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CAROL PREST

## CONSTITUTION

BC Society • Societies Act

NAME OF SOCIETY: **VANCOUVER VIKINGS SWIM CLUB**

Incorporation Number: S0016326

Business Number: 89231 0046 BC0001

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The name of the Society is VANCOUVER VIKINGS SWIM CLUB

The purposes of the Society are:

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- (a) To maintain and promote educational and other programs relating to swimming and aquatic activities.
- (b) To encourage the development of:
  - (i) individual competition participation;
  - (ii) team competition;
  - (iii) recreation -aquatic skills; and
  - (iv) swimming instruction.
- (c) To provide youth with an opportunity to achieve the level of competition that their determination and ability allow them to attain.
- (d) To ensure coaching and facilities to conduct a proper training program.
- (e) To subscribe to the Rules and regulation of the British Columbia Summer Swimming Association and the Canadian Amateur Swimming Association (British Columbia Section).



CAROL PREST

**BYLAWS OF**  
**VANCOUVER VIKINGS SWIM CLUB**  
(the “Society” or “Club” as the context requires)

**PART 1 – DEFINITIONS AND INTERPRETATION**

**Definitions**

**1.1** In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia, as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Coaching Member**” means any person who provides and receives compensation for coaching services to the Club during the entirety of the Summer Session;

“**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (a) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location; and
- (b) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

“**Member**” includes Voting and Non-Voting Members;

“**Non-Voting Member**” means Coaching Members, WM Members whose children did not swim with the Club during the immediately preceding Summer Session, and those persons approved by the Board pursuant to section 2.1(d) of these Bylaws;

“**Parent Code of Conduct**” means the Parent Code of Conduct in the form approved by the Board, as updated from time to time, that is signed, acknowledged and agreed to at the time of registration of a swimmer for a Summer and/or WM Session;

“**special resolution**” means any of the following:

- (a) a resolution passed at a general meeting by at least 3/4 of the votes cast by the Voting Members; or
- (b) a resolution consented to in writing by all of the Voting Members;

**“Summer Member”** means a maximum of one adult representative from each family with one or more swimmers whose registration is accepted to swim with the Club for a Summer Session.

**“Summer Session”** means the period from May 1<sup>st</sup> to August 31<sup>st</sup> in each calendar year.

**“Term”** means the 12 month period from May 1<sup>st</sup> of one year to April 30<sup>th</sup> of the following year.

**“Voting Member”** means Summer Members and those persons approved by the Board pursuant to section 2.1(d) of these Bylaws;

**“WM”** means Winter Maintenance;

**“WM Session”** means either or both of:

- (a) the period from September 1<sup>st</sup> to December 31<sup>st</sup>;
- (b) the period from January 1<sup>st</sup> to April 30<sup>th</sup>;

**“WM Member”** means a maximum of one adult representative from each family with one or more swimmers whose registration is accepted to swim with the Club during a WM Session.

### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

**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.

## **PART 2 – MEMBERS**

### **Membership**

**2.1** Membership in the Society shall be limited to:

- (a) Summer Members;
- (b) WM Members;
- (c) Coaching Members; and
- (d) those persons who are approved for membership by a resolution of the Board.

### **Summer Membership**

**2.2** A person becomes a Summer Member when:

- (a) the Board accepts the application for Summer Session swimming registration of one or more members of the Member’s family; and

(b) the Club receives payment for all required fees for the applicant(s) relating to the Summer Session.

**2.3** Each Summer Membership lasts for a maximum of 12 months, commencing when the events set out in 2.2(a) and (b) have occurred and, subject to section 2.16 of these Bylaws, terminating on the day before registration opens for the subsequent Summer Session.

**2.4** Subject to Sections 2.13 and 2.14 below, each Summer Member is entitled to one vote at any general meeting of the Members of the Society.

### **Winter Maintenance Membership**

**2.5** A person becomes a WM Member when:

- (a) the Board accepts the application for WM Session swimming registration of one or more members of the Member's family; and
- (b) the Club receives payment for all required fees for the applicant(s) relating to the WM Session.

**2.6** Each WM Membership lasts for a maximum of five months, commencing when the events set out in 2.5(a) and (b) have occurred and, subject to section 2.16 of these Bylaws, terminating on the day of the last practice of the applicable WM Session for which the WM Member's swimmer is registered.

**2.7** A WM Member may attend a general meeting of the Society but is not entitled to vote at any general meeting unless the WM Member is also a Summer Member at the time of the meeting.

### **Coaching Membership**

**2.8** A person becomes a Coaching Member on the first day of that person's employment by the Club to provide paid coaching services to the Club throughout the entirety of the Summer Session.

**2.9** Each Coaching Membership lasts for a maximum of 12 months, commencing as set out in section 2.8 and terminating on the day before registration opens for the subsequent Summer Session, unless the Coaching Member ceases to provide coaching services to the Club during the applicable Summer Session for any reason, in which case the Coaching Member will cease to be a Member of the Club.

**2.10** A Coaching Member may attend a general meeting of the Society but is not entitled to vote at any general meeting.

### **Duties of members**

**2.11** Every Member must uphold the constitution of the Society and must comply with these Bylaws and (except in the case of Coaching Members) the Society's Parent Code of Conduct, as updated from time to time.

### **Fees**

**2.12** The registration and other fees due for the Summer Session and any WM Session Membership, if any, must be determined by the Board. There are no fees due for Coaching Membership.

### **Member not in good standing**

**2.13** A Member who is not a Coaching Member is not in good standing if the Member fails to pay any amounts due in connection with any Summer or WM Session registration for any swimmer in that Member's family, and the Member is not in good standing for so long as those amounts remain unpaid.

### **Member not in good standing may not vote**

**2.14** A Voting Member who is not in good standing

- (a) may not vote at a general meeting of the Society; and
- (b) is deemed not to be a Voting Member for the purpose of consenting to a resolution of the Voting Members.

### **Termination of membership**

**2.15** A person's membership in the Club terminates as follows:

- (a) if the person is a Summer Member, on the day before registration opens for the subsequent Summer Session;
- (b) if the person is a WM Member only, at 11:59 pm on the day of the last practice of the applicable WM Session for which the WM Member's swimmer is registered;
- (c) if all the swimmers in the Member's family withdraw from a Summer or WM session, on the date the Club processes the withdrawal;
- (d) if the Member is not in good standing for a period of one month, unless the Board determines to extend such Membership at its sole discretion;
- (e) if the person is a Coaching Member, at the earlier of (i) the person ceasing to provide coaching services to the Club for any reason at any time during the applicable Summer Session; or (ii) the day before registration opens for the subsequent Summer Session;
- (f) the Member is expelled in accordance with section 2.16 of these Bylaws; or
- (g) the Society is dissolved.

A Member may withdraw from the Society by delivering written notice to the Board.

### **Discipline and expulsion of member**

**2.16** The Board has the authority to take disciplinary action against any Member found to be in contravention of the Society's Parent Code of Conduct, as updated from time to time. Disciplinary action includes, but is not limited to, the issuance of a warning, suspension of participation in Club activities, and expulsion from the Club. With the exception of a warning, which the Board may issue unilaterally, the Board may discipline or expel a Member from the Society either by (i) a vote of the majority of the Board at a regularly constituted meeting of the directors; or (ii) the consent in writing of all of the directors of the Society. Before a Member is disciplined or expelled, the Society must:

- (a) send to the Member written notice of the proposed discipline or expulsion; and
- (b) give the Member a reasonable opportunity to be heard by the Board respecting the proposed discipline or expulsion.

## **Denial of membership**

**2.17** The Board may, at its sole discretion, deny any person (who was not a Member during one or more of the immediately preceding Summer Session and WM Sessions) participation in Club activities or membership in the Club for any reason and such participation or membership may be unilaterally or unreasonably denied. The Board's discretion under this section is subject to the provisions of any applicable human rights legislation. This section does not limit or otherwise affect the Board's authority or powers under section 2.16 (*Discipline and expulsion of member*).

## **Membership not transferable**

**2.18** A membership in the Society is not transferable without the prior written consent of the Board, which consent may be unilaterally and/or unreasonably withheld.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the Board determines.

### **Ordinary business at general meeting**

**3.2** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) adoption of an agenda;
- (c) approval of the minutes of the general meeting and, if the meeting is a annual general meeting, the minutes of the previous annual general meeting;
- (d) consideration of any financial statements of the Society presented to the meeting;
- (e) consideration of the reports, if any, of the directors or auditor;
- (f) election or appointment of directors;
- (g) appointment of an auditor, if any;
- (h) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**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 Voting Member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;

- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

#### **Alternate chair of general meeting**

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Voting Members who are present must elect an individual present at the meeting to preside as the chair.

#### **Quorum required**

- 3.6** 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.

#### **Quorum for general meetings**

- 3.7** The quorum for the transaction of business at a general meeting is three Voting Members present in person at the meeting.

#### **Lack of quorum at commencement of meeting**

- 3.8** 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 Voting 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.

#### **If quorum ceases to be present**

- 3.9** 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.

#### **Adjournments by chair**

- 3.10** 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.

### **Notice of continuation of adjourned general meeting**

**3.11** 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.

### **Order of business at general meeting**

**3.12** 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.

A general meeting may include other business as determined by the Board in its discretion.

### **Nomination process**

**3.13** All nominations for directors at a general meeting must be received by the secretary in writing no later than seven days prior to the meeting date, and must include the full name and contact details for the director. No nominations received by the Society after the seven day notice period, including from the floor at the general meeting, will be considered or voted upon.

### **Methods of voting**

**3.14** 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. No voting will be permitted by secret ballot.

### **Announcement of result**



**3.15** 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.

**Proxy voting not permitted**

**3.16** Voting by proxy is not permitted.

**Matters decided at general meeting by ordinary resolution**

**3.17** 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.

**Electronic participation in general meetings**

**3.18** The Board may determine, in its discretion, to hold any general meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

**3.19** Where a general meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

**3.20** Persons participating by permitted Electronic Means are deemed to be present at the general meeting.

**PART 4 – DIRECTORS**

**Number of directors on Board**

**4.1** The Society must have no fewer than three and no more than 11 directors.

**Director eligibility**

**4.2** A person is eligible to be appointed or elected as a director if the person is, at the time of the appointment or election, a Summer Member or a WM Member who is or has previously been a Summer Member.

**Election or appointment of directors**

**4.3** At each annual general meeting, the Voting Members entitled to vote for the election or appointment of directors must elect or appoint the Board. Subject to sections 4.4 and 4.5 below, each director will hold office for terms of two years or terms as proposed by the Board.

**Directors may fill casual vacancy on Board**

**4.4** 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.

### **Term of appointment of director filling casual vacancy**

- 4.5** A director appointed by the Board to fill a vacancy ceases to be a director at the next annual general meeting of the Society. Such director is entitled to be re-elected as a director at the meeting.

### **Term of Office of Directors**

- 4.6** A person can serve as a director of the Society for a maximum of two consecutive terms of two years each. The Board will seek staggered term limits for directors such that not more than 50% of the directors leave office at any one annual general meeting. This may include designation of the terms of certain positions open for election for a duration of one year instead of two years, to balance the level of experience among directors.

## **PART 5 – DIRECTORS’ MEETINGS**

### **Calling directors’ meeting**

- 5.1** A directors’ meeting may be called by the president or by any two other directors.

### **Notice of directors’ meeting**

- 5.2** At least two days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 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.

### **Conduct of directors’ meetings**

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

- 5.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

### **Electronic participation in directors’ meetings**

- 5.6** The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely. Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to 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.

**Directors at large**

**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.

**Role of president**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

**Role of vice-president**

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

**Role of secretary**

**6.5** 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.

**Absence of secretary from meeting**

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

**Role of treasurer**

**6.7** 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**

### **Remuneration of directors**

- 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.

### **Signing authority**

- 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 – PREVIOUS CONSTITUTION PROVISIONS**

- 8.1** 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 a registered charity or registered charities in British Columbia, as defined in the *Income Tax Act* (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. **This provision was previously unalterable.**