



T.K. SPARKS

CONSTITUTION

1. The name of the society is **NELSON REFLECTIONS ARTISTIC SWIMMING CLUB**.
2. The purpose of the society is to provide instruction in artistic swimming that enhances the swimmers physical, mental and emotional capabilities in order for them to become the best that they can be.
3. The area of operation of the Nelson Reflections Artistic Swim Club shall generally be Nelson and all such surrounding areas as shall from time to time be affiliated therewithin, organizationally, but nothing here in writing shall be deemed to limit the area in which the members may seek to achieve their purposes. This provision is unalterable.
4. The business of Nelson Reflections Artistic Swim Club will be unbiased in respect of race, religion, gender, politics, sexual orientation, gender identification and physical or mental ability.

BYLAWS OF NELSON REFLECTIONS ARTISTIC SWIMMING CLUB

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "directors" means the directors of the society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means the address as recorded in the registrar of members.
- (2) The definitions of the Society Act on the date of these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

Part 2 - Membership

3. 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 bylaws and, in either case, have not ceased to be members.
4. (a) A member shall be defined as the parent(s) or legal guardian(s) of a participant in the activities of the Club. More than one parent (or member of the family) of an athlete can be a member. If that participant has attained the age of 19 years he/she shall be defined as the member and his/her parent(s) or guardian(s) may be Associate members.
(b) An Associate membership may be obtained through the purchase of a membership. Associated members are individuals with an interest in the Club's activities and who wish to assist the Club in attaining its objectives. They do not have to be related/attached to an athlete in the club.

(c) An Associate member can be any person who is not related to an athlete

5. A person may apply to the directors for membership or associate membership in the society and on acceptance by the directors shall be a member. Directors will determine the annual registration fee and application shall be made at the time of registration.

6. Every member and associate member shall uphold the constitution and comply with these bylaws. Members will abide by the most current version of the policy and procedure document entitled CONDUCT POLICY, a version of which is attached to these Bylaws for reference as Schedule "A".

7. The Club shall be affiliated with the Canadian Artistic Swimming Association and BC Artistic Swimming.

8. Membership in the Club shall not be transferable and shall cease:

(a) Upon written resignation.

(b) When the member related participant ceases to take part in Club activities, although that member may retain the option of associate member.

(c) Upon death.

9. (1) A member or associate member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

10. All members are in good standing if the member's account with the Club is paid up to date. An associate member is in good standing if the annual membership fee is paid.

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

Part 3 - Meetings of Members

12. Every general meeting, other than an annual general meeting is an extraordinary general meeting.

13. The directors may, when they think fit, convene an extraordinary meeting.

14. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate the proceedings of that meeting.

15. The annual general meeting shall be held by October of each year, on a day and place to be fixed by the directors.

If procedural problems arise on an issue not covered by these bylaws, the most current issue of Robert's Rules of Order shall be used to resolve the issue.

Part 4 - Proceedings at General Meeting

16. 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 election of directors; and

(v) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

17. (1) No business, other than the election of the 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.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 3 members present or a greater number than the members may determine at a general meeting.

18. If within 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 case it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

19. Subject to bylaw 20, the president of the society, the vice president or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

20. If at a general meeting:

(a) there is no president, vice president, or other director present within 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 shall choose one of their number to be chairman.

21. (1) 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.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

22. (1) Resolutions at a meeting must have a seconder. The chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

23. (1) A member or an associate member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

Part 5 - Directors and Officers

24. (1) ELIGIBILITY: Any voting member of the Nelson Reflections Artistic Swim Club is eligible to serve on the Executive, except employees of Nelson Reflections Artistic Swim Club or its contractors. Up to 2 members of a family of an athlete can serve on the Executive.

(2) The directors may exercise all the powers over:

(a) all laws affecting the society;

(b) these bylaws; and

(c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

(3) 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.

25. (1) The affairs of the society shall be managed by a Board of Directors, also known as the Executive, consisting of: President, Vice President, Secretary, Treasurer, and up to five directors. A minimum of 3 of these positions must be filled in order for the Nelson Reflections Swim Club to operate.

(2) The officers of the Society shall be: President, Vice President, Treasurer and Secretary.

26. The position of President, Vice President, Secretary, and Treasurer shall be elected to serve for a one year term.

27. (1) The directors shall retire from office at the annual general meeting when their successors shall be elected.

(2) A nomination committee shall comprise at least three members of the Club appointed for this purpose by the executive. By default this committee can comprise of 3 members from within the four officers of the Nelson Reflections Artistic Swim Club (President and Vice President and either Secretary or Treasurer)

(3) Separate elections shall be held for each office to be filled.

(4) An election may be by acclamation, otherwise it shall be by ballot.

(5) No employee of the Club may be elected as an officer or a director.

(6) All officers and directors must be members or associate members of the society.

(7) No members shall be elected without his/her personal consent at the election meeting. This may be done in writing if the person has agreed in advance to stand for nomination but cannot attend the meeting.

28. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the board of directors.

(2) A director so appointed holds office only until the conclusion of the next term following the annual general meeting of the society but is eligible for re-election at the meeting.

29. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.

(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

30. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

31. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

32. Each director is expected to attend meetings on a regular basis.

Part 6 - Proceedings of Directors

33. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman of all meetings of the directors, but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the 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.

(4) A director may at any time and the secretary, on the request of a director, shall convene a meeting of the directors.

34. (1) The directors may delegate any, but not all, of their powers to committees consisting of one or more directors and additional members of the Society as they see fit.

(2) A committee so formed in 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 after it has been done.

35. 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 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

36. The members of a committee may meet and adjourn as they think proper.

37. For the first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, of a quorum of the directors is present.

38. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In the case of the equality of votes the chairman does not have a second or casting vote.

39. The chairman of a meeting may move or propose a resolution.

40. 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.

41. For issues regarding decisions or actions that could not be completed at a scheduled meeting of the Directors, or which a Director feels would require resolution before the next scheduled meeting, the following procedures must be followed when making a motion by email:

(a) Any Director may make a motion by sending a group email to all other Executive Members detailing the proposed motion. Such emails shall contain a message subject line ie) "Motion: Fundraising opportunity";

(b) Another Director must then send an email to the group seconding the Motion. Doing so will open the Motion for on-line debate for the following 72 hours. Extensions of debate can be requested by any Director;

- (c) On-line debate must include the same subject line, be copied to all Directors and contain the text of the motion with each email;
- (d) Once the time for debate closes each Director will send an email with the message subject header "VOTE Motion: Fundraising opportunity" and confirm their vote to approve, oppose or abstain. If no vote is received from a Director that person will be recorded by the Secretary as "not voting";
- (e) If the vote is unanimous then the proposed motion is deemed to have passed. If the vote is not unanimous or is not approved, the Director who raised the motion is at liberty to raise their motion again at the next General Meeting to allow for in person discussion by the members before a further and final vote is taken;
- (f) All email motions shall be reported by the Secretary at the next scheduled meeting and the wording of any email motions, voting results and the date of the final vote recorded in the formal minutes.

Part 7 - Duties of Officers

41. (1) The president shall preside at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

42. The vice president shall carry out the duties of the president during his absence.

43. The secretary shall:

- (a) conduct the correspondence of the society
- (b) issue notices of meetings of the society and directors
- (c) keep minutes of all meetings of the society and directors
- (d) have custody of *all* records and documents of the society except those required to be kept by the treasurer, and
- (e) maintain the registrar of members

44. The treasurer shall:

- (a) keep all financial records, including books of account, necessary to comply with the *Society Act*; and
- (b) render financial statements to the directors, members and others when required.

45. In the absence of the secretary from the meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – Conduct of Executive and Representatives

46. Code of ethics: On election or appointment, every Director, committee member, or representative must sign and agree to abide by a code of ethics acceptable to the membership as set out in the form attached as Schedule "A".

47. Representing the Club:

- 1) Every Director and representative must act solely in the best interests of the membership of the Nelson Reflections Artistic Swim Club both in person and on all forms of social media.
- 2) If a Director or representative is found to be in conflict with the Code of Conduct and Ethics by a two-thirds (2/3) majority vote of the Directors they will be removed from office. Administration of the Code of Conduct and Ethics will follow BCAS's policy and procedures regarding Ethics and Conduct.

48. Privilege: Any information received in confidence by a director or representative from a Coach, an Athlete, parent, or other member of the artistic swimming community (either in private or during a club meeting) is privileged and must not be divulged without permission of the person giving the information.

49. Disclosure of interest:

- 1) A director or representative who is interested, either directly or indirectly, in a proposed contract or transaction with the Club must disclose fully and promptly the nature and extent of his or her interest to the membership and directors.
- 2) Such a director or representative must avoid using his or her position with the Club for personal gain.

Part 9 - Finances and Records

50. The financial year of the club shall commence the 1st of September and shall conclude on the 31st day of August of the year following.

51. (1) No expenditure of the club funds shall be made without the signatures of two signing officers of the Executive.

(2) Any major capital expenditure shall require the approval of the directors.

(3) All fundraising or solicitation in the name of the Club must have prior approval of the directors.

52. The directors shall ensure that a financial statement is done annually.

53. The directors shall appoint three signing officers.

54. The directors shall see that all necessary books and records of the Club required by the bylaws of the Club or by an applicable statute are regularly and properly kept.

Part 10 - Borrowing

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

56. A debenture must not be issued without the authorization of a special resolution.

57. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 11 - Notices to Members

58. A notice of meetings may be given to a member or associate member either personally or by mail to him at his registered address.

59. A notice sent by mail shall be deemed to have been given on the seventh day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

60. (1) Notice of a general meeting shall be given to every member and associate member shown on the register of members on the day notice is given.

(2) No other person is entitled to receive a notice of general meeting.

61. Changes in the Constitution may be made only by special resolution after approval by 3/4 majority vote of members present at a general meeting, for which fourteen days of written notice of the proposed changes shall be given to membership.

Part 12 – Constitution and Bylaws

62. On being admitted to the Executive, each director is entitled to, without charge, a copy of the constitution and bylaws of the society. The constitution and bylaws are available to the general membership upon request and the payment of a fee or not more than \$1.00 to cover costs.

63. The bylaws shall not be altered or added to, except by special resolution.

64. The members may, by a majority of not less than 75% of the votes cast, amend the Nelson Reflections Artistic Swim Club constitution and bylaws.

65. Written notice of a meeting at which a resolution will be considered to amend the bylaws must be given to the members at least fourteen (14) days before the meeting.

66. The notice of the meeting must include the proposed amendments.

67. A constitution or bylaw amendment shall be dated, signed and forwarded to BC Societies and BCAS for safekeeping only.

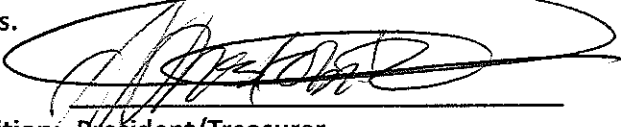
Part 13 – Property in Documents

68. All documents, records, minutes, correspondence, or other papers kept by a member, director, employee, representative, or committee member in connection with the Nelson Reflections Artistic Swim Club shall be deemed to be property of the Nelson Reflections Artistic Swim Club and shall be turned over to the President when the member, director, representative, employee or committee member ceases to perform the task to which the papers relate.

Part 14 – Dissolution

69. In the event of dissolution or winding up of the Nelson Reflections Artistic Swim Club, and after payment of all debts and costs of dissolution or winding up, the assets and remaining funds of the Nelson Reflections Artistic Swim Club shall distributed to another Artistic Swim Club nearest to the Nelson Area having purposes and objectives similar to those of the Nelson Reflections Artistic Swim Club, and which meet all requirements of the BCAS, as the members of the Nelson Reflections Artistic Swim Club may determine at the time of dissolution or winding up.

Adopted by Nelson Reflections Artistic Swim Club at Nelson, British Columbia, on: October 2, 2023 this document hereby replaces all previous versions of the Nelson Reflections Synchronized Swim Club Constitution and Bylaws.



Signature #1:
Name and Director Position: President/Treasurer



Signature #2:
Name and Director Position: Vice President



Signature #3:
Name and Director Position: Secretary



Witness Signature:
Name Printed: Megan Prasher