

PORT COQUITLAM MARLINS SUMMER SWIM CLUB CONSTITUTION AND BY-LAWS

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**CONSTITUTION OF THE
PORT COQUITLAM MARLINS SUMMER SWIM CLUB**

1. NAME

The name of the Society is: PORT COQUITLAM MARLINS SUMMER SWIM CLUB.

2. PURPOSES OF THE SOCIETY

The purposes of the society are:

- (a) To promote, encourage and develop amateur competitive swimming and associated water sports and to arrange for competition with other swimming groups.
- (b) To co-operate in the pursuance of the foregoing purposes with groups and organizations in the Province of British Columbia having purposes wholly or in part similar to those of the Port Coquitlam Marlins Summer Swim Club.

BY-LAWS OF THE PORT COQUITLAM MARLINS SUMMER SWIM CLUB

PART 1 – INTERPRETATION

1.1 In these by-laws, unless the context otherwise requires:

- (a) “Board” means the Board of Directors of the Society;
- (b) “Directors” mean the directors of the Society;
- (c) “Member” means registered swimmer;
- (d) “Ordinary Resolution” means a resolution passed on general business in an annual general meeting by Members of the society by a simple majority of the votes cast in person;
- (e) “Society” means the Port Coquitlam Marlins Summer Swim Club;
- (f) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments thereto;
- (g) “Special Resolution” means a resolution passed by a majority of not less than seventy-five (75%) percent of the votes of those Members of the Society in attendance who being entitled to do so, vote at an annual general meeting of the Society of which notice and not being less than fourteen (14) days notice specifying the intention to propose the resolution as a special resolution has been given;
- (h) “Summer Season” means the period of any year commencing May 1st and ending September 30th;
- (i) “Summer Swimmer” means a swimmer whose swimming has been so confined to summer swimming as to comply with the British Columbia Summer Swimming Association Rules and Regulations established from time to time;
- (j) “Swimmer” means any person who competes in swimming, diving, and/or associated water sports;
- (k) “Swimming” means swimming, diving, and/or associated water sports and includes training and competition of any kind in any such activity;
- (l) “Voting Member” means registered Swimmers who have reached the age of nineteen (19) years and the parents or guardian of registered Swimmers under the age of nineteen (19) in good standing.

1.2 Rules and Regulations

The Board of Directors shall establish Rules and Regulations to govern competition by Summer Swimmers over which it has jurisdiction. These Rules and Regulations shall, inter alia, provide for competitions and meets of Summer Swimmers and for the definition, eligibility and registration of Summer Swimmers, for fees to be paid to the Society, for awards, publications, and all such other matters as may be included in such Rules and Regulations.

1.3 The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.

1.4 Words imparting the singular shall include the plural and vice versa, and words imparting the masculine gender shall include the feminine gender and words imparting persons shall include bodies corporate.

PART 2 – MEMBERSHIP

- 2.1 The Members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become Members, in accordance with these by-laws, and, in either case, have not ceased to be Members.
- 2.2 The Members of the Society shall be composed inter alia of the following:
- (a) The Voting Members – Registered Swimmers who have reached the age of nineteen (19) years, or the parents and/or guardians of registered Swimmers under the age of nineteen (19),, such Members in good standing shall hereinafter be called “Voting Members”.
 - (b) The Non-Voting Members – Coaches, assistant coaches and registered Swimmers under the age of nineteen (19) shall hereinafter be called “non-voting members”.
 - (c) Affiliate Members – Adults who do not currently swim for or have a child swimming for the club. These members must be voted in by $\frac{3}{4}$ majority of the board of directors and will have full voting rights. Affiliate members are not required to pay the annual membership fee.
- 2.3 Admission to membership shall be upon application only and approved by the Board in accordance with these by-laws and any standing rules established by the Board. Any person may apply for membership.
- 2.4 An annual membership fee and dates for payment shall be established by the Board on or before the 1st day of May in each year.
- 2.5 Subject to the approval of the Directors, membership shall be made available to any swimmer whose need is such that he is not able to meet the registration fees.
- 2.6 Membership in the Society shall not be transferable and shall cease:
- (a) Upon delivery of the written resignation of the Swimmer to the Registrar of the Society or by mailing or delivering it to the address of the Society.
 - (b) If the annual membership fee remains unpaid for more than two (2) weeks beyond the due date.
 - (c) Upon expulsion of a Member for improper conduct at club activities by a two-thirds (2/3) majority vote of the Directors of the Society.
- 2.7 Every Member shall uphold the Constitution and comply with these by-laws.

PART 3 – MEETINGS OF MEMBERS

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting shall specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business.
- (a) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members to receive notice does not invalidate proceedings at that meeting.

- 3.5 The annual general meeting of the Society shall be held before the thirtieth (30th) day of September in each year. Notice of the annual general meeting together with an agenda and any proposed changes to by-laws shall be in writing and sent to all Voting Members at least fourteen (14) days prior to the date.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is:
- (a) All business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) All business transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of officers;
 - (vi) the appointment of the auditor if required, and
 - (vii) the other business that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under considerations by the report of the directors issued with the notice convening the meeting.
- 4.2 (a) No business other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated. Members may participate in general and director's meetings via telephone or streaming video.
- 4.3 A quorum for general meetings shall be fifteen (15%) percent of the number of Voting Members of record.
- 4.4 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other event, it shall stand adjourned to the same day in the next week, at a suitable time and place, and if, at the adjourned meeting, a quorum is not present with thirty (30) minutes from the time appointed for the meeting, the Members present constitute a quorum.
- 4.5 Subject to by-law 4.4, the President of the Society, the Vice-Presidents, or in the absence of all, one of the other present shall preside as Chairman of a general meeting.
- 4.6 If at a general meeting;
- (a) There is no President, First Vice-President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or
 - (b) The President and all the other Directors present are unwilling to act as Chairman; the Members present shall choose one of their numbers to be chairman.
- 4.7 (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- (c) Except as provided in this by-law, it is not necessary to give notice of an adjournment of the business to be transacted at an adjourned general meeting.
- 4.8 (a) All Members of the Society in good standing and present at a meeting of the Members are entitled to one (1) vote each.
- (b) Voting is by show of hands.
- (c) Voting by proxy is not permitted.
- 4.9 Except as otherwise provided in these by-laws, proceedings at general meetings shall be governed by Robert's "Rules of Order" latest revised edition.

PART 5 – BOARD OF DIRECTORS AND OFFICERS

- 5.1 (a) The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws or by statute or otherwise directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:
- (i) all laws affecting the Society;
 - (ii) these by-laws; and
 - (iii) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
- (b) No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.2 The number of elected Directors shall be thirteen (13).
- 5.3 The Board of Directors shall be composed of the officers of the Society elected from time to time in accordance with these by-laws. Only those persons who are Voting Members of the society shall be eligible for election to become Directors of the Society. Affiliate members, up to a maximum of two at any time, may serve as Directors of the Society.
- 5.4 Notwithstanding paragraphs 5.2 and 5.3, the immediate past president shall, for the period of one (1) year:
- (a) assist the president to provide direction to the Board; and
 - (b) have the full rights of a Director.
- 5.5 A nominating committee may be appointed annually by the Board to include at least two (2) Directors. The nominating committee shall consist of four (4) Members in all.
- 5.6 The Directors shall be elected at each annual general meeting of the Society.
- (a) The Directors shall retire from office at each annual general meeting of the Society but may stand for re-election at that same annual general meeting of the Society.
 - (b) Separate elections shall be held for each office to be filled. Unsuccessful candidates will be encouraged to let their names stand for other positions as elections progress.
 - (c) An election may be by acclamation otherwise it shall be by secret ballot.

- 5.7 The Directors of the Society shall consist of:
- (a) President
 - (b) First Vice-President
 - (c) Second Vice-President
 - (d) Secretary
 - (e) Treasurer
 - (f) Registrar
 - (g) Past President
 - (h) Director at Large
 - (i) Director at Large
 - (j) Director at Large
 - (k) Director at Large
 - (l) Director at large
 - (m) Director at Large
 - (n) Director at Large
- 5.8 (a) The Directors may at any time hold a majority vote to appoint a Voting Member as a Director to fill a vacancy in the Board of Directors.
- (b) A Director so appointed holds office only until the conclusion of that term of office at the annual general meeting of the Society but is eligible for election at that same annual general meeting of the Society.
- (c) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.9 The Directors may remove a Director before the expiration of his term in office with a majority vote.
- 5.10 No Director shall be remunerated for being or acting as a Director but shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
- 5.11 Directors and senior managers should be aware of their obligation to disclose to the directors all material interests in matters that may conflict with their duties to the society.
- 5.12 A society must ensure that a majority of its directors are not employed by or under contract with the society.
- 5.13 The society must ensure that all directors (other than those elected or appointed at a meeting they attend) have provided written consent.
- 5.14 Members with convictions of Fraud and those undischarged from bankruptcy are not eligible for the Board.

PART 6 – DIRECTORS MEETINGS

- 6.1 (a) The Directors may meet together at the places they decide to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (b) The quorum necessary to transact business at any time shall be sixty (60%) percent of the total number of Directors of the Society then holding office.
- (c) The President shall be chairman of all meetings of the Directors, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, a Vice President shall act as chairman; but if neither is present, the Directors present may choose one of their number to be chairman at that meeting.

- 6.2 (a) The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors as they think fit.
- (b) A committee so formed and the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 6.3 A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Director or Directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
- 6.4 The members of a committee may meet and adjourn, as they think proper.
- 6.5 (a) Questions arising at a meeting of the Directors, and a committee consisting of Directors shall be decided by a majority of votes.
- (b) In case of an equality of votes, the chairman does not have a second or casting vote.
- (c) All Directors shall have one (1) vote.
- 6.6 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.
- 6.7 Voting by proxy is not permitted.
- 6.8 Except as otherwise provided in these by-laws, all proceedings at Board meetings shall be governed by Robert's "Rules of Order".

PART 7 – DUTIES OF OFFICERS

- 7.1 The President shall:
- (a) Preside at all meetings of the Society and of the Directors;
- (b) Supervise the other officers in the execution of their duties as the chief executive officer of the Society; and
- (c) Follow the functions as listed in the annual policy and procedures manual of the Society.
- 7.2 The First Vice-President shall:
- (a) Assist and co-operate in all matters with the President and in the absence of the President act in their stead; and
- (b) Follow the functions as listed in the annual policy and procedures manual of the Society.
- 7.3 The Second Vice-President shall:
- (a) Assist and co-operate in all matters with the President and First Vice-President and in the absence of the President and first Vice-President act in their stead; and
- (b) Follow the functions as listed in the annual policy and procedures manual of the Society.
- 7.4 The Secretary shall:
- (a) Conduct the correspondence of the Society;
- (c) Keep minutes of all meetings of the Society and Directors;
- (e) Keep all records of the Society except those required to be kept by the Treasurer; and
- (f) Follow the functions as listed in the annual policy and procedures manual of the Society.
- 7.5 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

- 7.6 The Treasurer shall:
- (a) Keep the financial records, including books of the account, necessary to comply with the Society Act;
 - (b) Render financial statements to the Directors, Members and others when required;
 - (c) Pay the Society's debts as instructed by the Board from the Society's funds.
 - (d) Invest the Society's surplus funds as authorized by the Board of Directors.
 - (e) Prepare Annual Treasurer's Report (complete with vouchers), and
 - (f) Follow the functions as listed in the annual policy and procedures manual of the Society.
- 7.7 The Registrar shall:
- (a) Ensure proper registration of all Swimmers and collection of registration fees in accordance with the Society's Rules and Regulations established from time to time by the Board of Directors; and
 - (b) Follow the functions as listed in the annual policy and procedures manual of the Society.
- 7.8 The Directors at Large shall:
- (b) Follow the functions as listed in the annual policy and procedures manual of the Society.
- 7.09 The Past President shall for the period of one (1) year:
- (a) Assist the President to provide direction to the Board; and
 - (b) Have the full rights of a Director.
 - (c) be voted in by the board for years subsequent to 1st year as past president.
 - (d) Priority for this position will be given to the most recent past president.
 - (e) Follow the functions as listed in the annual policy and procedures manual of the Society.

PART 8 – DISCIPLINARY BOARD

- 8.1 The Disciplinary Board shall consist of three (3) Directors, who shall be appointed by the President upon receipt of any complaint under by-law 8.2 hereof to hear such complaint.
- 8.2 Any complaint against a Member shall be in writing and delivered to the President.
- 8.3 The Disciplinary Board shall be convened within seven (7) days of receipt by the President of a complaint delivered pursuant to paragraph 8.2, and shall hear the complaint and invite a response from the Member involved. The Disciplinary Board shall deliver to the parties a written decision within three (3) days of completion of any hearing.
- 8.4 A Disciplinary board may decide to:
- (a) suspend any privilege or privileges of any Member;
 - (b) suspend the membership of any Member for up to three (3) months; or
 - (c) recommend to the Board of Directors that any Member be expelled.
- 8.5 Any decision of the Disciplinary Board may be appealed within three (3) days of such decision by delivery to the Board of Directors of a written notice by an affected party.

PART 9 – APPEAL BOARD

- 9.1 The Appeal Board shall consist of at least five (5) Directors, appointed by the board of Directors, and shall not include in the case of any appeal any Director of the Disciplinary Board which rendered the decision appealed from.
- 9.2 The Appeal Board shall be convened within seven (7) days of receipt of the notice of appeal referred to in by-law 8.5 and shall review the procedures and evidence called before the Disciplinary Board and shall deliver the parties a written decision within three (3) days.

PART 10 – COACHING COMMITTEE

- 10.1 The Coaching Committee shall consist of a minimum of four (4) Voting Members as described in by-law 11.2 to act as a liaison between coaches, Members and the Board of Directors.
- 10.2 The Director overseeing the coaches shall chair the Coaching Committee plus one (1) other Director and a minimum of two (2) other Voting Members.
- 10.3 The Coaching Committee shall follow the functions as listed in the annual policy and procedures manual of the Society.

PART 11– AUDITING COMMITTEE

- 11.1 The board, at any time, may choose to appoint an Auditing Committee that shall consist of two (2) Voting Members..
- 11.2 The Auditing committee shall review the annual Treasurer’s report, complete with vouchers and records, and report their findings in writing to the Board within forty-five (45) days of the committee’s appointment.

PART 12 – NOTICES TO MEMBERS

- 12.1 The Society shall give not less than fourteen (14) days written (electronic or otherwise) notice of a general meeting of the Society to its Members entitled to receive notice of a general meeting; but those Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

PART 13 – BOOKS AND RECORDS

- 13.1 The Board shall see that the necessary books and records of the Society are regularly and properly kept.
- 13.2 The Board shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Society shall be open to inspection by Voting Members who are not Directors.
- 13.3 A society must include a note setting out remuneration paid to its directors and its highest paid (\$75,000 plus) employees/contractors on its financial statements prepared after Nov. 28, 2016.
- 13.4 A society must set out details, on its financial statements prepared after Nov. 28, 2016, respecting any financial assistance (eg. loans, guarantees) given outside of the ordinary course of its activities.

PART 14 – SIGNING AUTHORITY

- 14.1 The Signing Officers shall consist of three (3) or four (4) Directors. The President, the Treasurer, and one (1) or two (2) other Directors as appointed by the President.
- 14.2 All cheques must be signed by two (2) of the assigned Directors.

PART 15 – DISSOLUTION OF THE SOCIETY

- 15.1 In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of the debts and liabilities of the Society shall be given or transferred to the Port Coquitlam Sports Alliance.

PART 16 UNALTERABLE PROVISIONS

- 16.1 Part 15.1 Is hereof unalterable in accordance with section 22 of the Societies Act of British Columbia
- 16.2 Part 13.3 is hereof unalterable in accordance with section s.3 6 and regulation s. 9 of the New Societies Act.
- 16.3 Part 13.4 is hereof unalterable in accordance with section s. 37 of the New Societies Act.
- 16.4 Part 5.11 is hereof unalterable in accordance with section ss. 56 and 62 of the New Societies Act.
- 16.5 Part 5.12 is hereof unalterable in accordance with section s. 41 of the New Societies Act.
- 16.6 Part 5.13 is hereof unalterable in accordance with section s. 42(4) of the New Societies Act.
- 16.7 Part 5.14 is hereof unalterable in accordance with section ss. 44 and 61(3) of the New Societies Act.

PART 17 – AFFILIATIONS

- 17.1 The Port Coquitlam Marlins Summer Swim Club is affiliated with the British Columbia Summer Swimming Association (B.C.S.S.A.) and the Port Coquitlam Sports Alliance.

PART 18 – BY-LAWS

- 18.1 On being admitted to membership, a Member is entitled to and the Society shall give him, without charge, a copy of the Constitution and By-laws of the Society.
- 18.2 These by-laws shall not be altered or added to except by Special Resolution.
- 18.3 Any proposed changes to the by-laws by any Member must be submitted in writing to the Board at least thirty (30) days prior to the annual general meeting at which time the Directors will give notice pursuant to by-law 3.5.⁹