

FORM3
Society Act

SOCIETY ACT: CONSTITUTION OF THE ASSOCIATION

- I. The name of the Association is the Westshore Masters Swim Club (hereinafter referred to as the Association).

2. The purpose of the Association is:
 - a. To provide structured swim workouts for Masters swimmers wanting to swim in the geographic region known as the Westshore; and
 - b. To promote the Masters swimming philosophy of fun, fitness, health, fellowship, and participation.

3. The income and property of the Association shall be applied solely towards the activities of the Association as set forth in this Constitution; and no portion thereof shall be paid or transferred directly or indirectly, by way of a dividend bonus or otherwise however by way of profit to the Members of the Association. This provision shall be unalterable.

4. In the event of a winding up or dissolution of the Association, 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 Association at the time of winding up or dissolution. This provision is alterable.

SOCIETY ACT: BYLAWS OF THE ASSOCIATION

ARTICLE ONE: INTERPERTATION

1. In these Bylaws and all other Bylaws of the Association, unless the context otherwise requires:

- a. " Act" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments thereto;
- b. "Association" means the WestShore Masters Swim Club.
- c. " Bylaw means any bylaw of the Association as adopted and amended from time to time.
- d. "Executive means Officer of the Association duly elected or appointed for the time being.
- e. 'Member" of the Association is an applicant for incorporation of the Association, and those persons who subsequently become Members in accordance with these Bylaws and, in either case, have not ceased to be Members. Members are also participants of the programs of the Association·
- f. "Ordinary Resolution means:
 - a. a resolution passed at a general meeting by the Members of the Association by a simple majority of the votes cast in person; and
 - b. a resolution that has been submitted to the member of the Association and consented to in writing by seventy-five percent (75%) of the Members who would have been entitled to vote on it in person at a general meeting of the association, and a resolution so consented to shall be deemed to be an Ordinary Resolution passed at a general meeting of the Association.
- g. "Special Resolution' means a resolution passed at a general meeting by a majority of not less than 75% percent of the votes of those Members of the Association who being entitled to do so, vote at a general meeting of the Association of which notice that the Bylaws provide and not being less than fourteen (14) days' notice, specifying the intention to propose the resolution as a Special Resolution has been given.

1.2 The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

1.3 The words importing the singular include the plural and vice versa· words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies', partnerships, syndicates, trusts, and any number of aggregate of persons.

1.4 The headings used in these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE TWO: RECORDS

1. Head Office. The Executive may, from time to time and by Special Resolution of the Association, fix the location of the head office of the Association within the Greater Victoria Region

2. Records. The Secretary-Club Manager shall be responsible for maintaining the club books. If the Executive permits documents (such as financials) to be kept at places in British Columbia other than the address of the society an Ordinary Resolution must be passed describing the documents and the place that they are going to be kept. Records may be inspected by the voting members of the Association at any reasonable time.

ARTICLE THREE: MEMBERS OF THE ASSOCIATION

3.1. Members of the Association are as defined in Article 1 of these Bylaws

3.2 Admission to membership shall be upon application only and approved by the Executive in accordance with these Bylaws and standing rules established by the Executive and receipt of payment of the membership fee. No persons under the age of 18 years shall be admitted as a Member of the Association.

3.3 Membership Fee: The amount of the membership fee or annual fee to be paid by a Member to the Association shall be set by the Executive. The amount of the membership fee or annual fee payable by a Member to the Association for the upcoming swim year shall be set by the Executive and approved at a general meeting. The amount(s) thereof may be varied from year to year. The method of payment of the membership fee shall be fixed by the Executive and may be varied from year to year.

3.4 Member in Good Standing. Members of the Association are considered to be in good standing if they meet the following criteria for membership:

- a. have paid for one or more swim sessions in the past twelve (12) months.
- b. submitted appropriate application and registration forms; and
- c. are a current Member of the Masters Swimming Association of British Columbia (MSABC).

3.5 Member not in Good Standing: Membership in the Association shall not be transferrable. A member ceases to be in good standing:

- a. upon failure to pay his or her current annual MSABC membership fee; and /or

- b. upon failure to pay another debt due and owing to the Association and/or
- c. upon failure to submit appropriate registration forms

3.6 Expulsion of Member. Any Member that fails to maintain compliance with any part of the Member criteria or that fails to adhere to the code of conduct of the Association will be advised in writing of the discrepancy. The Member will be given twenty (20) business days from the receipt of the notice to remedy all areas of the discrepancy. After review of the Member's submission the President, at his/her discretion, may expel The Member.

3.7 Cessation of Membership. A person ceases to be a member of the Association:

- a. by delivering his or her resignation in writing to the Secretary-Club Manager of the Association.
- b. on his or her death.
- c. on being expelled or
- d. on having been a member not in good standing for a period of sixty (60) consecutive days.

3.8 Member Voting Eligibility. All voting Members in good standing are eligible to one vote at any annual or general meetings of the Association.

3.9 Other Member Rights. All Members in good standing are entitled to the following:

- a. be elected or appointed to the Executive and
- b. participate in deliberations at a general meeting.

ARTICLE FOUR: MEETING OF THE MEMBERS

4.1 Governance. All meetings shall be governed by Roberts Rules of Order.

4.2 Annual General Meeting. The annual general meeting of the Members of the Association shall be held at a location within the Westshore communities of the Greater Victoria region in the month of May. At annual general meetings there shall be a report to the Members of the affairs of the Association, the Treasurer's report, any financial statements as required by the Act and other

such information or reports relating to the Association's affairs as the Executive may determine. If, for any reason, the annual general meeting of the Members is not held during the month of May in any year, such meeting may be held at another time as may be determined by the Executive provided that such meeting shall take place at least once every calendar year and not more than 15 months after the adjournment of the previous annual general meeting.

4.3 Special General Meeting. Every general meeting, other than an annual general meeting, is a special general meeting. A special general meeting of the voting Members of the Association may be called at any time by the Executive or on a written requisition pursuant to Roberts Rules of Order of ten (10) percent of the voting Members of the Association.

4.4 Notice. Notice stating the day, hour, and place of a meeting of the Members and the general nature of the business to be transacted shall be given to each voting Member and the auditor of the Association at least fourteen (14) business days before the date of every meeting.

4.5 Omission of Notice. The accidental omission to give notice of any meeting or the non- receipt of any notice by any voting Member by the Secretary-Club Manager of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of the Members.

4.6 Voting. Voting shall be governed by Roberts Rules of Order. The President shall declare the outcome. A Member in good standing is entitled to one vote. Voting is by show of hands or an electronic vote. Voting by proxy is not permitted.

4.7 Adjournments. Adjournments shall be governed by Roberts Rules of Order.

4.8 Quorum. The presence of a minimum of three (3) Executive Officers plus a minimum of ten (10) percent of the voting Members shall be a quorum of any meeting of the Members. No business shall be transacted at a meeting unless the requisite quorum is present. If, within one half hour of the time the meeting has been called a quorum of the Members has not attended such meeting, the President may designate another time and place for such meeting to be held or hold the meeting providing no action is taken without first having received

approval of recommendations from the meeting by a sufficient number of Members and the Executive to establish a quorum.

4.9 Minutes. The Secretary-Club Manager shall keep the minutes of all meetings of the Association. In the absence of the Secretary-Club Manager, the Vice-President shall be responsible to make provisions for the taking of such minutes.

ARTICLE FIVE: THE EXECUTIVE

5.1 Powers. The affairs of the Association shall be managed by an Executive, which exercises all such powers and acts as deemed necessary to carry on the business of the Association as per the Constitution and Bylaws. No rule made by the Association in a general meeting invalidates a prior act of the Executive that would have been valid if that rule had not been made.

5.2 Composition of the Executive. The Executive shall consist of up to four (4) Members, elected or appointed as Executive Officers of the Association: A President, a Vice President, a Secretary-Club Manager, and a Treasurer. The office of the Secretary-Club Manager and Treasurer or the Vice-President and Treasurer may be held by the same person.

5.2.1 President: The President is the Chief Executive Officer of the Association and must:

- a. Supervise the other Officers of the Association in their execution of duties.
- b. Set the agenda and preside at all meetings.
- c. Lead a special committee in the hiring of the coach; and
- d. Provide feedback to the coach on their role, and the needs of the Members.

5.2.2 Vice-President: The Vice-President must:

- a. Preside at all meetings of the Executive when the President is absent.
- b. Conduct the affairs of the Secretary-Club Manager in his/her temporary absence and
- c. Coordinate the social functions of the Association.

5.2.3 Secretary-Club Manager: The Secretary-Club Manager must:

- a. Conduct the correspondence of the Association.
- b. Issue notices of meetings of the Association and Members.
- c. Keep minutes of all meetings of the Association and Members.
- d. Liaise on behalf of the Association with the staff at the West Shore Parks & Recreation Society to coordinate pool time fees, and other business of the Association.
- e. Retain custody of all records and documents at the approved location of the Association, except those required to be kept by the Treasurer; and
- f. Maintain the register of the Members.

5.2.4 Treasurer: The Treasurer must:

- a. Keep the financial records including books of account, necessary to comply with the Act.
- b. Manage the receipt and issuing of all invoices bill-payments and all financial requirements; and
- c. Render financial statements to the Executive and the Members when required.

5.3 Election of the Executive. At the annual general meeting the Members in attendance shall nominate and elect Members to become Executive Officers. Individuals interested in serving as an Executive Officer may be nominated or put their own name forward. A majority vote by the Members will affirm each position.

5.4 Standing: Any Member elected to become an Executive Officer must be in good standing.

5.5 Voting at Executive Meetings: Every person elected or appointed to the Executive may vote at the meetings of the Executive. Majority vote shall consist of a simple majority of the Executive Officers present.

5.6 Term of Office. Each Executive Officer will serve for a one (1) year term. No Executive Officer may serve more than five (5) consecutive years.

5.7 Vacancies. If, by resignation or otherwise, the Executive does not have a full complement of Officers, it may at any time, and from time to time appoint a voting Member as an Officer to fill such a vacancy.

5.8 Removal of an Executive Officer. The Members may by Special Resolution, remove an Executive Officer before the expiration of his or her term of office and may elect a successor to complete the term of office.

5.9 Remuneration of Members of the Executive. The Executive Officers shall serve without remuneration with the exception for reimbursement of expenses necessarily and reasonably incurred while engaged in the affairs of the Association, with prior authorization of the Executive. No Executive Officer shall directly or indirectly receive any profit from their position.

ARTICLE SIX: MEETINGS OF THE EXECUTIVE

6.1 Meetings: The Executive shall meet in person a minimum of one (1) time annually. Quorum shall be achieved when there is more than fifty percent (50%) of the Executive present.

6.2 Place of Meetings.: Meetings of the Executive may be held at any location in the Westshore communities of the Greater Victoria Region.

6.3 Minutes: The Secretary-Club Manager shall keep the minutes of all meetings of the Executive. In the absence of the Secretary-Club Manager, the Vice-President shall be responsible to make provisions for the taking of such minutes.

ARTICLE SEVEN: SPECIAL COMMITTEES

7.1 Special Committees: The Executive may, from time to time appoint a special committee as may be deemed fit. All committees shall consist of at least one (1) Executive Officer and shall report every act or thing done in exercise of those powers to the earliest meeting of the Executive after it has been done.

ARTICLE 8: FINANCE

8.1 Records: The finances of the Association shall be under the control of the Treasurer who shall be responsible for maintaining proper accounting records and ensuring that all monies of the Association be kept on deposit in a chartered bank credit union or trust company.

8.2 Current Operating Account: The current operating account shall be maintained in such chartered bank, credit union or trust company as designated by the Members. All current operating incomes and dues received shall be deposited in this account, out of which normal operating expenses shall be paid. The Treasurer shall present a financial report at each Executive meeting.

8.3 Borrowing: No Member of the Association has the authority to borrow money on behalf of the Association.

8.4 Savings Account: The Executive may maintain savings accounts or invest in short term bank deposit as may be advantageous to the Association.

8.5 Signing Authorities: The signing authorities at all bank accounts shall be either the President or Treasurer.

8.6 Presentation to Members: The Treasurer shall present financial statements to the members at the annual general meeting.

ARTICLE NINE: FISCAL YEAR

9.1 The fiscal period of the Association shall terminate on the 31st day of March annually.

ARTICLE TEN: BYLAWS

10.1 All voting Members are entitled to, and the Association shall provide, without charge an electronic copy of the Constitution and Bylaws of the Association.

10.2 These Bylaw shall not be altered or added to except by Special Resolution.

ARTICLE 11: INDEMNITY

11.1 Indemnity: The Association shall at all times sufficiently indemnify and save harmless any Executive Officer of the Association from and against all actions, proceedings, claims, costs, expenses and demands of any nature in consequence of or as may arise from:

- a) bodily injury, sickness, disease, or death sustained by Members, employees, volunteers, or others while participating at or in attendance at any of the programs or events held by the Association.
- b) damage to, or destruction of, or loss of property; and
- c) any lawful swim club activity whatsoever conducted on behalf of the Association.

The Constitution and Bylaws of the Association are set out within this document in accordance with the *Society Act* of the Province of British Columbia.

Dated: January 28, 2012



Number: S-0059525

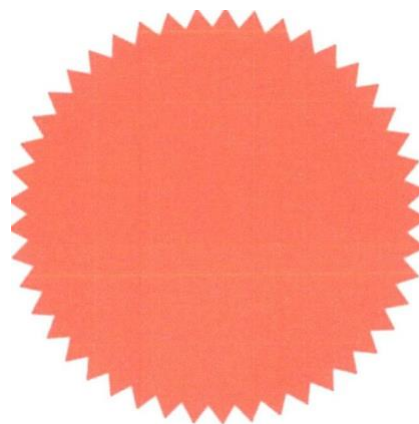
BRITISH COLUMBIA

The Best
Place on
Earth

**CERTIFICATE OF
INCORPORATION**

SOCIETY ACT

I Hereby Certify that WESTSHORE MASTERS SWIM CLUB was incorporated under the
Society Act
on March 7, 2012 at 11:20 AM Pacific Time.



*Issued under my hand at Victoria, British Columbia, on
March 7, 2012*

RON TOWNSHEND
Registrar of Companies
PROVINCE OF BRITISH
COLUMBIA CANADA