



**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



BY-LAWS of SWIM B.C.

ARTICLE 1- Interpretation

Section 1.01 Definitions. In these by-laws, unless the context otherwise requires; expressions defined in the British Columbia "Societies Act" of any statutory modifications thereof in force at the date at which these Regulations become binding, shall have the meanings so defined;

- (a) "AC" means "Aquatics Canada";
- (b) "BCSCA" means the "British Columbia Swim Coaches Association";
- (c) "BCSSA" means the "British Columbia Summer Swimming Association";
- (d) "Club" means any organised group of persons associated for the purpose of swimming, and registered as a Member of the Society;
- (e) "Board" means the Board of Directors of the Society;
- (f) "Delegate" means the duly appointed representative of each Voting Member;
- (g) "FINA" means the "Federation Internationale de Natation Amateur";
- (h) "Member" means all Members of the Society as more particularly described herein;
- (i) "Members' Meetings" means the Annual General Meeting and any Special Members' Meeting;
- (j) "MSABC" means the Master Swimming Association of British Columbia;
- (k) "Regional Association" shall mean a geographical entity being a regional swimming organization;
- (l) "Registration" and all references to "registered" means the registration of a Member upon the payment of such registration fee as determined from time to time by the Society and the inclusion of such Members' name on the membership rolls at the head office of the Society;
- (m) "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;
- (n) "SNC" means Swimming/Natation Canada;
- (o) "Society" means Swim B.C.;
- (p) "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
- (q) "Special Resolution" means (i) a resolution passed by a majority of not less than 75% of the Voting Members present at any Members' Meeting; or (ii) a resolution agreed to in writing by all the Voting Members eligible to vote at a Members' Meeting.
- (r) "Swimmer" means an "eligible Competitor" as defined by the rules of FINA, who is a Member of the Society and who is in compliance at all times with the FINA rules;
- (s) "Voting Members" means all Class A and Class B Members 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 by-laws became effective apply to these by-laws.

Section 1.03: General. In these by-laws, (i) words importing the singular number shall include the plural and vice versa; (ii) words importing the masculine gender shall include the feminine and neuter genders; and (iii) 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 a member of SNC which is a member of AC, which is in turn the Canadian body being a member of FINA. The Society shall at all times govern itself in accordance with the applicable rules of SNC, AC, and FINA. As an entity governed by the rules of FINA, AC and SNC, the Society shall,



where necessary, amend its rules to comply with those of FINA, AC, or SNC. Where the Society refuses to comply with those of FINA, AC, SNC or refuses to amend its own rules to comply with those of FINA, AC, or SNC, it may have its membership in SNC suspended. SNC is the only authority specifically governing swimming in Canada. the Society shall have jurisdiction over SNC national affairs, within the Province of British Columbia.

Section 2.02 **Governance.** The Society is governed by its Constitution, by-laws and rules, 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**

The banking transactions 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 immediately required for the business of the Society shall be invested in terms 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 Officers or Directors and 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 Directors or any one Director and one Officer 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. The corporate seal of the Society may, when required, be affixed to contracts, documents and instruments by a person or persons authorized by these by-laws or resolution of the Board to execute such document.

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 July 31 in each year.

Section 2.08 **Corporate Seal**

The Board may adopt a seal in such form as shall be approved by the Board and shall have endorsed thereon the words "the Society". Custody and control of the seal shall be maintained by the Executive Director at the head office of the Society

Section 2.09 **Books and Records**

The Board shall ensure that all necessary books and records required by the by-laws 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 such books and records, other than books and records determined to be confidential by the Board, 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 - Membership

Section 3.01 General

The membership of the Society shall consist of:

- Class A Members (Clubs);
- Class B Members (Special Interest Associations);
- Class C Members (Members of Members; Employees/Volunteers/Owners).

Section 3.02 Class A Members (Clubs).

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

Section 3.03 Class B Members (Special Interest Associations)

- (a) Qualifications. Class B Members (Special Interest Associations) shall be the following entities:
 - (i) BCSCA (British Columbia Swim Coaches Association)
 - (ii) MSABC (Masters Swim Association of British Columbia)
 - (iii) BCSSA (British Columbia Summer Swimming Association)
 - (iv) any other special interest association approved for membership by the Board.
- (b) Members' Meetings. Each Class B Member in good standing shall be entitled to (i) receive notices of Members' Meetings; and (ii) elect or appoint one (1) Class B Delegate who shall be entitled to attend all Members' Meetings and exercise one (1) vote at such Members' Meeting.

Section 3.04 Class C Member (Members of Members)

- (a) Qualification. Class C Members are (i) all individuals who are members of Class A or B Members; and (ii) employees, volunteers and owners of any Class A or Class B Member and any person who provides time and services to the Society on a paid or volunteer basis.
- (b) Members' Meetings. Class C Members (i) shall be entitled to attend Members' Meetings but shall not, subject to section 77 (2)(a) of the Societies Act receive notice of Members' Meetings from the Society; and (ii) shall have no vote at Members' Meetings.

Section 3.05 Registration of Members

- (a) The Society shall grant membership to every person who has complied with the by-laws, 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, the class of membership and, if applicable, the date the Member ceased to be a member.
- (c) It shall be the responsibility of the Class A and Class B Members to provide the Society with their current information, including a mailing address and an electronic mail address for delivery of notice.

Section 3.06 Membership Fees

- (a) Each Class A and Class B Member shall be required to pay, on or before October 31 in each year, an annual membership fee to the Society. The annual membership fee is determined each year by the Board. No portion of the annual membership fee shall be refundable for any reason.
- (b) Non-payment of annual membership fees by a Member to the Society or a Regional Association by



November 30 shall result in the Member being suspended without requirement for further notice or action. If a Member has been suspended for non-payment of annual membership fees to the Society or a Regional Association, and is still under suspension on December 31, the Member's membership in the Society shall be terminated without requirement for further notice or action.

Section 3.07 Termination of Membership. Membership in the Society shall be terminated if:

- (a) The Member withdraws by delivering written notice of such resignation to the Executive Director of the Society, which resignation shall take effect upon delivery.
- (b) The Member dies.
- (c) The Member is terminated for non-payment of fees pursuant to section 3.06.
- (d) A Member is expelled as provided in section 3.08 below.
- (e) A Member is terminated in accordance with the rules, policies and procedures of the Society.

Upon the happening of an event noted above, the Member's name will be removed from the register of members. Termination of membership will not relieve a person from liability for any debts owing to the Society. A terminated Member shall not participate in any Swim B.C. sanctioned event.

Section 3.08 Expulsion from Membership A Member may be expelled by a Special Resolution passed at a Members' Meeting. The notice of meeting for such Members' Meeting shall be accompanied by a brief statement of the reasons for the proposed expulsion. The affected Member shall receive notice of the Members' Meeting to consider an expulsion, which notice shall be sent by single registered mail to the last known address of the Member shown in the records of the Society. The affected Member shall be given an opportunity to be heard at the Members' Meeting before the Special Resolution is put to a vote.

Section 3.09 Good Standing.

- (a) Members shall at all times observe the by-laws of the Society and all rules, policies and procedures of the Society
- (b) All Members are in good standing until membership is terminated or suspended in accordance with these by-laws 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 15 months after the preceding Annual General Meeting, at such time and on such day as shall be determined by the Board. The order of business of the Annual General Meeting shall be:

- (a) call to order;
- (b) reading of notice;
- (c) acceptance of credentials;
- (d) appointment of Scrutineers;
- (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) motions;
- (j) election of Directors;
- (k) appointment of auditor; and
- (l) adjournment.

Section 4.02 Special Members' Meetings. Unless otherwise provided herein, Special Members' Meetings may be called by the President, by a majority vote of the Board, or by written request by 10% of the Voting Members.



The request must be submitted in accordance with the requirements of the Societies Act and the Board shall convene the Special Members' Meeting as required by the Societies Act.

Section 4.03 Place of Meetings. Members' Meetings shall be held at the head office of the Society in the Province of British Columbia or elsewhere in British Columbia as the Board may designate.

Section 4.04 Notice of Annual General Meeting.

- (a) Written notices of the date, time and place of each Annual General Meeting shall be provided to all Voting Members no fewer than ninety (90), forty-five (45) and 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 Members' Meeting in sufficient detail to allow all Voting Members to form a reasoned judgment in respect of such matters and shall include a draft copy of any resolution received by the Society pursuant to section 4.05.
- (b) Notice may be given personally, by mail or electronic mail to Members at the address or electronic address provided to the Society.
- (c) The omission of notice or the non-receipt of notice shall not invalidate any resolution, act or any proceedings taken at any Members' Meeting.

Section 4.05 Notice of Motion. Any Delegate may propose, by way of motion at a Members' Meeting, adoption of discussion of any matter relevant to the Society. Notice of such motions must be sent in accordance with the notice provisions in Article 13 to the Executive Director of the Society at least thirty (30) days prior to the applicable Members' Meeting. Notices of motion received after such deadline will not be placed on the agenda.

Section 4.06 Chair of the Members' Meetings. The President shall be the Chair of any Members' meeting. If the President is absent, or is unable or refuses to act as Chair, 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 4.07 Quorum. At all Members' Meetings, a quorum shall consist of at least 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. If a quorum is not present within thirty (30) minutes of the set time, the meeting may be adjourned in accordance with these by-laws and quorum for such adjourned meeting shall be such number of Voting Members as are present.

Section 4.09 Voting

- (a) Each Voting Member duly represented by a Delegate at any Members' Meeting shall have one (1) vote. No Delegate may represent more than one Voting Member. Each Voting Member shall advise the Executive Director of the Society of the name of its Delegate at least five (5) days prior to the applicable Members' Meeting.
- (b) Except as otherwise provided in the Societies Act or these by-laws, every question submitted to any Members' Meeting shall be decided by a majority vote of Voting Members given by a show of hands.
- (c) In the case of a tie, the Chair of the Members' Meeting shall not have a casting vote and the motion shall fail.
- (d) Delegates may not vote on behalf of Voting Members by proxy.
- (e) At any Members' Meeting, unless a ballot is required, a declaration by the Chair that a resolution has been carried or carried unanimously or by any particular majority, or lost or not carried by a particular majority shall be conclusive evidence of fact.
- (f) 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.

Section 4.10 **Adjournments**

Any Members' Meeting may be adjourned to any date, time and place, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required for any adjourned meeting provided that when a Members' Meeting is adjourned for more than thirty (30) days, notice must be given in the same manner as for any Members' Meeting. Quorum for any adjourned meeting shall be such Voting Members represented by Delegates present at the adjourned meeting.

Section 4.11 **Written Resolutions of All Members**

All Voting Members may agree to and sign a written resolution which will be as valid as a resolution passed at a Members' Meeting.

Section 4.12 **Members' Proposals**

- (a) In this section:
 "proposal" means a notice sent under subsection (b) to the Society.;
 "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 Swim B.C.
- (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 200 words in length.
- (f) The Society, or a person acting on behalf of the Society, will not incur any liability merely because the Society or person complies with subsection (d).
- (g) The Society is not required to comply with subsection (d) if 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.

ARTICLE 5 - Directors

Section 5.01 **Number of Directors.**

The Board shall consist of seven (7) Directors elected by the Voting Members at the Annual General Meeting. Directors must be Members in good standing. 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 **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 by-laws. 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 by-laws, 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 by-laws relating to the management and operation of the Society

Section 5.03 Term of Office

At the Annual General Meeting, Directors shall be elected on a staggered basis, four (4) Directors in one year followed by three (3) Directors the following year. Directors shall be elected for a term of two (2) years.

Section 5.04 Director Vacancies

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

- (a) delivers a written resignation to the Board;
- (b) fails to remain a Member in good standing;
- (c) becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out his/her duties;
- (d) dies; or
- (e) is removed from office in accordance with section 5.05.

If a vacancy shall occur, the Board may, by majority vote, fill the vacancy with a Member in good standing if they see fit to do so and otherwise such vacancy shall be filled at the next Annual General Meeting. Any Director appointed to fill such a vacancy shall hold office for the unexpired term of his/her predecessor director.

Section 5.05 Removal of Directors

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

Section 5.06 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) members, 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 the slate to the Board no later than thirty (30) days prior to the Annual General Meeting. The list of nominees shall accompany the thirty (30) day notice for the Annual General 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 13, to the President or the Executive Director of the Society on or before the seventh business day preceding the date of the Annual General Meeting.

Section 5.07 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 the Secretary to act as scrutineer.
 - (ii) The Executive Director shall cause to be prepared and handed to each Voting Member: a ballot containing, in alphabetical order, the names, affiliations, and places of residence, of all nominees for election to the Board, 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 Secretary shall count from the valid ballots the number of votes cast in favor of each nominee and then shall prepare, sign, and 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 prepared and signed by the Secretary, 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 Members of the Board.
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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 and shall be called 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 or facsimile 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 by-laws, 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 city of Vancouver, Province of British Columbia or elsewhere as the President may determine. 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 his/her 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 the President, the Secretary and such other officers as the Board may from time to time determine. Each officer shall have and perform the powers, functions, and duties specified in these by-laws and such further powers, functions and duties as the Board may, from time to time, entrust to or confer upon him, and in particular as provided for. The President shall be a Director.

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. The Secretary need not be a Director. The appointee to



the office of Secretary may attend all meetings of the Board but shall not have power to vote unless also a Director.

Section 7.03 Term. All officers shall hold office for a term of two (2) years. The President shall be eligible for re-election or reappointment but may only serve two (2) consecutive terms (four years) in such position. Any vacancy occurring in respect of any office may be filled at any time by the Board.

Section 7.04 Vacation of Office. The office of an officer shall be vacated upon the occurrence of any of the following:

- (a) if an officer submits a written resignation to the Board of the Society, which resignation is to be effective upon delivery;
- (b) if at a duly called Board meeting, a resolution is passed by a majority of the Directors present removing the officer, or;
- (c) if an officer is no longer in good standing as a Member.

Section 7.05 President. The President shall: (i) preside as Chair at all Members' Meetings and Board meetings; (ii) act as the Chair and 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; (v) supervise the affairs of the Board; and (v) carry out other duties assigned by the Board.

Section 7.06 Secretary. The Secretary shall (i) cause to be drafted minutes of all Members' Meetings and Board meetings; (ii) provide notices to Directors and Members when so instructed; (iii) to be the custodian of the corporate records and corporate seal of the Society; and (iv) perform such other duties as may from time to time be delegated by the Board.

Section 7.07 Remuneration. The President shall receive no compensation either directly or indirectly for acting as President 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 7.08 Proxies. No Officer may appoint a proxy to represent himself/herself at meetings he/she attends in his/her capacity as an Officer.

ARTICLE 8 - Indemnification of Directors and Officers

Section 8.01 Indemnity. Subject to the Societies Act, every director and officer of the Society and their heirs, executors and administrators, shall from time to time and at all times be indemnified and saved harmless by the Society for and against all costs, charges and expenses (including legal fees on a solicitor and own client basis) that such Director or Officer sustains or incurs by way of sanction, suit or proceeding commenced against him/her or in respect of any acts, deeds, matters or things whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her Office except such costs or charges or expenses which are occasioned by his/her own willful neglect, fraud, dishonesty or bad faith.

ARTICLE 9 - Committees

Section 9.01 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 members 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 by-laws, 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 10 - Conflict of Interest

Section 10.01 **Conflict of Interest.** It is the duty of a Director or Officer who has or potentially has a conflict of interest with the Society or is, whether directly or indirectly, interested in a transaction, contract or proposed transaction or contract with the Society to declare his/her interest at a meeting of the Board and, except as permitted by the Societies Act, to refrain from voting in respect of any matter, proposed matter, contract or proposed contract in which such Director or Officer is so interested.

ARTICLE 11 – Auditors, Agents and Employees

Section 11.01 **Auditors Appointment and Remuneration.** The 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 11.02 **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 12 - Repeal and Amendment of By-Laws

Section 12.01 **Enactment, Amendment and Repeal of By-Laws.** The Board may from time to time enact by-laws not contrary to the Constitution, or may formulate, amend, vary or appeal the same. A motion to enact, amend or repeal by-laws must be approved by a Special Resolution of the Voting Members at Members' Meeting, called for the purpose of considering the same with notice in writing being given as herein provided.

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

Section 12.03 **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 by-laws and the by-laws of the SNC and all acts or things done thereunder and in accordance therewith.

ARTICLE 13 – Notices

Section 13.01 **Notices**

- (a) A notice may be given to a Member by mail or by electronic mail or by facsimile to the address, the electronic mail address or the facsimile number last shown in the records of the Society
- (b) A notice sent by electronic mail or facsimile shall be deemed to have been given on the day following that on which the notice is sent. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice posted.



ARTICLE 14 – Previously Unalterable Provisions

The functions of the Society are to be carried out in the Province of British Columbia. This clause is unalterable.

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. This clause is unalterable.

The Objects and Purposes of the Society shall be carried out without purpose of gain for its members, and any profit or other accretions to the Society shall be used for promoting its purposes. This clause is unalterable.