

The Coquitlam Sharks Aquatic Club Constitution and By-Laws

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Constitution of the Coquitlam Sharks Aquatic Club

1. Name

The name of the Society is THE COQUITLAM SHARKS AQUATICS CLUB

2. Purpose of the Society

The purposes of the Society are:

- a. To promote, encourage and develop amateur swimming, diving and associated water sports and to arrange, operate and regulate competition therein during the summer season in the District of Coquitlam.
- b. To ensure that the competition gives no one competitor an unfair advantage over another.

3. Location of Operations

The operations of the Society are to be carried on chiefly within the Province of British Columbia provided that the Society may participate in swimming meets held outside the Province and also provided that Swimmers from outside the Province be admitted to the Society.

4. Dissolution of the Society

In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with promoting the same purposes of this Society as may be determined by the members of the Society at the time of winding up or dissolution and, if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organizations referred to anywhere in the paragraph shall be a registered Canadian amateur athletic association recognized by the Department of National Revenue as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

5. Personal Gain

No part of the income of the Coquitlam Sharks Swimming and Diving Club shall be payable to or shall be otherwise available for the personal benefit of any director or settler thereof.

6. Unalterable Provisions

Paragraphs 3, 4, 5 and 6 of the Constitution are unalterable in accordance with the Society Act.

By-Laws of the Coquitlam Sharks Aquatic Club

Part 1 – Interpretation

- 1.1 In these by-laws, unless the context otherwise requires:
- a. “Directors” means the directors of the Society.
 - b. “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments thereto;
 - c. “Society” means the Coquitlam Sharks Swimming and Diving Club;
 - d. “Board” means the Board of Directors of the Society.
 - e. “Swimming” means swimming, diving, waterpolo and synchronized swimming and includes training and competition of any kind in any such activity;
 - f. “Swimmer” means any person who competes in swimming, diving, waterpolo or synchronized swimming;
 - g. “Summer Season” means the period of any year commencing May 1st and ending September 30th;
 - h. “Summer Swimmer” means a swimmer whose swimming has been so confined to summer swimming as to comply with the British Columbia Summer Swimming Association Rules and Regulations established from time to time;
 - i. “Ordinary Resolution” means”
 - (i) a resolution passed in general meeting by the members of the Society by a simple majority of the votes cast in person;
 - (ii) a Resolution that has been submitted to the members of the Society and consented to in writing by seventy-five (75%) percent of the members who would have been entitled to vote on it in person at a general meeting of the Society; and a resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the Society’
 - j. “Special Resolution” means a resolution passed by a majority of not less than seventy-five (75%) percent of the votes of those members of the Society who being entitled to do so, vote at a general meeting of the Society of which not less than fourteen (14) days notice specifying the intention to propose the resolution as a special resolution has been given.

1.2 Rules and Regulations

The Board of Directors shall establish Rules and Regulations to govern competition by Summer Swimmers over which it has jurisdiction. These Rules and Regulations shall, inter alia, provide for competitions and meets of Summer Swimmers and for the definition, eligibility and registration of Summer Swimmers. The Rules and Regulations shall also provide for the registration of Summer Swimmers, for fees to be paid to the Society, for awards, publications, and all such other matters as may be included in such Rules and Regulations.

1.3 The definitions in the Society Act on the date these by-laws become effective apply to these by-laws

1.4 Words imparting the singular shall include the plural and vice versa, and words imparting the masculine gender shall include the feminine gender and words imparting persons shall include bodies corporate.

Part 2 – Membership

2.1 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 by-laws, and, in either case, have not ceased to be members.

2.2 The members of the Society shall be composed, inter alia, of the following:

a. Coaches, assistant coaches and registered Swimmers who have reached the age of nineteen years and the parents an/or guardians of the registered Swimmers. Such members in good standing shall hereinafter be called “voting members”. Registered Swimmers who have not reached the age of nineteen years shall be non-voting members

b. The Directors of the Society.

2.3 Notwithstanding paragraph 2.2(a) and 2.2(b), the Board may from time to time and at any time admit to membership any interested person whether or not such person is a coach, assistant coach, registered Swimmer or parent and/or guardian of a registered Swimmer. Such admission shall be by two-thirds (2/3) majority. Any person so admitted shall hereinafter be called an associate member, shall be a “voting member” and shall enjoy all rights and privileges and be subject to the same rules and regulations as a “voting member”.

2.4 Admission to membership shall be upon application only and approved by the Board in accordance with these by-laws and any standing rules established by the Board. Any person may apply for membership.

- 2.5 An annual membership fee to be paid by each member shall be established by the Board from time to time and shall be payable on or before the registration date established by the Board each year to the Treasurer of the Society.
- 2.6 Membership in the Society shall not be transferable and shall cease:
- a. Upon delivery of the written resignation of the Swimmer or associate member to the Secretary of the Society or by mailing or delivering it to the address of the Society.
 - b. If the annual membership fee remains unpaid for more than two (2) months beyond the due date in any one (1) year.
 - c. Upon expulsion of a member by a two-thirds (2/3) majority vote of the Directors of the Society.
- 2.7 Every member shall uphold the Constitution and comply with these by-laws.
- 2.8 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due or owing by him to the Society and he is not in good standing so long as the debt remains unpaid or if his membership has ceased pursuant to any other provisions of these by-laws.

Part 3 – Meetings of Members

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Directors may, when they think fit, convene and extraordinary general meeting.
- 3.4 Notice of a general meeting shall specify the place, day and hour of the meeting, and in the case of special business, the general nature of that business.

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members to receive notice does not invalidate proceedings at that meeting.

- 3.5 The annual general meeting of the Society shall be held before the thirtieth (30th) day of September in each year. Upon registration, notice of the annual general meeting shall be delivered to all members.

Part 4 – Proceedings at General Meetings

- 4.1 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 report of the auditor, if any;
 - (v) the election of officers;
 - (vi) the appointment of the auditor, if required, and
 - (vii) the other business that 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.
- 4.2 a. 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.
- b. 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.
- 4.3 A quorum for general meetings shall be ten (10%) per cent of the number of voting members of record two (2) months prior to the date of the meeting, but never less than three (3) persons.
- 4.4 If within thirty (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 event, 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 thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.

- 4.5 Subject to by-laws 4.4, the President of the Society, the Vice-President, or in the absence of all, one of the other Directors present shall preside as Chairman of a general meeting.
- 4.6 If at a general meeting;
- a. There is no President, Vice-President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or,
 - b. The president and all directors present are unwilling to act as chairman;
- The members present shall choose one of their number to be chairman.
- 4.7
- a. 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.
 - b. Where a meeting is adjourned for ten (10) days or more notice of the adjourned meeting shall be given as in the case of the original meeting.
 - c. Except as provided in this by-law, it is not necessary to give notice of an adjournment of the business to be transacted at an adjourned general meeting.
- 4.8
- a. All voting members of the Society in good standing and present at a meeting of the members are entitled to one (1) vote each.
 - b. Voting is by a show of hands
 - c. Voting by proxy is not permitted
 - d. 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.
- 4.9 Except as otherwise provided in these by-laws, proceedings at general meetings shall be governed by Robert's "Rules of Order".

Part 5 – Board of Directors and Officers

- 5.1
- a. The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws or by statute or otherwise directed or required to be exercised or done by the Society in a general meeting, but subject nevertheless, to:

- (i) all laws affecting the Society;
 - (ii) these by-laws; and
 - (iii) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting
- b. 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.

5.2 The number of Directors shall be eleven (11).

- a. The only time this numbers shall differ is when the board appoints a immediate Past president. At which time the number of Directors shall be twelve (12)

5.3 a. The Board of Directors shall be composed of the officers of the Society elected from time to time in accordance with these by-laws.

- b. Only those persons who are voting members of the Society shall be eligible for election to become Officers and hence, pursuant to these by-laws, Directors of the society.

5.4 Not with standing paragraphs 5.2 and 5.3:

- a. At the first Board meeting following a change in the person of the President the Board may, if it so chooses, appoint the immediate Past President to the Board. Such appointment shall be by two-thirds (2/3) majority and shall be valid until the annual general meeting of the Society following the date of appointment.

If so appointed:

- (i) the Past President shall assist the President to provide continuity of direction to the Board: and
- (ii) the Past President shall have the full rights of a director.

5.5 a. The Officers who shall also serve as Directors shall be elected at each annual general meeting of the Society.

- b. The Officers shall retire from office at each annual general meeting of the Society but may stand for re-election at that same annual general meeting of the Society.

c. Separate elections shall be held for each office to be filled.

d. An election may be by acclamation, otherwise it shall be by secret ballot.

5.6 The Officers of the Society shall consist of:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Registrar
- f. Funding Director
- g. Food Services Director
- h. Director at Large
- i. Swimming Director
- j. Waterpolo Director
- k. Diving Director

5.7 a. The Directors may at any time and from time to time appoint a member as an Officer to fill a vacancy on the Board of Directors.

b. A Director so appointed holds office only until the conclusion of that term of office at the annual general meeting of the Society but is eligible for election at that same annual general meeting of the Society.

c. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

5.8 The members by Special Resolution remove a Director before the expiration of his term in office and may elect a successor to complete the term of office.

5.9 No Director shall be remunerated for being or acting as a Director, but shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

5.8 Every Director and Officer of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director and Officer of the Society and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director or Officer sustain or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any Director or Directors or Officer or Officers in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in relation to the affairs thereof or arising therefrom EXCEPT

such costs, charges, expenses or claims as are occasioned by his own willful neglect, default or breach of these By-Laws.

Part 6 – Proceedings of Directors

- 6.1
 - a. The Directors may meet together at the places they decide to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - b. The quorum necessary to transact business at any time shall be fifty (50%) percent of the total numbers of the Directors of the Society then holding office.
 - c. The president shall be chairman of all meetings of the Directors, but if at a meeting the President is not present within thirty (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.
 - d. A Director may at any time, and the Secretary, on the request of a Director shall convene a meeting of the Directors.
- 6.2
 - a. The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors and others as they think fit.
 - b. A committee so formed and the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act of thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 6.3 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 thirty (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.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 For a first meeting of Directors held immediately following the election of Directors, or for a meeting of the directors at which a Director is appointed to fill a vacancy on the Board of 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, if a quorum of directors is present.
- 6.6 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,

telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a. No notice of a meeting of Directors shall be sent to that Director; and
 - b. 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.
- 6.7 a. Questions arising at a meeting of the Directors and/or at a meeting of a committee appointed in accordance with by-law 6.2 shall be decided by a majority of votes.
- b. (i) At a meeting of Directors all Directors shall have one (1) vote.
 - (ii) At a meeting of a committee appointed in accordance with by-law 6.2 all members of the committee shall have one (1) vote.
- 6.8 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.
- 6.9 Voting by proxy is not permitted.
- 6.10 Except as otherwise provided in these by-laws, all proceedings at Board meetings shall be governed by Robert's "Rules of Order".

Part 7 – Duties of Officers

- 7.1 The President shall;
- a. Preside at all meetings of the Society and of the Directors;
 - b. Supervise the other officers in the execution of their duties as the chief executive officer of the Society; and
 - c. Have custody of all records and documents of the Society except those required to be kept by the Treasurer.
- 7.2 The Secretary Shall:
- a. Conduct the correspondence of the Society
 - b. Issue notices of meetings of the Society and the Directors

- c. Keep minutes of all meetings of the Society and Directors
 - d. Have custody of the common seal of the Society as required; and
 - e. Maintain the Register of Members
- 7.3 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.
- 7.4 The Treasurer shall:
- a. Keep the financial records, including books of account necessary to comply with the Society Act.
 - b. Render financial statements to the Directors, members and others when required;
 - c. Pay the Society's debts as instructed by the Board from the Society's funds, using cheques signed by the Treasurer and by the President; and
 - d. Invest the Society's surplus funds as authorized by the Board.
- 7.5 The Vice-President shall:
- a. Assist and cooperate in all matters with the President and in the absence of the President act in his stead;
 - b. Follow the functions as listed in the annual policy and procedures manual of the Society.
- 7.6 The Funding Director shall coordinate all money raising functions as directed and approved by the Board of Directors.
- 7.7 The Diving Director shall;
- a. Arrange home and away meets;
 - b. Communicate meet schedules and practices through newsletter;
 - c. Coordinate the following chairpersons;
 - (iii) Pool Reps
 - (iv) Publicity
 - d. Chair the committee to select diving coaches.

- 7.8 The Water Polo Director shall follow the functions as listed in the annual policy and procedures manual of the Society
- 7.9 The Swimming Director shall follow the functions as listed in the annual policy and procedures manual of the Society
- 7.10 The Registrar shall:
- a. Coordinate and arrange registration dates.
 - b. Register all new and returning members into Team Manager TM.
 - c. Communicate all required documentation to Provincial Registrar by dates set by BCSSA board.
 - d. Work with board members and coaches to maintain accurate and current member's roster and aquatic groups.
 - e. Render members contact information and club roster to directors and coaches when required.
- 7.11 The Food Services Director shall:
- a. Coordinate and arrange concession for inspection by health board two week prior to opening date.
 - b. Arrange concession volunteer shifts calendar and log book for members and treasurer.
 - c. Coordinate and supervise the following assistants for club meets/tournaments:
 - i) Cook Shack
 - ii) Concession
 - iii) Deck food
 - d. Coordinate and supervise the following positions during the operating season:
 - i) Candy Bag Coordinator
 - ii) Concession Cleaning Member
 - iii) Concession Shift Caller
 - iv) Inventory Purchaser
 - e. Oversee all issues regarding the daily running of concession.
- 7.12 The Director at Large shall:
- a. Assist and cooperate with all board members.

- b. Perform duties as assigned by President.
- c. Follow the functions as listed in the annual policy and procedures manual of the Society.

Part 8 – Disciplinary Board

- 8.1 The disciplinary Board shall consist of three (3) Directors, who shall be appointed by the President upon receipt of any complaint under Paragraph 8.2 hereof to hear such complaint.
- 8.2 Any complaint against a member shall be in writing and delivered to the President.
- 8.3 The Disciplinary Board shall be convened within seven (7) days of receipt by the President of a complaint delivered pursuant to Paragraph 8.2, and shall hear the complaint and invite a response from the member involved. The Disciplinary Board shall deliver to the parties a written decision within three (3) days of completion of any hearing.
- 8.4 A Disciplinary Board may decide to:
 - a. Suspend any privilege or privileges of any member.
 - b. Suspend the membership of any member for up to three (3) months; or
 - c. Recommend to the Board of Directors that any member be expelled.
- 8.5 Any decision of the Disciplinary Board may be appealed within three (3) days of such decision by delivery to the Board of Directors of a written notice by an affected party.

Part 9 – Appeal Board

- 9.1 The Appeal Board shall consist of at least five (5) Directors, appointed by the Board of Directors, and shall not include in the case of any appeal any member of the Disciplinary Board which rendered the decision appealed from.
- 9.2 The Appeal Board shall be convened within seven (7) days of the receipt of the notice of the appeal referred to in Paragraph 8.4 and shall review the procedures and evidence called before the Disciplinary Board and shall deliver to the parties a written decision within three (3) days.

- 10.1 The Directors may provide a Common Seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 10.2 The Common Seal shall be affixed only when authorized by a resolution of the Directors and then in the presence of the persons described in the resolution, or if no persons are described, in the presence of the President and Secretary.

Part 11 – Borrowing

- 11.1 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 such a manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 11.2 No debenture shall be issued without the sanction of a Special Resolution.
- 11.3 The members may by Special Resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next Annual General Meeting.

Part 12 – Auditor

- 12.1 At each Annual General Meeting the Society may appoint an auditor to hold office until he is re-appointed or his successor is appointed at the next Annual General Meeting.
- 12.2 An auditor may be removed by Ordinary Resolution.
- 12.3 An auditor shall be informed forthwith in writing of appointment or removal
- 12.4 No Director and no employee of the Society shall be auditor.
- 12.5 The auditor may attend general meetings.

Part 13 – Inspection

- 13.1 Non Financial Records
The Board may from time to time determine whether and to what extent and at what time and places and under what conditions and regulations the non-financial records of the Society or any of them shall be open to inspection of

voting members not being directors and no voting member not being a Director shall have any right of inspecting any non-financial record or document of the Society except as conferred by law or authority of the Board or by resolution of the voting members whether previous notice thereof has been given or not.

13.2 Financial Records

Financial records of the Society may be examined by voting members and Directors, but in the case of an examination by any voting member who is not a Director, the Directors may impose reasonable restrictions thereon. The voting member intending to inspect financial records must give notice in writing of intention to inspect, describing the documents to be inspected. The inspection of the documents shall take place at such time and place as is reasonably convenient to everyone concerned, not later than one week from the day on which written notice is received by the Directors.

Part 14 – Notice to Members

- 14.1 A notice may be given to a member, either personally or by mail to the member's last address known to the Society.
- 14.2 A notice sent by mail shall be deemed to have been given on the second day following that 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.
- 14.3
 - a. The Society shall give not less than fourteen (14) days written notice of a general meeting of the Society to its members entitled to receive notice of a general meeting; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
 - b. Notice of a general meeting shall be given to the auditor.

Part 15 – By-laws

- 15.1 On being admitted to membership, a member is entitled to and the Society shall give him, without charge, a copy of the Constitution and By-laws of the Society.
- 15.2 These By-laws shall not be altered or added to except by Special Resolution.
- 15.3 The Society shall comply with the rules and regulations of the British Columbia Summer Swimming Association.