
 - ii. an employee of the Society; or,
 - iii. Indebted to the Society and the indebtedness remains unpaid for more than 7 days.
- b. Directors shall serve without remuneration and a Director shall not receive, directly or indirectly, any profits from their position as a Director but, in accordance with policies approved by the members, a Director may be paid reasonable expenses incurred in their performance as a Director.
- c. The Directors shall manage or supervise the business of the Society, including the Swim Club in accordance with the Act, the constitution, and these bylaws.
- d. Nothing in a contract, the constitution, or these bylaws relieves a Director from the duty to act in accordance with the Act and the regulations, or from a liability that by rule of law would otherwise attach to the Director in respect of negligence, default, breach of duty, statutory or otherwise, or breach of trust which the director may be guilty of in relation to the Society.
- e. A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Society shall disclose fully and promptly at the next meeting the nature and extent of the interest to each of the other Directors.
 - i. A Director referred to in section above shall not be counted in the quorum at any meeting of the Directors at which the proposed contract or transaction is approved or considered
 - ii. A Director shall account to the Society for any profit made as a consequence of the Society entering into or performing the proposed contract or transaction unless,
 - iii. The Director has disclosed the interest
 - iv. After the disclosure the proposed contract of transaction is approved by the Directors, and,
 - i. The Director abstains from voting on the approval of the proposed contract or transaction

- f. The number of Directors shall be ten or such other number as may be determined from time to time at a general meeting, provided that there shall at all times be at least three Directors.
- g. The term of office of the Directors shall be as follows:
 - i. at the first Annual General Meeting after these bylaws come into effect, half of the Directors shall be elected for a term of two years and half shall be elected for a term of one year;
 - ii. Thereafter, at each Annual General Meeting, those Directors elected shall be for a term of two years.
 - iii. A Director shall not serve for a period greater than two consecutive terms (four years) provided that an additional term not to exceed 2 years may be approved by an Ordinary Resolution of the Members.
 - iv. A Director having served two consecutive terms may again serve after an absence of at least 1 year.
 - v. A Director filling a vacancy shall complete the term of the vacating Director.
 - vi. The term of office of a Director ends at the end of the Annual General Meeting at which a replacement is to be elected.
- h. Board of Directors meetings
 - i. The Directors may meet to conduct business, adjourn, and otherwise regulate their meetings, as they consider appropriate.
 - ii. Meetings of the Directors shall be held at the time and place in British Columbia that the Directors determine appropriate, provided that if no such determination is made the President or any two Directors may make that determination.
 - iii. The President may, and the Secretary shall when he receives a written request of two Directors, call a meeting of Directors.
 - iv. The quorum necessary for the transaction of business may be fixed by the Directors, and unless so fixed, shall be 3.
 - v. The accidental omission to give notice of any meeting of the Directors to, or the non-receipt of any notice by, a Director, does not in itself invalidate any proceedings at that meeting.

- vi. Every meeting of the Directors will be chaired by the President, or the Vice presidents, if the President is absent, unable, or unwilling to chair the meeting, provided that a majority of the Directors present may appoint another individual, who need not be a Member, to chair the meeting.
- vii. Questions arising at any meeting of the Directors are to be decided by a majority of votes, unless Act or these bylaws require otherwise, and in the case of an equality of votes, and provided the chair is a Member, the chair shall be entitled to a casting vote.
- viii. Secretary shall keep minutes of the meetings of the Directors to be filed in the books of the Society provided for such purpose and to include the following:
 - i. The appointment of Officers;
 - ii. The names of the Directors present at each meeting of Directors or of any committee of Directors; and,
 - iii. All resolutions and proceedings at all meetings of the Directors or any committee of Directors.

OFFICERS

- a. The Directors shall appoint a president, a vice-president internal, a vice-president external, a secretary, and a treasurer.
- b. Officers will serve without remuneration and the term of office of an Officer will be determined by the Directors.
- c. The Directors, at their discretion, may remove any officer
- d. Subject to the Act and these bylaws, the Directors may specify the powers, duties, and responsibilities of the Officers
- e. The powers, duties, and responsibilities of the Officers shall be as follows:
 - i. be responsible for the enforcement of the constitution, bylaws and the Rules and Regulations of the Society, including the Swim Club;
 - ii. attend at all meetings of the Board;
 - iii. appoint standing or other committees as the need arises; and,
 - iv. arrange notification as required by the Act, constitution, and these bylaws to all Members of all meetings and to all Officers of all executive meetings;

- v. maintain custody of all meeting minutes;
- vi. maintain the register of members as required by the Act;
- vii. distribute copies of meeting minutes to the Officers prior to the next meeting; and,
- viii. Have charge of all documents of the Society save where such as are assigned to others as permitted by the Act or these bylaws.
- ix. be the custodians of all Society funds;
- x. maintain the financial records of the Society as required by the Act;
- xi. record all deposits to the Society bank account;
- xii. ensure accounts payable are current monitor expenditures against budgeted amount
- xiii. provide a report for each Executive meeting, and
- xiv. perform other duties as required

Insurance

the Directors may cause the Society to purchase and maintain insurance for the benefit of a Director or Officer of the Society or the heirs or other legal representative of the Director or Officer against any personal liability incurred by reason of the Director or Officer being or having been a Director or Officer of the Society.

FINANCIALS

- a. Accounts: The Society must maintain at least one account with a Chartered bank or Credit union for the deposit of funds.
- b. Payables of over \$5000.00 must be approved by the Officers and paid by cheque. Payables approved by Executive resolution must appear in the minutes of the meeting
- c. Cheques written by the Society must contain two signatures, and be signed by the Treasurer and one of President or Vice-president internal or Vice-president external
- d. Budget: the Board of directors will be responsible for setting the annual budget of the Society
- e. the budget for each fiscal year will be set by November
- f. the reporting fiscal year end will be December 31
- g. Extraordinary expenditures outside of budgeted items shall not exceed 25% of the annual operating budget without approval of membership
- h. Accounting records: the Society will keep proper accounting records in respect of all its financial and other transactions. These records must be kept of:
 - i. All money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place
 - ii. Every asset and liability of the Society
 - iii. Every other transaction affecting the financial position of the Society
- h. Unless otherwise provided in the bylaws, the documents, including the accounting records, of a society must be open to the inspection of a director or member on reasonable notice to the Society

- i. Financial Statements must consist of
 - i. a statement of surplus for each period
 - ii. statement of income and expenditure for each period
 - iii. A statement of source and application of funds for each period (may be omitted if the reason for the omission is set out in the financial statement).
 - iv. a balance sheet as of the end of each period
 - v. The statements above need not be identified by those names.
- j. Investment: the funds and property of a Society must be used and dealt with only for its purposes in accordance with its bylaws
 - i. The Society may invest its funds in investments only as permitted under the provisions of the *Trustee Act* respecting the investment of trust property.
 - a. May invest property in any form of property or security in which a prudent investor might invest, including a security issued by an investment fund as defined in the Securities Act
 - b. Does not authorize an investment in a manner that is inconsistent with a trust
- k. Borrowing: the Society may not borrow, or raise, or secure the payment of monies in such manner and amount as shall be prescribed by a special resolution of the Society.

- I. Audit: audit of the club records shall be performed by an Audit Committee formed by one Director and three members of the general membership.
 - i. Audit committee shall examine the Treasurer's records of receipts and disbursements in detail and verify them to be true and correct, and
 - ii. Will present a written statement to that effect at the Annual General Meeting.
 - iii. The Audit Committee will be appointed at each AGM.
 - iv. The Audit committee will serve without remuneration and for the term of one year.
- m. The seal of the Society shall be in the custody of the Secretary and shall not be affixed to any document except in the presence of the President or Vice-presidents or any other Officer authorized by resolution of the Directors on that behalf.