

INDEX TO BY-LAWS
OF
CHENA SWIM CLUB

	<u>Page</u>
Part 1. Interpretation	2
Part 2. Membership	2
Part 3. Meetings of Members	5
Part 4. Proceedings at General Meetings	6
Part 5. Directors	8
Part 6. Proceedings of Directors	10
Part 7. Duties of Officers	11
Part 8. Execution of Legal Agreements	13
Part 9. Borrowing	13
Part 10. Auditor	13
Part 11. Notices to Members	14
Part 12. Non-Profit Purpose	14
Part 13. Investment Power of Directors	14
Part 14. Indemnity and Insurance	14
Part 15. Books and Records	15
Part 16. By-laws	15

PROVINCE OF BRITISH COLUMBIA
SOCIETY ACT
BY-LAWS OF
CHENA SWIM CLUB

Part 1 - Interpretation

1.01 Definitions

- (1) In these By-laws, unless the context otherwise requires,
- (a) "Directors" means the directors of the Society for the time being;
 - (b) "Member" includes a Regular Member, an Associate Member and a Lifetime Member;
 - (c) "Person" means a natural person and specifically excludes any organization, corporate or otherwise.
 - (d) "Registered Address" of a member means the address, facsimile number or email address of such member as recorded in the register of members;
 - (e) "Society" means Chena Swim Club;
 - (f) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (g) "In writing" and "written notice" shall include electronic forms of communication, including e-mail or such other forms as may customarily be in use from time to time.
- (2) The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.

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

Part 2 - Membership

2.01 There shall be three (3) classes of members of the Society; namely, Regular Members, Associate Members and Lifetime Members.

2.02 Regular Members shall be those individuals, of at least nineteen years of age, who are, at such time, either registered with Swim BC or the provincial governing body

for competitive swimming in the province of BC to participate personally in the Society's competitive swimming program, or the designated parent, adoptive parent or legal guardian of one or more children, under the age of nineteen, registered with Swim BC or the provincial governing body for competitive swimming in the province of BC to participate in the Society's competitive swimming program, and having paid all fees and dues owing as determined by the Board of Directors. The designated parent, adoptive parent or legal guardian for any child shall be the parent, adoptive parent or guardian so designated or deemed to be so designated on the application for registration submitted and accepted for such fiscal year and, for greater certainty, a family may only have one Regular Member regardless of the number of children in the family participating in the Society's swimming program.

- 2.03 A person wishing to be accepted as a Regular Member of the Society shall, each year, submit an application for registration for competitive swimming to the registrar of the Society in the form prescribed from time-to-time by the Board of Directors. Acceptance of the application for membership shall be at the discretion of the Board of Directors, and the Board of Directors may accept, delay or refuse any application. Any required fees or dues must be received prior to the Board of Directors accepting an application for membership.
- 2.04 Membership is non-transferrable between persons.
- 2.05 An Associate Member shall be a person designated by the Regular Member who is either a parent, adoptive parent or legal guardian of the child registered with Swim BC or the provincial governing body for competitive swimming in the province of BC to participate in the Society's competitive swim program, or spouse of the Regular Member, provided that such person resides in the same household as the Regular Member.
- 2.06 Any person who the Directors believe has rendered eminent service in the advancement of the purposes of the Society may, in the discretion of the Directors, be appointed as a Lifetime Member. Should the Directors appoint a family as Lifetime Members, the family shall designate one amongst their number as the Lifetime Member for purposes of duties and privileges of membership, provided that such member shall not be less than nineteen (19) years of age. Such designation may be changed once each year by notification to the Board of Directors.
- 2.07 Members shall have the following duties and privileges:
- (1) Regular Members shall have the right to vote, be elected to the Board of Directors and hold office, attend meetings and use the facilities of the club;
 - (2) Associate Members shall have the same privileges as Regular Members except that they have no right to vote or hold office; provided that an Associate Member may vote in the place and stead of the related Regular Member at any meeting of the Society where the Regular Member is not

present. Associate Members shall not be permitted to vote at meetings of Directors in the place and stead of a Regular Member who is a Director; and

- (3) Lifetime Members shall have the same privileges as regular members, except that they shall not have the right to vote, may not be elected to the Board of Directors or hold office.
- 2.08 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these by-laws, and, in either case, have not ceased to be members.
- 2.09 Every member shall uphold the constitution of the Society and comply with these By-laws.
- 2.10 The amount of the annual registration fees for the swimming programs of the Society and any additional membership fees for each class of members shall be determined by the Directors from time to time.
- 2.11 A person shall cease to be a member of the Society:
- (1) by delivering a resignation in writing to the Secretary of the Society or by mailing or delivering a resignation in writing to the address of the Society; or
 - (2) in the case of a Regular Member:
 - (a) if he or she fails to submit an application for registration to participate personally, or as the designated parent or legal guardian of one or more children who wish to participate, in a swimming program of the Society prior to the start of any new swim season, or
 - (b) if he or she or the children of such Regular Member, as applicable, withdraws from the swimming program of the Society during any swim year in accordance with the policies in place from time to time, such Regular Member shall cease to be a member as of the effective date of such withdrawal; or
 - (3) in the case of an Associate Member, if the Regular Member ceases to be a Regular Member; or
 - (4) on his death; or
 - (5) on being expelled; or
 - (6) if such person does not pay any registration or other fees owing to the Society on the date due and such fees remain unpaid for a period of 30 days following the giving of written notice demanding payment. A member

shall not be considered in good standing during the 30-day period following written notice being issued, and Member privileges may, at the discretion of the Board of Directors, be revoked in that period.

2.12 Expulsion of Member

- (1) A 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.

2.13 All Members are in good standing except a member who has failed to pay registration fee, membership fee or other debt due and owing by him to the Society and such member shall not be in good standing until all such amounts have been paid in-full.

2.14 Each member shall, in addition to any registration fees for applicable swimming programs, pay all membership fees in such amounts as shall be determined by the Directors from time to time.

Part 3 - Meetings of Members

3.01 General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors may determine from time to time.

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

3.03 The directors may, whenever they think fit, convene an extraordinary general meeting.

3.04 The voting members of the Society may requisition a general meeting in accordance with Part 6 of the Society Act.

3.05 Notice:

- (1) Notice of a general meeting shall specify the place, the day and the 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 proceedings at that meeting.

- 3.06 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year.

Part 4 - Proceedings at General Meetings

4.01 Special business is:

- (1) all business at an extraordinary general meeting except the adoption of an agenda and rules of order, and
- (2) all business that is transacted at an annual general meeting, except,
 - (a) the adoption of an agenda and rules of order,
 - (b) the consideration of the financial statements,
 - (c) the reports of the Head Coach and the Directors,
 - (d) the report of the auditors, if any,
 - (e) the election of Directors,
 - (f) the appointment of the auditor, if required, and
 - (g) such other business as, under these By-laws, 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.

4.02 Quorum

- (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (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 at any meeting is 10% of the Regular Members in good standing present in person or represented at the meeting by Associate Members who are entitled to vote in the place and stead of such regular member.

- 4.03 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.

4.04 Subject to Section 4.05, the President of the Society, the Vice-President of the Society, or in the absence of both, one of the other Directors present shall preside as chairman of a general meeting.

4.05 If at a general meeting:

- (1) the President, Vice-President, or another Director is not present within 15 minutes after the time appointed for holding the meeting, or
- (2) none of the President, Vice-President, or any other Director present is willing to act as chairman,

the members present shall choose one of their number to be chairman.

4.06 Adjournment

- (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) Where 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 By-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.07 Motions

- (1) No resolution proposed at a meeting needs to be seconded and 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.

4.08 Voting

- (1) Each Regular Member, Lifetime Member or Associate Member attending in the place and stead of a Regular Member present at a meeting of members is entitled to one vote provided such member is in good standing.
- (2) Voting is by show of hands unless a ballot is demanded by the chairman or any member present at the meeting. Any Regular Member, Associate Member attending in the place and stead of the Regular Member, or

Lifetime Member present at a meeting of members may request a vote by secret ballot.

- (3) Voting by proxy is not permitted.

Part 5 - Directors

5.01 Powers

- (1) The Directors may exercise all such powers and do all such acts and things as the Society may exercise to do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of
 - (a) all laws affecting the Society,
 - (b) these By-laws, and
 - (c) rules, not being inconsistent with these By-laws, 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.

5.02 Directors

- (1) The number of Directors shall be determined from time to time at a general meeting but shall in no event be fewer than three (3) or more than ten (10) Directors, including the officers.
- (2) Each of the Directors shall be a Regular Member of the Society and the office of a Director shall be vacated if the Director ceases to be a Regular Member.

No person shall be eligible to be a Director who:

- a) is less than 18 years of age;
- b) has been found by any court in Canada or elsewhere to be incapable of managing his or her own affairs;
- c) is an undischarged bankrupt; or
- d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Acts.

- (3) Subject to sections 5.03 and 5.04, the term of office of each Director elected shall be approximately 3 years commencing at the time of election and continuing until the third annual general meeting next following such election or until the successor of such Director is elected or appointed. The election of Directors shall be staggered, with the term of the Directors elected at the Annual General Meeting held on October 28, 2021 currently in office expiring at the Annual General Meeting to be held in calendar 2024, the term of the directors elected at the Annual General Meeting held on October 28, 2022 currently in office expiring at the Annual General Meeting to be held in calendar 2025, and the term of the Directors elected at the Annual General Meeting on October 27, 2023 expiring at the annual general meeting to be held in calendar 2026.

The election of Directors may be by acclamation, show of hands or, if requested by any member, by secret ballot.

- (4) If insufficient numbers of Directors under Section 5.02(1) are elected the Society shall seek the consent of any persons elected at either of the prior two Annual General Meetings to continue to hold office.
- (5) A Director shall cease to be a Director:
 - a) upon submitting his or her resignation to the board of Directors;
 - b) upon expiry of his or term of office in accordance with 5.02(3);
 - c) upon death;
 - d) should he or she no longer be qualified to serve as a Director in accordance with 5.02(2);
 - e) upon removal by the Regular Members upon passing of a special resolution in accordance with 5.03.

5.03 Removal of Director

- (1) A Director may be removed by a special resolution of the Regular Members passed at a general meeting at which no less than 50% of the Regular Members are present.
- (2) The notice of special resolution for removal shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) The Director 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.

5.04 Resignation

- (1) If a Director resigns 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.

5.05 Vacancy

- (1) The Directors may at any time, and from time to time, appoint a Regular Member as a Director to fill a vacancy in the Directors.
- (2) A Director so appointed holds office only until the conclusion of the next following general meeting of the Society, but is eligible for re-election at that meeting.

5.06 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.

Part 6 - Proceedings of Directors

6.01 Meetings

- (1) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The quorum necessary for the transaction of business shall be 50% of the number of 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) Meetings of the Directors shall be convened by the Secretary on the request of the President or the request of 25% of the Directors.

6.02 Committees

- (1) The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit. Such committees, if advisory only, may include one or more members who are not Directors.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

- 6.03 A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any 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.
- 6.04 The members of a committee may meet and adjourn as they think proper.
- 6.05 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 duly constituted, if a quorum of the Directors is present.
- 6.06 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, facsimile, electronic mail or any other form of electronic communication in common use at such time, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
- (1) no notice of meetings of Directors shall be sent to that Director, and
 - (2) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
- 6.07 Voting
- (1) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
 - (2) In case of an equality of votes the chairman does not have a second or casting vote.
- 6.08 The chairman of a meeting of the Directors may move or propose a resolution.
- 6.09 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

- 7.01 Officers
- (1) The Directors shall annually, at their first meeting following each annual general meeting, appoint a President, Vice-President(s), Secretary and Treasurer from amongst the Directors. The Directors shall also appoint a Head Coach who, upon being so appointed, shall continue to hold the office of Head Coach until the earliest of the day he/she tenders his/her

resignation from the Society, is terminated by the Society in accordance with his/her contract, or the term of his/her contract expires.

- (2) The President, Vice-President, Secretary, Treasurer and Head Coach shall hold office from the date appointed until their respective successors are appointed provided nothing contained herein shall limit the power of the Directors to remove or replace any officer from time to time.
- (3) The President shall preside at all meetings of the Society and of the Directors at which he or she is present.
- (4) The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

7.02 The Vice-President shall carry out the duties of the President during his/her absence.

7.03 The Secretary shall:

- (1) conduct the correspondence of the Society;
- (2) issue notices of meetings of the Society and Directors;
- (3) keep minutes of all meetings of the Society and Directors;
- (4) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (5) have custody of the common seal of the Society, if such exists, and
- (6) maintain the register of members.

The Secretary may make reasonable arrangements for the completion of his/her duties by another Regular Member of the Society but shall be responsible for completion of those duties.

7.04 The Treasurer shall:

- (1) keep such financial records, including books of account, as are necessary to comply with the Society Act; and
- (2) provide financial statements to the Directors, members and others when required.

The Treasurer may make reasonable arrangements for the completion of his/her duties by another Regular Member of the Society but shall be responsible for completion of those duties.

- 7.05 The Head Coach shall be entitled to attend any meeting of Directors, except for any meeting or portion thereof that is resolved by the Directors to be held in-camera.
- 7.06 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 7.07 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8 – Execution of Legal Agreements

- 8.01 Any two of the Directors may sign any contract or other legal agreement upon authorization by resolution at a meeting of the Directors.
- 8.02 No Director shall participate in a meeting or portion thereof involving a resolution, the subject of which is a contract or other agreement in which such Director has any interest, direct or indirect.

Part 9 - Borrowing

- 9.01 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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures provided that no borrowing in excess of \$5000.00 shall be incurred by the Directors without the sanction of a special resolution. This limit shall not apply to purchases made by way of a credit card issued in the Society's name.

Part 10 - Auditor

- 10.01 The following apply only where the Society is required or has resolved to have an auditor:
- (1) The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
 - (2) At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
 - (3) An auditor may be removed by ordinary resolution.
 - (4) An auditor shall be informed forthwith in writing of appointment or removal.
 - (5) No Director or employee of the Society shall be auditor.
 - (6) The auditor may attend general meetings.

Part 11 - Notices to Members

- 11.01 A notice may be given to a member either personally or by mail, facsimile, electronic mail or other form of electronic communication as may be in common use from time to time to his registered address.
- 11.02 A notice sent by mail shall be deemed to have been given on the second day following the date on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice given by facsimile, electronic mail or other form of electronic communication shall be deemed given at the time sent as confirmed by the electronic media.
- 11.03 (1) Notice of a general meeting shall be given to:
- (a) every Regular Member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

Part 12 – Non-Profit Purpose

- 12.01 The Society shall not carry on a business, trade, industry or profession for profit or gain except as an incident to its purposes.
- 12.02 The Society shall have the power to accept donations, gifts, legacies and bequests.
- 12.03 The operations of the Society shall be carried on without purpose of gain for its members, and any profits or other accretions in the Society shall be used in promoting its purposes.
- 12.04 Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such society, organization or organizations having a similar purpose. This provision was previously unalterable.

Part 13 – Investment Power of Directors

- 13.01 The Directors shall have power to invest, reinvest and vary the investment of the funds of the Society in such securities, properties and investments as the Directors shall think fit and shall not be restricted to securities permitted by law to a trustee.

Part 14 – Indemnity and Insurance

- 14.01 The Society may, subject to the provisions of the Society Act, indemnify a member or Director or former member or Director of the Society or of a subsidiary of the Society and his heirs and personal representatives against all costs, losses, damages, charges and monetary claims suffered or incurred by such member or

Director if he acted honestly and in good faith with a view to the best interests of the Society or a subsidiary of the Society and exercised the care, diligence and skill of a reasonably prudent person, and with respect to any criminal or administrative proceedings, if he had reasonable grounds for believing that his conduct was lawful. The indemnity authorized by this By-law shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which a member or Director seeking indemnity hereunder has received or shall receive otherwise than by virtue of this By-law.

- 14.02 The Directors may from to time cause the Society to enter into a contract to indemnify any member, Director, officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of the Society or any subsidiary of the Society.
- 14.03 The Directors may cause funds to be extended by the Society for the purchase and maintenance of insurance for the benefit of any person who is, or was a member, Director, officer, employee or agent of the Society or is, or was serving at the request of the Board as a member, Director, officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprise in which the Society has or had an interest, against any liability incurred by such member, Director, officer, employee or agent.

Part 15 – Books and records

- 15.01 Upon request, the Directors shall make available for inspection the books and records of the Society to any Regular Member, except where making such records available will be in contravention of any legislation, including, but not limited to any federal or provincial privacy legislation in place from time to time, or where making such records available may reasonably be believed by the Directors to be of negative consequence to the Society.

Part 16 - By-laws

- 16.01 On being admitted to membership, a member is entitled, upon request, to receive, and the Society shall give him or her, without charge, a copy of the constitution and By-laws of the Society.
- 16.02 These By-laws shall not be altered or added to except by special resolution.

Dated this 13th day of October, 2023