

# CONSTITUTION

1. The name of the society is **NELSON REFLECTIONS SYNCHRONIZED SWIM CLUB**.
2. The purpose of the society is to provide instruction in synchronized 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 Synchronized Swim Club shall generally be Nelson and all such surrounding areas as shall from time to time be affiliated therewith, 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.

## BYLAWS OF NELSON REFLECTIONS SYNCHRONIZED SWIM 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 his address as recorded in the registrar of members.
- (2) The definitions of the Society Act on the date 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. 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.
5. A person may apply to the directions 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.
  7. The Club shall be affiliated with the Canadian Synchronized Swimming Association and Synchro BC.
  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 or reasons 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 during the month of September in each year, on a day and place to be fixed by the directors.

*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) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by the bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting including but not limited to the determination of Club policy but subject, nevertheless, to:
  - (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.

- (2) 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.
  - (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 with the exception of those directors whose two year term has not yet expired.
  - (2) A nomination committee shall comprise at least three members of the Club appointed for this purpose by the executive.
  - (3) Separate elections shall be held for each office to be filled.
  - (4) An election may be 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 person 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 directions.
  - (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 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.

### ***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 - Finances and Records***

46. The financial year of the club shall commence the 1<sup>st</sup> of September and shall conclude on the 31<sup>st</sup> day of August of the year following.

47. (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 fund raising or solicitation in the name of the Club must have prior approval of the directors.
48. The directors shall ensure that a financial statement is done annually.
49. The directors shall appoint three signing officers.
50. 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 9 - Borrowing*

51. 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.
52. A debenture must not be issued without the authorization of a special resolution.
53. 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 10- Notices to Members*

54. A notice may be given to a member or associate member either personally or by mail to him at his registered address.
55. 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.
56. (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.
57. Changes in the Constitution may be made only by special resolution after approval by  $\frac{3}{4}$  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 11 - Bylaws*

- 58. 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.
- 59. The bylaws shall not be altered or added to, except by special resolution.

Dated this 24th day of March, 2007

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WITNESS

APPLICATIONS FOR INCORPORATION

**July 10 2022 SIGNATURE BLOCKS AND MIN OF FINANCE FORMS 4 and 5  
ATTACHMENTS REMOVED DURING CONVERSION FROM PDF TO WORD**