

Schedule 1

[am. B.C. Reg. 114/2022, App. 3.]

(section 3)

Bylaws of North Shore Artistic Swimming Club (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

1.1 DEFINITIONS

In these Bylaws, unless the context otherwise requires:

"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;

"BCAS" means BC Artistic Swimming, the provincial sport organization for artistic swimming in British Columbia;

"Board" means the Directors of the Society;

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

"CAS" means Canada Artistic Swimming, the national sport organization for artistic swimming in Canada;

"Directors" means the Directors of the Society from time to time, elected or appointed in accordance with these Bylaws;

"Electronic Means" means any system or combination of systems, including but not limited to telephonic, electronic, computer, or web-based technology or communication facility that enables persons to communicate adequately with each other during meetings and voting;

"General Meeting" means an annual general meeting or special general meeting of the Society;

"Membership Dues" are the annual fees payable to become a member of the Society;

"Officers" means the President, Vice-President, Secretary, and Treasurer as elected from the Directors;

"Program Fees" are fees set by the Directors and charged to Athletes to participate in artistic swimming programs of the Society;

"Proxy" means a written authorization by a voting member to another voting member to vote on their behalf at a General Meeting;

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

"Society" means the North Shore Artistic Swimming Club;

"Special Resolution" means a resolution passed by at least two-thirds (2/3) of the votes cast by voting members entitled to vote.

The definitions in the Act apply to these Bylaws.

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.

Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2 – MEMBERSHIP

2.1 APPLICATION FOR MEMBERSHIP

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 and payment of applicable fees.

2.2 CLASSES OF MEMBERSHIP

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
 - (iii) Directors of the Society
- (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 voting members
 - (iii) Volunteer Members – community volunteers who are actively participating in the Society

2.3 MEMBER OBLIGATIONS

Every member must:

- (a) Uphold the Constitution of the Society and comply with these Bylaws;
- (b) Comply with BCAS and CAS policies, codes of conduct, and regulations;
- (c) Pay all required fees and dues in a timely manner.

2.4 MEMBERSHIP FEES AND DUES

The amount of annual membership dues and program fees shall be determined by the Board prior to the start of each season.

2.5 MEMBER IN GOOD STANDING

All members are in good standing unless:

- (a) The member fails to pay membership dues, program fees, or any other debt due and owing to the Society;
- (b) The member is subject to disciplinary action under these Bylaws or BCAS/CAS policies.

2.6 CESSATION OF MEMBERSHIP

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;
- (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.

2.7 EXPULSION OF MEMBERS

A member may be expelled by Special Resolution of the voting members passed at a General Meeting. The notice of Special Resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion, and the member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

PART 3 – GENERAL MEETINGS OF MEMBERS

3.1 ANNUAL GENERAL MEETING

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, at the time and place the Board determines.

3.2 SPECIAL GENERAL MEETINGS

The Board may call a Special General Meeting at any time. The Board must call a Special General Meeting if requisitioned by at least 10% of the voting members in good standing.

3.3 LOCATION OF MEETINGS

General Meetings may be held:

- (a) At a physical location within British Columbia;

(b) By Electronic Means; or

(c) In a hybrid format combining physical attendance and Electronic Means.

3.4 NOTICE OF GENERAL MEETINGS

At least 14 days' written notice of a General Meeting must be given to all members. The notice must include:

(a) The date, time, and location (or electronic access information) of the meeting;

(b) The nature of any business other than ordinary business to be transacted;

(c) If the meeting permits Electronic Means participation, instructions for attending and participating electronically;

(d) Information about proxy voting procedures if applicable.

3.5 ORDINARY BUSINESS

At a General Meeting, the following business is ordinary business:

(a) Adoption of rules of order;

(b) Consideration of financial statements of the Society;

(c) Consideration of reports of the Directors;

(d) Election or appointment of Directors;

(e) Appointment of an auditor, if required;

(f) Business arising out of reports of the Directors not requiring a Special Resolution.

3.6 QUORUM

The quorum for a General Meeting is three (3) voting members in good standing or 10% of the voting members in good standing, whichever is greater.

3.7 CHAIRPERSON

The President shall preside as chairperson of General Meetings. If the President is absent or unwilling to act, the Vice-President shall preside. If both are absent or unwilling, the voting members present shall elect a chairperson from among themselves.

3.8 VOTING METHODS

At a General Meeting, voting may be conducted by:

- (a) Show of hands or oral vote;
- (b) Secret ballot, if requested by two or more voting members or directed by the chairperson;
- (c) Electronic voting through Electronic Means, if the meeting is conducted electronically or in hybrid format;
- (d) Any other method that adequately discloses the intention of the voting members.

3.9 PROXY VOTING

- (a) Voting by proxy is permitted at General Meetings.
- (b) A proxy must be in writing, signed by the appointing member, and delivered to the Secretary at least 24 hours before the meeting.
- (c) A proxy is valid only for the specific meeting for which it is given and any adjournment of that meeting.
- (d) A proxy holder must be a voting member of the Society.
- (e) No member may hold more than three (3) proxies.
- (f) A proxy form must specify whether it is a general proxy (allowing the proxy holder to vote at their discretion) or a directed proxy (specifying how votes must be cast on particular matters).

3.10 ELECTRONIC VOTING

- (a) The Board may authorize voting by Electronic Means for any General Meeting or resolution.
- (b) Electronic voting must be conducted in a manner that:

- (i) Ensures the identity of the voter can be verified;
 - (ii) Maintains the confidentiality of votes when required;
 - (iii) Provides an accurate record of votes cast;
 - (iv) Prevents duplicate or fraudulent voting.
- (c) Members voting electronically are deemed to be present at the meeting.

3.11 ADJOURNMENT

The chairperson may adjourn a General Meeting from time to time with the consent of the voting members present, but no business may be transacted at any adjourned meeting other than the business left unfinished at the original meeting.

PART 4 – DIRECTORS

4.1 NUMBER OF DIRECTORS

The Society must have a minimum of three (3) and a maximum of nine (10) Directors.

4.2 ELECTION OF DIRECTORS

At each Annual General Meeting, the voting members entitled to vote for the election of Directors must elect the Board for a term of one year or until their successors are elected.

4.3 QUALIFICATIONS OF DIRECTORS

To be qualified as a Director, a person must:

- (a) Be at least 18 years of age;
- (b) Be a voting member of the Society in good standing;
- (c) Meet the qualifications set out in the Act;
- (d) Not be disqualified under the Act or these Bylaws.

4.4 VACANCY

The Board may appoint a member as a Director to fill a vacancy that arises during the term. A Director appointed to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term.

4.5 REMOVAL OF DIRECTORS

The voting members may, by Special Resolution, remove a Director before the expiration of their term of office and may elect a successor to complete the term of office.

PART 5 – DIRECTORS' MEETINGS

5.1 CALLING MEETINGS

A Directors' meeting may be called by the President or by any two other Directors.

5.2 NOTICE

At least two (2) days' notice of a Directors' meeting must be given unless all Directors agree to a shorter notice period.

5.3 QUORUM

The quorum for Directors' meetings is a majority of the Directors.

5.4 ELECTRONIC PARTICIPATION

Directors may participate in meetings by Electronic Means, provided all participants can communicate adequately with each other.

5.5 VOTING

Each Director has one vote. Questions arising at Directors' meetings shall be decided by majority vote. In case of a tie, the chairperson does not have a casting vote and the motion is defeated.

PART 6 – OFFICERS

6.1 OFFICERS

The Officers of the Society are:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

6.2 ELECTION OF OFFICERS

Officers shall be elected by the Directors from among themselves at the first Directors' meeting following the Annual General Meeting.

6.3 PRESIDENT

The President shall:

- (a) Preside at all General Meetings and Directors' meetings;
- (b) Provide leadership and general supervision of the Society's affairs;
- (c) Represent the Society in its external relations.

6.4 VICE-PRESIDENT

The Vice-President shall assist the President and perform the President's duties when the President is absent or unable to act.

6.5 SECRETARY

The Secretary shall:

- (a) Issue notices of meetings;
- (b) Keep minutes of meetings;
- (c) Maintain the records of the Society;
- (d) Conduct correspondence; and
- (e) File required documents with government agencies.

6.6 TREASURER

The Treasurer shall:

- (a) Manage the Society's finances;
- (b) Keep financial records;
- (c) Prepare financial statements;
- (d) Present financial reports to the Board and members.

PART 7 – FINANCIAL MANAGEMENT

7.1 FINANCIAL YEAR

The financial year of the Society is from September 1 to August 31, or such other period as may be determined by the Board.

7.2 BORROWING

The Directors may borrow money and secure repayment in such manner as they determine, subject to any restrictions imposed by the members by Special Resolution.

7.3 SIGNING AUTHORITY

Contracts and documents requiring execution by the Society shall be signed by any two Directors or by such persons as the Board may authorize.

7.4 AUDITOR

The Society may appoint an auditor or engage an accountant as required by law or as determined by the members.

PART 8 – AMENDMENTS TO BYLAWS

8.1 AMENDMENTS

These Bylaws may only be altered or added to by Special Resolution of the voting members.

PART 9 – COMPLIANCE WITH BCAS REQUIREMENTS

9.1 BCAS MEMBERSHIP

The Society shall maintain membership with BCAS and comply with all BCAS Club Operations Policy requirements, including:

- (a) Maintaining current BCAS-compliant bylaws;
- (b) Providing current director contact information to BCAS;
- (c) Adopting required BCAS policies;
- (d) Meeting financial reporting and accountability requirements;
- (e) Registering all participants in the CAS registration system.

9.2 POLICIES

The Society shall adopt and implement the following BCAS policies:

- (a) Conduct Policy;
- (b) Safe Sport Policy;
- (c) Privacy Policy;
- (d) Screening Policy;
- (e) Such other policies as may be required by BCAS from time to time.

9.3 INSURANCE

All participants must be registered with BCAS to ensure insurance coverage. The Board may obtain additional insurance as deemed necessary.

PART 10 – GENERAL PROVISIONS

10.1 DISSOLUTION

The Society may be dissolved by Special Resolution in accordance with the Act and the Constitution.

On the winding-up and dissolution of the Society and after all the Society's debts have been paid or provision for payment has been made, the assets of the Society shall be distributed to BC Artistic Swimming or to another registered society with similar purposes as the Directors may designate, and in the amounts they may choose. This section may not be altered without the consent of BC Artistic Swimming.

10.2 CODE OF CONDUCT

All members, athletes, coaches, officials, and volunteers must comply with the BCAS Code of Conduct and any additional codes adopted by the Society.

10.3 DISPUTE RESOLUTION

Disputes within the Society shall be resolved in accordance with BCAS policies and procedures.

10.4 INTERPRETATION

These Bylaws shall be interpreted in accordance with the Act and in a manner consistent with the Society's purposes as set out in the Constitution.