

SOCIETY ACT
PROVINCE OF BRITISH COLUMBIA

PACIFIC COAST SWIMMERS AND PARENTS ASSOCIATION

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PACIFIC COAST SWIMMERS AND PARENTS ASSOCIATION

CONSTITUTION

1. The name of the Society shall be the Pacific Coast Swimmers and Parents Association (PCSPA).
2. The overall purpose of the Society is to support the activities of Pacific Coast Swimming (PCS), an athlete-focused, professionally-led organization committed to having swimmers at all levels, from beginner to National and International competitor, achieve their full athletic potential. Specific purposes are:
 - a. To provide volunteer services for the Members of Pacific Coast Swimming with regard to such activities as communications, coordination of swim meets, training of officials and travel;
 - b. To provide financial assistance for the Members of Pacific Coast Swimming including but not limited to such matters as pool rental, coaching costs, competition, entry fees, travel, and equipment; and
 - c. To promote the sport of competitive swimming within the Greater Victoria community.

BYLAWS

Part 1 — Interpretation

1. In these Bylaws, unless the context otherwise requires:
 - a. "Directors" means the Directors and Officers of the Society for the time being;
 - b. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c. "Registered address" of a Member means the address as recorded in the Register of Members;
 - d. Words importing the singular include the plural, and vice versa;
 - e. Words importing a male person include a female person, and vice versa, and a corporation;
 - f. "Mail" shall refer to either, or both, delivered and electronic mail.
2. The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

Part 2 — Membership

Classes of Members

3. There shall be four (4) classes of Members, namely: Family, Junior, Special and Honorary Members. A person may apply to the Board of Directors for Membership in the Society. Membership shall commence on acceptance by the Board of Directors.
 - a. Family Members shall be:
 - i. those swimmers who are 18 years older or older, who have applied and been accepted as registered Members of Pacific Coast Swimming; and
 - ii. all parents or guardians of swimmers who have applied and been accepted as registered Members of Pacific Coast Swimming.
 - b. Junior Members shall be:
 - i. swimmers who are under the age of 18, who have applied and been accepted as registered Members of Pacific Coast Swimming; and
 - ii. exempt from any membership fees.
 - c. Special Members shall be:
 - i. those organizations, societies, and individuals interested in furthering the interests of competitive swimming in the Greater Victoria area and agreeing to accept an appointment to Membership by the Board of Directors; and
 - ii. Members for the remainder of the fiscal year from the time they are accepted as Members, and eligible to have their Membership renewed yearly, or for such term as the Directors may determine.
 - d. Honorary Members shall be:
 - i. named by the Board of Directors; and
 - ii. include those individuals or entities who have provided administrative, financial or other support; or who have contributed greatly to the affairs of Pacific Coast Swimming; and
 - iii. entitled to Membership, for a period to be decided by the Board, up to the lifetime of the Member; and
 - iv. allowed to have their Membership reappointed, on its expiration, at the discretion of the Board of Directors; and
 - v. members from the date of appointment forward.

Voting Privileges

4. Subject to the following conditions, and excluding Junior Members, all Members in good standing are entitled to vote on all matters before the Membership.
 - a. Swimmers 18 years of age or older registered with PCS, or, as designated by the swimmer, one of their parents or partner, at any given meeting, shall have one (1) vote.
 - b. Where there are one or more swimmers under 18 years of age registered with PCS within one family, there shall be one (1) vote per family membership, exercised by one of the parents or guardians at any given meeting.
 - c. Special and Honorary Members shall have one vote per Membership.
5. A voting Member shall be able to cast only one vote on any matter before the club. Membership Requirements

6. Every Member shall:
 - a. uphold the constitution and comply with these bylaws;
 - b. comply with the policies and rules of the PCSPA;
 - c. endeavour to regularly attend meetings of the Members of the PCSPA;
 - d. share in the work of the PCSPA as determined by the Members; and
 - e. provide such documents and information as reasonably requested from time to time by the PCSPA Board of Directors.

7. The amount of annual Membership dues will be determined by the Directors from time to time. There shall be no initiation fees or annual Membership fees for Honorary Members.

8. All Members are in good standing except a Member who fails to pay annual Membership fees or other charges which become payable, and by whom these dues or charges have not been paid for 30 days after a notice of default. The Member is not in good standing so long as the debt remains unpaid.

9. A person may cease to be a Member of this Society by
 - a. delivering written resignation to the Secretary of the Society; or
 - b. by mailing or delivering it to the address of the Society; or
 - c. on death or in the case of a corporation, on dissolution; or
 - d. by being expelled; or
 - e. if fees or other charges are payable, on failure to pay those fees or dues, after notice of the default, for thirty (30) days.

Expulsion

10. A member may be expelled from the Association with cause at any time by a 75% vote of the Directors. A member so expelled may request an Extraordinary General Meeting to be held to hear the case, and at such meeting a majority vote of the membership shall be the final decision.

11. Cause shall be defined as actions to the detriment of the Association's well being.

Part 3 — Meetings of Members

Parliamentary Reference

12. The current version of Robert's Rules of Order shall be the parliamentary rules at all meetings of the Society unless in conflict with these Bylaws or the Society Act.

General Meetings

13. General Meetings of the Society shall be held at such time and place, in accordance with the Society, as the Directors decide. Every general meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

14. The Directors may convene, whenever they think fit, an Extraordinary General Meeting. An Extraordinary General Meeting also shall be called upon the written request of ten percent of the voting Membership, in accordance with the Society Act.

15. Notice of a General Meeting shall specify the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business.
 - a. Notice of all General Meetings shall be provided to the Membership at least fourteen (14) days prior to each meeting.

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

Annual General Meeting

17. The first Annual General Meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation, and thereafter an Annual General Meeting shall be held after annual registration in September but before October 31 of each year.
18. Other special business may occur during Annual General Meetings.

Part 4 — Proceedings at General Meetings

Special Business

19. Special business is:
 - a. all business at an Extraordinary General Meeting, and
 - b. all business that is transacted at an Annual General Meeting except:
 - i. consideration of the financial statements;
 - ii. Directors' reports, including financial statements;
 - iii. the report of the auditor, if any;
 - iv. the election of Directors;
 - v. the appointment of the auditor, if required; and
 - vi. such other business as, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the Directors' report issued with the notice convening the meeting.

Quorum

20. A quorum is ten (10) voting Members present or such greater number as the voting Members may determine at a General Meeting.
 - a. No business, other than the election of a Chair 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.
 - c. 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 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 thirty (30) minutes from the time appointed for the meeting, the Members present constitute a quorum.

Chair

21. Subject to Bylaw 22, the President of the Society, a Vice-President, or in the absence of both, one of the other Directors present shall preside as Chair of a General Meeting.
22. If at a General Meeting there is no President, Vice-President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or the President and all other Directors present are each unwilling to act as Chair, the Members present shall choose one of their number to be Chair.
23. 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.
 - a. 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.
 - b. Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

Voting

24. In case of an equality of votes, the Chair shall not have a casting or second vote in addition to the vote to which they may be entitled as a Member, and the proposed Resolution shall not pass.
25. Voting shall be by a show of hands or by ballot if the Members so determine.

26. Voting by proxy is not permitted.

Part 5 — Directors and Officers

Regular Officers

27. The Board of Directors shall consist of no less than seven (7) members.
28. The Officers of the Association shall be the President, Vice-President, Secretary and Treasurer.
 - a. These Officers are Directors of the Association.
29. In addition to these Officers, the following shall be Members of the Board:
 - a. One (1) Director representing the swimmers. This Director shall be:
 - i. an active or former Senior National swimmer;
 - ii. 18 years of age or older; and
 - iii. elected annually by those Members who are or have been Senior National swimmers.
 - b. The immediate Past-President of the PCSPA shall be a Director of the PCSPA.
 - i. If the Past-President is not a Member, or concludes Membership with the Society, or holds another elected position on the Board, this position shall remain vacant.
 - c. Six (6) Directors-at-Large.
 - i. Five of these Directors shall serve as Chairs of Meets, Communication, Fundraising, Public Relations, and Technology Standing Committees.

Ex-Officio Associates

30. Although not Directors of the PCSPA Board, the PCSPA Board may invite the Pacific Coast Swimming Director of Swimming, Pacific Coast Swimming Technical Consultant, Pacific Coast Swimming General Manager, and the Pacific Coast Swimming Director of Athlete Development to attend Board meetings; but they shall not have a vote on any matter before the Board of Directors, nor shall they attend when there are decisions regarding their contract before the Board of Directors.
31. PCS Associates will not be deemed to be members of PCSPA, unless they qualify under one of the PCSPA membership categories outlined in Bylaw 3. At any meeting, PCS Associates with both qualifications may cast only the one vote appropriate to the meeting.
32. PCS Associates will not be included in consideration of a quorum for a Board meeting. PCS Associates may be counted toward a quorum for any General Meeting, subject to their membership under Bylaw 3.

Directors' Powers

33. The Board of Directors may exercise all such powers and do all such acts and things as the Society may exercise and do and which are not by these Bylaws or by Statute or otherwise lawfully directed or required to be exercised or done by the Society in general meetings, but subject, nevertheless, to the provisions of:
 - a. all laws affecting the Society;
 - b. these Bylaws;
 - c. rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting; and
 - d. directions given to the Board by the Membership at General Meetings.
34. No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
35. No rule made by the Society in General Meetings invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Term Start and Term Limit

36. Directors of the Association will be elected annually at the Annual General Meeting.

37. Election of a Director may be by acclamation, otherwise there shall be a vote by secret ballot.
38. Directors shall retire from office the day following the Annual General Meeting where their successors have been elected or appointed.
39. The following limitations of position and term are set for the Board of Directors:
 - a. Only one parent or guardian of a swimmer may hold a Director's position at a time.
 - b. No one individual may hold more than one Director's position at a time.
 - c. Any one individual may hold a single elected Directors' position for a maximum of three (3) consecutive years.

Mid-Term Vacancies

40. Directors may appoint a Member as a Director to fill a vacancy in the Board of Directors.
 - a. A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for election at the meeting.
41. No act or proceeding of the Board of Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

Removal of Directors

42. The Membership may remove a Director by special resolution before the expiration of the term of office and may elect a successor to complete the term of office.
43. A Director may be removed by a 75% vote of the Board of Directors. Any Director who fails to attend meetings without good cause, shall, at the discretion of the Board, cease to be a Director and may be replaced.

Part 6 — Proceedings of Directors

Board Meetings

44. Subject to Bylaw 45, Board Meetings are open to all Members.
 - a. Questions may arise from the floor.
 - b. The regular schedule of Board Meetings shall be posted, and every reasonable effort shall be made to notify Members of changes to the schedule, and additional meetings.
 - c. Minutes of Board Meetings will be available to all Members.
45. Board Meetings in Executive Session shall be limited to extraordinary and necessary circumstances as outlined in Robert's Rules.
46. 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.
47. Directors, with a quorum, may from time to time fix the quorum necessary for the transaction of business for the next meeting, and unless so fixed the quorum shall be a majority of the Directors then in office.
48. The President shall be Chair of all meetings of the Directors; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as Chair, but if neither is present, the Directors present may choose one of their numbers to be Chair at that meeting.
49. The President, or the Secretary, at any time on the request of at least 25% of the Directors, may convene a meeting of the Directors.
50. For a 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.

Committees

51. Directors may delegate any, but not all, of their powers to Committees consisting of Directors or Members, as they think fit.
 - a. A committee so formed, in the exercise of the powers so delegated, shall conform to the terms of reference of the committee and any rules that may from time to time be imposed on it by the Directors.
 - b. Unless specified under the terms of reference for the committee, a committee may elect a Chair for meetings. If no Chair is elected, or if at any meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors or Members present shall choose one of their number to be Chair of the meeting.
 - c. The Members of a committee may meet and adjourn as they think proper.
52. Standing committees shall be the Meets Committee, Communications Committee, Fundraising Committee, Public Relations Committee and Technology Committee, and other such committees as deemed necessary by the Board from time to time.
53. The Communications Committee shall maintain the SwimBC registrations of all active swimmers.
54. The Directors shall form a Nomination Committee by June 1 of each year.
 - a. One Director will be Chair of this Committee, which will have two additional appointees from the Membership.
 - b. The Committee will solicit nominees for election to Board positions at the Annual General Meeting.
 - c. Nominations will be posted two weeks in advance of the Annual General Meeting, and at annual registration in September.
 - d. In addition to nominations made by the Nominating Committee, nominations for election to the Board of Directors may be made:
 - i. in writing by any voting Member, seconded and with written agreement from the nominee, submitted to the Board prior to the Annual General Meeting; or
 - ii. from the floor at the Annual General Meeting.

Part 7 — Duties of Officers

55. The President shall preside at all meetings of the Society and of the Directors. The President is the Chief Executive Officer of the Society and shall supervise the other Officers in the execution of their duties.
56. The Vice-President shall carry out the duties of the President during his/her absence.
57. The Secretary shall:
 - a. conduct the correspondence of the Society,
 - b. ensure notices of meetings of the Society and Directors are distributed,
 - c. keep minutes of all meetings of the Society and Directors,
 - d. have custody of all records and documents of the Society except those required to be kept by the Treasurer,
 - e. have custody of the common seal of the Society, and
 - f. maintain the Register of Members.
58. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary of the meeting.
59. The Treasurer shall:
 - a. keep such financial records, including books of account, as are necessary to comply with the Society Act; and
 - b. render financial statements to the Directors, Members and others when required.

60. Expenditure of funds generated by the Society shall be determined as follows:
 - a. Funds generated by the Society shall be used to support the activities of Pacific Coast Swimming consistent with the purposes of the Society, as indicated by the Director of Swimming, Technical Director and Director of Athlete Development, and approved by the Board of the Society.
 - b. Where Gaming funds are used, any expenditure shall be in accordance with all regulations applicable to the usage of Gaming funds.

Part 8 — Fiscal Year and Records

61. The financial year shall run from September 1 to August 31. This shall also be the default term of Membership.
62. The Directors shall name at least three (3) signing officers, two (2) of whom will be the Treasurer and the President, for banking and legal documents. Two (2) signatures will be required for these documents.
63. All books, minutes and records of the Society may be inspected by any Member in good standing at such time and place as the Directors may designate, and within one week's notice.

Part 9 — Seal

64. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
65. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary, or President and Treasurer.

Part 10 — Borrowing

66. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
67. A debenture must not be issued without the authorization of a special resolution.
68. The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

Part 11 — Auditor

69. This Part applies only if the Society is required or has resolved to have an auditor.
70. The first auditor must be appointed by the Directors, who must also fill all vacancies occurring in the office of auditor.
71. At each Annual General Meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
72. An auditor may be removed by ordinary resolution.
73. An auditor must be promptly informed in writing of the auditor's appointment or removal.
74. A Director or employee of the Society must not be its auditor.
75. The auditor may attend General Meetings.

Part 12 — Notices to Members

76. A notice may be given to a Member, either personally or by mail to the Member at the Member's registered address.

77. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle or transmitted electronically.
78. Notice of a general meeting shall be given to:
 - a. the PCSPA Membership as shown on the Register of Members on the date notice is given;
 - b. the Pacific Coast Swimming Director of Swimming;
 - c. the Pacific Coast Swimming Technical Consultant;
 - d. the Pacific Coast Swimming General Manager;
 - e. the Pacific Coast Swimming Director of Athlete Development; and
 - f. the auditor, if Part 10 applies.
79. No other person is entitled to receive notice of a General Meeting.

Part 13 — Bylaws

80. All funds and assets received by the Society in excess of its liabilities and expenditures shall be used for the furtherance of the purposes of the Society, and in no case shall the Directors of the Society benefit individually from the assets or income of the Society.
81. In the event that the Society shall be wound up or liquidated in accordance with the provisions of the "Society Act" of British Columbia, all the assets and property, real or personal, held by the Society, or any future interest that after liquidation would vest in the Society, shall be transferred or conveyed to another organization having purposes altogether, or in part, similar to the purposes of the Society. Such other organization shall be selected by the Members of the Society upon liquidation.
82. The business of PCSPA shall be carried on without purpose of financial gain, and any profit or accretions to the PCSPA shall be used for promoting its purposes, and all the above purposes shall be carried on an exclusively charitable basis.
83. Articles 3, 4, 5 and 6 were previously unalterable.
84. On being admitted to Membership, a Member is entitled, without charge, to a copy of the Constitution and Bylaws, and such Policies of the Society as may be passed from time to time.
85. These Bylaws shall not be altered or added to except by special resolution.