

**KELOWNA SYNCHRO CLUB  
CONSTITUTION**

1. The name of the Society is: Kelowna Synchro Club, also known as Kelowna Dolphins Artistic Swimming Club.
2. The purposes of the Society are:
  - (a) To train and develop artistic swimmers in their pursuit of excellence to the highest level possible in both individual and team competitions.
  - (b) To build artistic swimming teams on the basis of fair play and respect
  - (c) To inspire goals and healthy competition
  - (d) To encourage active participation in sport
  - (e) To enter into affiliation of reciprocal arrangements with other artistic swim clubs
  - (f) To promote and encourage artistic swimming at the pre-competitive and competitive levels by providing programs designed for athletes with various levels of ability and commitment
3. The society shall maintain a membership in or an affiliation with British Columbia Artistic Swimming or “BCAS.”
4. On the winding-up and dissolution of the society and after all the society's debts have been paid or provisions for payment have been made, the assets of the society shall be paid or transferred to BCAS or other such registered society as the directors may designate and in the amounts they may choose. This section may not be altered.

## KELOWNA SYNCHRO CLUB BYLAWS

### Part 1 – Definitions and Interpretation

1.1 In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Athlete"** means any person who is registered with the society to participate in an artistic swimming program during the current season;

**"Board"** means the Directors of the Society;

**"Bylaws"** means these Bylaws as altered from time to time;

**"BCAS and CAS Fees"** are the fees that are payable to BC Artistic Swimming (BCAS) and Canada Artistic Swimming (CAS) required for participation in the society's program;

**"Directors"** means the Directors of the society from time to time in accordance with Part 4 of these bylaws;

**"Membership Dues"** are the annual fees payable to become a member of the society in accordance with Part 2 of these bylaws;

**"Officers"** are the president, vice-president, secretary, and treasurer as elected from the voting members;

**"Program Fees"** are fees set by the Directors and charged to athletes to participate in artistic swimming programs of the society;

**"Registered Address"** of a member, means the member's address as recorded in the register of members;

**"Registered"** means the receipt of a completed annual membership form and payment of Membership Dues;

**"Society"** means Kelowna Synchro Club/Kelowna Dolphins

**"Special Fees"** are any permanent, temporary, special, general, single or periodic fee, charge or assessment as determined from time to time by the directors.

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

1.4 Words importing the singular include the plural and vice versa, and words importing a male person include a female or other-gendered person and a corporation.

## Part 2 – Members

- 2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.
- 2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.3 There shall be two classes of members of the society:
- (a) Voting Members who are:
    - (i) A parent/guardian of current athletes under age 19
    - (ii) Current athletes age 19 or older
  - (b) Non-Voting Members who are:
    - (i) Current athletes under the age of 19
    - (ii) Coach Members – coaches retained by the society and actively participating in that capacity unless they have a child who is a current athlete in which case they are a voting member
    - (iii) Volunteer Members – community volunteers who are actively participating in the society
- 2.4 A person ceases to be a member of the society:
- (a) by delivering their resignation in writing to one of the Directors of the society by mail or by electronic means,
  - (b) on their death or in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for two consecutive months
- 2.5 A member may be expelled by a resolution by the Directors of the Society, and the resolution shall be accompanied by a brief statement of reason or reasons for the proposed expulsion, and the member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the Directors' meeting before the resolution is put to a vote.
- 2.6 The amount of the annual membership dues, if any, must be determined by the Board prior to the start of the season.
- 2.7 All members are in good standing unless:
- (a) the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid, or
  - (b) the member fails to pay their Program Fees or any other debt due and owing to the society.
- 2.8 A voting member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### 2.9 Program Fees

- (a) participation in the activities of the society is conditional upon timely payment of program fees.
- (b) program fees may be payable in monthly installments, as determined by the Directors.
- (c) if any member is delinquent more than one month in the payment of program fees, the Directors may give the member written notice demanding payment and stipulate a date by which all arrears must be paid.
- (d) If the program fees for which demand is made in the notice are not paid within the time set in the notice, then the Directors may, by another written notice to the member and to the athlete related or associated with that member, suspend the athlete's participation in any further activities of the society until full payment is made and any other conditions set by the directors have been met.

### 2.10 Membership Dues

- (a) participation is conditional upon the timely payment of the membership dues and BCAS and CAS fees.
- (b) if any member fails to pay the membership dues or the BCAS and CAS fees when due, then the athlete associated with that member shall be automatically suspended from any participation in any activities of the society without the requirement for any notice or demand by the directors and the suspension will remain in effect until all such fees have been paid in full.

### 2.11 Special Fees

- (a) Participation is conditional upon the timely payment of all special fees.
- (b) If any member fails to pay any special fee the Directors may, by written notice to the member and to the athlete related or associated with that members, suspend the athlete's participation in any further activities of the society until full payment is made and any other conditions set by the directors.
- (c) In particular, if the special fee relates to a competition, event or to the purchase of equipment, then the directors may exclude the athlete from the event or the purchase if the special fee is not paid on or before the payment deadline set by the Directors.

2.12 Where more than one member is related or associated with an athlete, a notice concerning dues or suspension need only be given to any one of those members, but all such members shall be jointly and severally liable for the dues in respect of that athlete.

2.13 Where a person ceases to be a member, that person will remain liable to the society for full payment of:

- (a) all dues which were payable before that person ceased to be a member;
- (b) all costs for which that person was responsible, even if those costs had not yet become payable but the society had incurred them or was committed to incur them;
- (c) all costs which the person had agreed to pay, if the society had made a commitment or become liable to pay an amount relying on that person's agreement.

### **Part 3 – General Meetings of Members**

- 3.1 A general meeting must be held at the time and place the Board determines.
- 3.2 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) election or appointment of directors;
  - (e) appointment of an auditor, if any;
  - (f) business arising out of a report of the directors not requiring the passing of a special resolution.
- 3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 3.4 Notice may be given by mail or by electronic means to the member at such mail address or electronic address as appears on the books of the Society.
- 3.5 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 proceedings of that meeting.
- 3.6 The President of the Society shall preside as Chair of a General Meeting.
- 3.7 If at a general meeting:
- (a) there is no 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 Chair,
  - (c) the members present shall choose one of their number to be Chair.
- 3.8 An Annual General Meeting of the Society shall be held at least once in every calendar year and not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 3.9 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.10 The quorum for the transaction of business at a general meeting is three voting members or 10% of the voting members, whichever is greater.

- 3.11 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 3.12 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.13 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 3.14 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.
- 3.15 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
  - (b) determine that there is a quorum;
  - (c) approve the agenda;
  - (d) approve the minutes from the last general meeting;
  - (e) deal with unfinished business from the last general meeting;
  - (f) if the meeting is an annual general meeting,
    - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
    - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
    - (iii) elect or appoint directors, and
    - (iv) appoint an auditor, if any;
  - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
  - (h) terminate the meeting
- 3.16 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 3.17 The chair of a general meeting must announce the outcome of each vote and that

outcome must be recorded in the minutes of the meeting.

- 3.18 A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 3.19 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
- 3.20 In the case of a tie vote at any general meeting, the Chair does not have a casting or second vote in addition to the vote which he or she may be entitled as a member and the proposed resolution does not pass.
- 3.21 Voting by proxy is not permitted.

#### **Part 4 – Directors**

- 4.1 The Society must have no fewer than 3 and no more than 11 Directors.
- 4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 4.3 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the director's term of office.
- 4.4 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 4.5 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, 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 a general meeting.
- 4.6 The Directors shall have full power with respect to all affairs of the Society and no resolution passed by the Directors or any other action taken by the Directors requires confirmation or ratification by the members of the Society in order to become valid or bind the Society.

### **Part 5 – Directors' Meetings**

- 5.1 A Directors' meeting may be called by the president or by any 2 other Directors.
- 5.2 At least 2 days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.
- 5.3 The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.
- 5.4 The Directors may regulate their meetings and proceedings as they see fit.
- 5.5 The quorum for the transaction of business at a Directors' meeting is a majority of the directors.
- 5.6 If necessary, the Executive Committee shall meet to address situations on an interim basis until such time as the Board of Directors can be convened.
- 5.7 The Directors may establish Committees of the Board and develop Terms of Reference for such committees, including the designation of authority.
- 5.8 Each Committee of the Board shall submit to the Board such reports as the Board may, from time to time, request.

### **Part 6 – Board Positions**

- 6.1 Directors must be elected or appointed to the following Board positions, and a Director, other than the president, may hold more than one position:
  - (a) president;
  - (b) vice-president;
  - (c) secretary;
  - (d) treasurer.
- 6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.
- 6.3 Each Director's term of office is one year, from the AGM of election to the following AGM.
- 6.4 The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.
- 6.5 The vice-president is the vice-chair of the Board and is responsible for carrying out duties of the president if the president is unable to act.



6.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

### **Part 7 – Remuneration of Directors and Signing Authority**

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

### **Part 8 – Borrowing**

8.1 In order to carry out the purposes 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.

8.2 The members may, by special resolution, restrict the borrowing power of the Directors, but a restriction imposed expires at the next annual general meeting.

**Part 9 – Revisions of Bylaws**

9.1 These bylaws must not be altered or added to except by special resolution.

**Part 10 – Code of Conduct**

10.1 The Society shall have a Code of Conduct to govern the conduct of all members, coaches, athletes and all participating parents, guardians and other persons associated with the athletes.

10.2 The Code of Conduct of the Society shall be the code of conduct determined or adopted by the directors from time to time but, in the absence of such determination, shall be the Synchro BC Code of Conduct in effect from time to time.