

# THE CRESCENT BEACH SWIMMING CLUB

## BY-LAWS

### Membership

1. The members of the Society shall be the subscribers to the Constitution and of these By-Laws and those persons admitted to membership in conformity with these By-Laws.
2. The Society shall have the following classes of membership:
  - (a) Family - for one or two parents living together as a family unit and their children and any other minors that are part of the family unit;
  - (b) Individual - for members 12 years to and including 16 years of age;
  - (c) Social (Individual or Couple) - for members 17 years to and including 64 years of age whose children, if any, are 17 years or older and no longer active in the activities of the Society; and
  - (d) Senior (Individual or Couple) - for members 65 years and older.
3. Every member shall be bound by and submit to the Constitution and the By-Laws of the Society.
4. The annual fee for membership in the Society shall be such amount as may be approved by the Board of Directors from time to time.

### General Meetings

5. The First Annual General Meeting of the Society shall be held in the month of August next following incorporation of the Society, and thereafter an Annual General Meeting shall be held once in every calendar year, and shall be called by the Secretary of the Society or any other Director acting in his or her stead at such time and place as the Directors of the Society may determine. Notice shall be given to one member of all memberships in good standing not less than seven (7) days prior to the date set for the Annual General Meeting. Notice shall have been deemed to have been sent if:
  - (a) notice of the date, time and location of the meeting has been sent, to every member of the Society who has provided an email address to the Society, by email to that email address; and
  - (b) notice of the date, time and location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

In default of the meeting being so held, the Annual General Meeting may be convened by members representing any two memberships, other than individual memberships, in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

6. In addition to the Annual General Meeting, the President, or any other Director acting in his or her stead by order of the Directors or upon the request in writing of not less than ten (10) % or more of the members of the Society shall call a Special General Meeting of the memberships, other than individual memberships, and notice shall be given as specified in paragraph 5 hereof.
7. At least seven (7) days' notice of all general meetings shall be given to one member of each membership, said notice to be given by electronic communication, or in such other manner as may be prescribed by resolution of the Board of Directors.

### Quorum

8. A quorum at any General Meeting shall consist of at least ten (10) memberships, other than individual memberships, in good standing present in person or by proxy. In the event of there not being a quorum at any Annual or Special Meeting within one-half (½) hour from the time mentioned in the notice, the memberships present in person or by proxy will constitute a quorum.
9. Every membership of the Society, other individual memberships, in good standing shall have one vote at all Annual, Special General, and General Meetings of the Society and votes may be given either in person or by proxy. For greater certainty, family memberships, social memberships and senior memberships shall have one vote per membership and any member of that membership that is eighteen years of age and older shall be eligible to cast the vote. In the event that any membership casts more than one vote, no vote shall be counted.
10. The instrument appointing a proxy shall be in writing under the hand of the appointor. Such instrument shall be in a form acceptable to the Directors. No person shall act as a proxy unless he or she is entitled on his or her own behalf to be present and vote at the meeting at which he or she acts as a proxy.

### Directors

11. The affairs of the Society shall be managed by a Board of not less than five (5) and not more than twenty (20) Directors who shall be elected annually and shall remain in office until their successors have been duly elected.
12. No person shall be eligible for election as a Director unless he or she is a member of the Society in good standing and a retired Director shall be eligible for re-election.
13. At least ten (10) days prior to the annual general meeting, a nominating committee of three persons (preferably the President and the two most immediate Past Presidents available) shall be appointed by the Directors to prepare a slate of nominees for election as directors and said committee shall, at the annual general meeting, submit

one or more names for the office of president, secretary and treasurer, and, in addition, one or more names for the remaining vacancies on the Board of Directors. Additional nominations for officers and directors may be made by members in good standing by submitting the names of all such nominees in writing to the Secretary not less than five (5) and not more than ten (10) days prior to the annual general meeting, together with the consent of any person so nominated.

14. The Directors shall have power to make regulations governing the affairs of the Society.
15. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall not have a second or casting vote.
16. The quorum necessary for the transaction of the business of the Directors shall be a simple majority of those directors in place from time to time.
17. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. A director may, and the secretary on the written requisition of a director shall, at any time summon a meeting of the directors, upon 72 hours' notice by telephone or electronic communication.
18. The Directors may delegate any of their powers to committees consisting of such member or members of the Society as they think fit and appoint the Chair thereof; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. Committee Chairs may be required to attend Board meetings and to report on the activities and plans of their Committees, which activities and plans must be approved by the Board prior to the implementation.
19. The President shall preside as Chair at any general meeting of the Society and at any meeting of the Directors. If at any meeting of the Society, or of the Directors, the President is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present shall choose one of their numbers to be Chair.
20. Any member of the Board of Directors who is absent for three (3) consecutive meetings without a reason acceptable to the majority of the Board of Directors shall cease to hold office.
21. Any casual vacancy occurring in the Board of Directors may be filled by the Directors from the membership of the Society in good standing but any member so chosen shall retain office only as long as the vacating Director would have retained office if no vacancy had occurred.
22. No Director shall receive any remuneration for his or her office.

### **Borrowing Powers**

23. For the purpose of carrying out the objects of the Society, the Directors may borrow or raise any sum or sums of money from any bank, banks, persons, or corporations which may be selected by the Board of Directors, upon the issue of debentures or mortgages or otherwise and on such terms as they think proper; and may execute or empower any person or persons on behalf of the Society to execute, all acts and deeds necessary or advisable to supply securities and documents necessary provided always that such action shall be taken only upon the passing of an extraordinary resolution.

### **Power to Acquire Property**

24. For the purpose of carrying out the objects of the Society, the Directors may purchase, take a lease or in exchange, hire or otherwise acquire and hold any real or personal property, or any interest therein, or any foreshore or water rights that the society may think necessary or convenient and may mortgage, let, improve and develop the same and erect and maintain any necessary buildings or structures thereon.

### **Membership in Other Organizations**

25. The Society may subscribe to, become a member of, and co-operate with any other society, or association, whether incorporated or not, whose objects are in whole or part similar to its own objects.

### **Bank**

26. Accounts shall be kept in the name of the Society at the banks or bank to be selected by the Treasurer.
27. The Directors may authorize, from time to time, such person or persons as the Directors think necessary to transact the Society's banking with the said bank, and to sign and execute on behalf of the Society all documents, securities, agreements, promises and pledges.

### **Auditors**

28. Auditors shall be appointed and their duties regulated in accordance with the "Societies Act" or any statutory modification thereof for the time being in force.

### **Seal**

29. The Secretary of the Society shall have the custody of the corporate seal of the Society which shall not be affixed to any instrument except by authority of a resolution of the Directors and in the presence of either the President and the Secretary, or any one Director and the Secretary, or such persons as the Directors by resolution may authorize.

### **Amendments**

30. The Constitution and By-Laws of the Society shall not be altered or added to except by an extraordinary resolution of the Society. The majority required to pass an extraordinary resolution shall be two-thirds (2/3) of the members in good standing present or voting by proxy.

### **Duties of the Secretary**

31. It shall be the duty of the Secretary of the Society, or in his or her absence, of any member who may be appointed to act as secretary by the Chair of any general meeting or meeting of Directors, to prepare and retain custody of minutes of proceedings of the Society and of the Directors.
32. It shall also be the duty of the Secretary of the Society to file or cause to be filed with the Registrar of Companies the following:
- (a) Notice of every change of registered address of the Society within fourteen (14) days after the change is made;
  - (b) Every extraordinary resolution in duplicate, and every Notice, Return or Resolution as aforesaid shall be authenticated by the Secretary before filing with the Registrar of Companies; and
  - (c) The Secretary shall keep in one or more books a register of the members of the Society, and shall enter therein the names of the subscribers of the Constitution and By-Laws and the name of every other person who is admitted as a member of the Society.

### **Books of Account**

33. The Treasurer of the Society shall keep or cause to be kept true accounts with respect to the following:
- (a) All sums of money received and expended by the Society and the matters in respect of which such receipt or expenditure takes place;
  - (b) All sales and purchases of goods by the Society; and
  - (c) The assets and liabilities of the Society.
34. The books of account of the Society shall be kept by the Treasurer and shall be open to reasonable inspection by the members during such times as the Directors shall designate.
35. The operations of the Society are to be chiefly carried on in the vicinity of Crescent Beach, and elsewhere in the Province of British Columbia as the Board of Directors may determine from time to time.

36. On the winding up and dissolution of the Society, after all debts have been paid or provision for payment has been made, the assets shall not be distributed among the members or any of them but shall be paid to a registered charity within the meaning of the Income Tax Act of Canada. This provision was previously unalterable.