



Notice of 2024 BCSSA Annual General Meeting

In accordance with Bylaw 3.19 – Meetings of the Members – notice is hereby given that the 2024 Annual General Meeting of the society will be held on **Thursday, August 15, 2024 at 7:30 pm**. The purpose of the meeting is as follows:

1. To receive the reports of the Directors and approve the financial statements for the year ended March 31st, 2024;
2. To elect Directors for the positions which are due for election;
3. To vote on a Special Resolution to accept the revised BCSSA Constitution and Bylaws as attached to this Notice;
4. To vote on any motion that has been brought forward;
5. To discuss new business that is brought forward during the Annual General Meeting.

Positions open for Election: President, Vice President, Director of Competition, Registrar and Director of Diving. All Nominations must be submitted to office@bcsummerswimming.com by 12:00 noon, July 31, 2024.

Any Notices of Motion must be submitted to office@bcsummerswimming.com by 12:00 noon, July 31, 2024.

The Annual Report is not included with this Notice of AGM due to the cost of printing and shipping to members. A copy of the 2024 Annual Report will be emailed to all Regional Directors and club presidents as well as posted on www.bcsummerswimming.com two weeks prior to the AGM.

By order of the Board
July 23, 2024

Jim Baxter
President
BC Summer Swimming Association



BC Summer Swimming Association
SWIMMING | DIVING | WATER POLO | ARTISTIC

CONSTITUTION AND BY-LAWS

Proposed
August 15, 2024

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CONSTITUTION OF THE B.C. SUMMER SWIMMING ASSOCIATION

1. NAME

The name of the Society is the B.C. Summer Swimming Association.

2. PURPOSES OF THE SOCIETY

The purposes of the Society are:

- a) To promote, encourage and develop amateur speed swimming, diving, water polo and artistic swimming and to arrange, operate and regulate competition therein during the Competitive Season in the Province of British Columbia.
- b) To ensure that the competition gives no one competitor an unfair advantage over another.

BY-LAWS OF THE B.C. SUMMER SWIMMING ASSOCIATION

PART 1 – INTERPRETATION

1. LOCATION OF OPERATIONS

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

2. 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 the Society at the same time of winding up or dissolution and, if effort cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided, however, that such organization referred to anywhere in this paragraph shall be a registered Canadian amateur athletic association recognized by the Canada Revenue Agency as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

3. PERSONAL GAIN

No part of the income of the B.C. Summer Swimming Association (BCSSA) shall be payable to or shall be otherwise available for the personal benefit of any member, director, or settler thereof.

4. UNALTERABLE PROVISIONS

Removed in compliance with the new Society Act.

5. INTERPRETATION

In these By-laws, unless the context otherwise requires:

- a) "Directors", means the directors of the Society.
- b) "Societies Act" or "Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments thereto.
- c) "Society" means the B.C. Summer Swimming Association.
- d) "Board" means the Board of Directors of the Society.
- e) "Swimming" means participation in speed swimming, diving, water polo, and/ or artistic swimming with a BC Summer Swimming Association Swim Club.
- f) "Athlete" means any person properly registered with BC Summer Swimming Association who participates in speed swimming, diving, water polo, and/ or artistic swimming.
- g) "Competitive Season" means the period of any year commencing May 1st and ending August 31st.
- h) "Swim Club" means a group or organization which is affiliated with the B.C. Summer Swimming Association.
- i) "Ordinary Resolution" means:
 - (i) A resolution passed at a 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 two-thirds (2/3) 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 two-thirds (2/3) 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 notice (and not being less than fourteen (14) days notice) specifying the intention to propose the resolution as a special resolution has been given.

k) "Regional Committee" means the committee established to administer the Region.

6. REGIONS

- a) For the purposes of the activities of the Society, the geographical areas of the Province of British Columbia shall be divided into regions. Each region shall be administered by a Regional Committee to be appointed by the members of that region. Such Regional Committees shall be self-administrating but must not be in conflict with the Rules and Regulations of the B.C. Summer Swimming Association.
- b) The BCSSA Board of Directors may from time to time increase or decrease the number of regions or alter the boundaries of any region with or without increasing or decreasing the number of regions.
- c) Each Region shall annually elect a Regional Committee.
- d) Each member club in the region shall have one vote.
- e) Each member of the Regional Committee shall have one vote.
- f) Each Regional Committee shall be made up of the following positions:
 - one (1) Regional Director,
 - one (1) Regional Treasurer,
 - one (1) Regional Director of Officials,
 - one (1) Regional Secretary,
 - one (1) Regional Registrar, and
 - one (1) representative from each member club in the region.
- g) Each Region may have additional members on the Regional Committee as determined by the Region at an AGM.
- h) The term of office shall be one or two years as determined by the Region at an Annual General Meeting (AGM). In cases where the term is two years the Regional Committee shall be divided into two (2) groups, each of which shall serve for a term of two (2) years. The term of office of these groups shall be staggered so that only one (1) group comes up for re-election or replacement each year.
- i) Each Region shall keep proper financial records and adhere to the Society's Financial Policies and Procedures Guide, including any amendments from time to time.
- j) Each Region shall ensure that one or more Club Meets are held in its Region during the Competitive Season.

- k) Each Region shall provide for a Regional Championship Meet which will be the Qualifying Meet for athletes to take part in the Provincial Championship Meet.

7. RULES AND REGULATIONS

The Board of Directors shall establish Rules and Regulations to govern competition within BC Summer Swimming Association. These Rules and Regulations may be varied or abrogated from time to time by the Board. Such Rules and Regulations shall include, inter alia;

- a) provide for competitions or meets of Summer Athletes and for the definition, eligibility, and registration of Summer Athletes.
- b) They shall provide for one or more Regional Meets in each Region during the Competitive Season and for one Annual Provincial Championship to be held in the second half of August in each year.
- c) The Rules and Regulations shall also provide instruction for the registration of Summer Athletes, for fees to be paid to the Society, for awards, for publications, for codes of conduct, for mechanisms to resolve disputes.
- d) And any other matters as deemed appropriate.

PART 2 - MEMBERSHIP

8. 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.

9. The members of the Society shall be composed inter alia of the following members:

- a) All affiliated Swim Clubs, each of whom shall be represented at the Society's AGM by up to two (2) individual people to have one (1) vote per club.
- b) The current directors of the Society.

10. Admission to membership shall be upon application only and approved by the Board in accordance with these By-laws and standing rules established by the Board. Any Swim Club may apply for membership.

11. An annual Affiliation fee to be paid by each member swim club shall be established by the Board from time to time and shall be payable on or before the 1st day of June in each year to the Treasurer of the Society.

12. Membership in the Society shall not be transferable. A member ceases to be a member and ceases to be in good standing:

- a) Upon written resignation of a Swim Club.
- b) Upon the occasion of a Swim Club ceasing operations for one Competitive Season or more.
- c) If the annual Affiliation fee remains unpaid for more than two (2) months beyond the due date in any one (1) year.
- d) Upon expulsion of a member by a two-thirds (2/3) majority of the directors of the Society.

13. Every member shall uphold the Constitution, comply with these By-laws, and be bound by the Rules and Regulations of the Society.

PART 3 - MEETINGS OF MEMBERS

14. General meetings of the Society shall be held at the time and place, in accordance with the Societies Act, that the directors decide.

15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

16. The directors may, when they think fit, convene an extraordinary general meeting.

17. 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.

18. 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.

19. The annual general meeting of the Society shall be held in August in each year during or immediately before or after the annual Championship Meet of the Society at the place of such Meet. Notice of the annual general meeting shall be sent to all member clubs no later than 2 weeks (14 days) prior to the annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

20. 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 director's issues with the notice convening the meeting.

21. No business, other than the election of a Chair and the adjournment or termination of a meeting, shall be conducted at a general meeting unless the quorum requisite is present at the commencement of the business.

22. A quorum for general meetings shall be twenty-five percent (25%) of the number of member's voting representatives of record two (2) months prior to the date of the meeting.

23. 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, via electronic means and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes

from the time appointed for the meeting, the member's voting representatives present constitute a quorum.

24. Subject to By-law 25, the President of the Society, the Vice-President, or in the absence of both, one of the other director's present shall preside as Chair of a general meeting.

25. If at a general meeting:

- a) There is no President, Vice-President, or other director present within fifteen minutes after the time appointed for holding the meeting, or
- b) The President and all the other directors present are unwilling to act as Chair; the members present shall choose one of their members to be chair.

26.

- 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.

27.

- a) All voting representatives of member clubs in good standing and present at a meeting of the members are entitled to one (1) vote each.
- b) All directors of the Society present at a meeting of the members are entitled to one (1) vote each.
- c) No person shall have more than one vote.
- d) Voting is by a show of hands.
- e) Voting by proxy is not permitted.
- f) Voting may be by secret ballot.

28. 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

29.

- 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 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 meetings.
- b) 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.

30. The number of directors shall be up to nineteen (19), and their term of office shall be two (2) years, except as noted in by-law 32(b), (c) and (d), and as changed from time to time in accordance with by-law 6(b).

31. The following individuals are eligible to serve as a director of the Society, given that the member of the Society is in good standing:

- a) An adult who is registered with a member of the Society.
- b) A coach who is registered with a member of the Society.
- c) A legal guardian of an athlete who is registered with a member of the Society.
- d) Current Directors of the Society

32. The directors shall be composed inter alia of the following persons:

- President,
- Vice President,
- Secretary-Treasurer,
- Registrar,
- Director of Officials,
- Director of Competitions,

- Director of Member Services,
 - Director of Water Polo,
 - Director of Artistic Swimming,
 - Director of Diving,
 - Coaches' Representative, and
 - the Regional Director of each Region.
- a) The officers of the Society shall be divided into two (2) groups each of which shall serve for a term of two (2) years.
- b) Group "A" shall be comprised of the President, Vice-President, Director of Competition, Registrar and Director of Diving. Group "B" shall be comprised of the Secretary-Treasurer, Director of Officials, Director of Member Services, Director of Artistic Swimming and Director of Water Polo.
- c) The term of office of these groups shall be staggered so that only one (1) group comes up for re-election or replacement each year. Thereafter, as the term of each elected office expires, a successor shall be elected by the membership at its general meeting to serve for a term of two (2) years.
- d) All officers shall continue to hold office after the annual general meeting until October 1st in that year, when the officers for the forthcoming year take office. The Swim Clubs represented by members in the Society for each region shall, before every annual general meeting, notify the Society of their respective Regional Director appointed to the Board for the forthcoming one (1) year term. All Regional Directors shall continue to hold office after the annual general meeting until October 1st in that year, when the Regional Director for the following one (1) year term shall take office.
- (i) A notice signed by the majority of the swim clubs of each region shall suffice to appoint the Regional Director to the Board.
- e) At the first Board meeting after October 1, the directors shall appoint to the Board for one (1) year, holding office until October 1st of the following year:
- (i) A representative recommended by the coaches at the Annual Coaches Meeting held at the annual Championship Meet.
- f) At the first Board meeting after October 1st, following a change in the person of 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 for one (1) year until October 1st of the following year, where it may be extended at the will of the Board, again by two-thirds (2/3) majority of the Board. If so appointed, the Past President shall:
- (i) assist the President to provide continuity of direction to the Board; and ii) not have any voting privileges on the Board.

33.

- a) Separate elections shall be held for each office to be filled.
- b) An election may be by acclamation; otherwise, it shall be by secret ballot.
- c) If no successor is elected the person previously elected or appointed continues to hold office.
- d) If a director resigns their office or otherwise ceases to hold office, the remaining directors shall appoint a person to take the place of the former director.
- e) A director so appointed holds office only until the conclusion of the term of office, but is eligible for re-election at the next annual general meeting.
- f) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- g) Should a director, whether elected or appointed, be absent for 2 consecutive Board Meetings without a satisfactory reason for the absence, the Board may, by majority vote consider the Director to have resigned the position and shall appoint a replacement to the position for the balance of the term.

34. The members may by special resolution remove a director before the expiration of their term in office and may elect a successor to complete the term of office.

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

PART 6 - PROCEEDINGS OF DIRECTORS

36.

- 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 shall be forty per cent (40%) of the total number of directors of the Society.
- c) The President shall be chair 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 chair; but if neither is present the directors present may choose another director to be chair at that meeting.

- d) A director may at any time, request to convene a meeting of the directors.

37.

- a) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors 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 deliver a summary of any actions taken at the next meeting of the directors.
- c) A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair 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 members to be chair of the meeting.
- d) The members of a committee may meet and adjourn as they think proper.

38. For a first meeting of directors held immediately following the election of directors at an annual 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 constituted, if a quorum of the directors is present.

39. 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 email, 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.

40.

- a) Questions arising at a meeting of the directors and a committee of the directors shall be decided by a majority of votes.
- b) In case of an equality of votes the chair does not have a second or casting vote.
- c) All directors shall have one (1) vote each.

41.

- a) 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.
- b) When there are issues between board meetings it shall be acceptable practice to forward motions via email to the Board. All discussions via email shall be entered into the minutes of the next board meeting. All votes must be clear otherwise the facilitator will contact any member who was vague before the votes are published.

Motions will be forwarded to each board member with a discussion period of one (1) week, if any objections are raised regarding the motion being unclear then no vote will be taken, and the motion will return to the mover for clarification. Should the discussion period end with no objections the motions will be resent to the board for the vote, voting will be open for 48 hours. 75% of the board is required for quorum and a motion must receive 75% of the vote to pass. Results will be sent to the board no later than 24 hours after the vote.

42. Voting by proxy is not permitted.

43. A member may attend any meeting electronically and cast votes electronically.

44. 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

45. The President shall:

- a) Preside at all Board of Directors meetings.
- b) Preside at the Annual General Meeting.
- c) Preside over Executive Committee Meetings and ensure that the Society maintains a fiscally responsible and viable business plan.
- d) Supervise the other Directors and Staff in execution of their duties as the Chief Executive Officer of the Society.
- e) Liaise with various government, sport and private funding bodies as required.
- f) Represent the Society's interest with regards to the media.

- g) Accept the position as Chair of the Provincial Championship Meet.
- h) Oversee the preparation of the agenda for Board Meetings and Annual General Meetings.
- i) Chair the Policy Review Committee.
- j) Participate as a member of the Finance Committee.
- k) Appoint special committees as required.

46. The Vice-President shall:

- a) Be responsible for carrying out the duties of the president if the President is unable to act.
- b) Direct the administration of the Society and without limiting the foregoing, be responsible for:
 - (ii) Paper form supplies as required;
 - (iii) Proper conduct of the office of the Society; and
 - (iv) Effective communications within the Society.
- c) Accept the position as Chair of the “Appeals Committee” for the Provincial and Regional Championship meets.
- d) Ensure proper conduct of the business of the Society, and without limiting the foregoing, be responsible for:
 - (i) Adequate and proper insurance for the Society; and
 - (ii) Adequate and proper custodianship of all records relating to their office;
 - (iii) Constitution, By-laws and Rules and Regulations of the Society.
 - (iv) Interpret rules for the membership.
- e) Be elected at the same time as the President.
- f) Attend Executive Committee meetings.
- g) Participate as a member of the Finance Committee.
- h) Ensure the Rule book is current.
- i) Prepare and submit new rules for the Association as deemed suitable.

47. The Secretary-Treasurer shall:
- a) Supervise the correspondence of the Society.
 - b) Ensure that notices of meetings are issued to all members and directors of the Society.
 - c) Ensure that minutes are prepared for all Board of Director and Executive Committee meetings.
 - d) Access through the Provincial Office, all records of the Society.
 - e) Maintain a current list of the Provincial Board of Directors and Club Presidents.
 - f) Be responsible for the common seal of the Society.
 - g) Establish and maintain a standing committee for Finance.
 - h) Ensure fiscal solvency and responsibility of the Board of Directors and establish a budgetary process to be followed.
 - i) Supervise the preparation of the annual budget and prioritize budgetary expenditures and policies.
 - j) Maintain the financial records, including books of account, necessary to comply with the Societies Act.
 - k) Present financial statements to the Board of Directors, the members, and government officials and others as required.
 - l) Oversee the issuing of cheques and deposits.
 - m) Disburse money according to policies and authorization.
 - n) Present financial statements at the Annual General Meeting.
 - o) Supervise costs related to the Provincial Office.
48. The Registrar shall:
- a) Ensure proper registration of all athletes and collection of registration fees in accordance with B.C. Summer Swimming Association Rules and Regulations established from time to time by the Board.
 - b) Administer the registration process for all athletes of a Swim Club.
 - c) Chair the annual Regional Registrars Meeting at a time and in a manner deemed appropriate.
 - d) Rule on eligibility of BCSSA athletes and interpret the Rules and Regulations handbook accordingly.
 - e) Produce Age Locator Charts each year for the winter Board Meeting.

- f) Establish provincial deadlines for registration information.
- g) Establish registration procedures for Regional and club registrars.
- h) Collect all forms and statistics for amalgamation into one report.
- i) Prepare registration lists and voter cards for the Annual General Meeting and establish if a quorum has been reached.
- j) Attend the Provincial Championships as directed by the Board.

49. The Director of Member Services shall be responsible for doing or making the necessary arrangements for the following:

- a) The marketing of the Society.
- b) The publicity of the Society.
- c) The fundraising of the Society.
- d) Raise the awareness of summer swimming in the eyes of the public.
- e) Facilitate the development of clubs, coaches, parents or guardians, executive, and general volunteers.
- f) Identify geographic areas with potential for aquatic expansion and coordinate the distribution of the BCSSA information package.
- g) Encourage feedback from members in order to evaluate programs and services.
- h) Be responsible for Member Services at the Provincial Championships as directed by the Board.

50. The Director of Officials shall:

- a) Coordinate, in conjunction with the 3 sport Directors, the development of officials in all four aquatic sports by means of clinics, video presentations and handbooks.
- b) In collaboration with the three sport Directors, create, implement and administrate an official's course conductor program for the four aquatic sports.
- c) Encourage the cross certification of BCSSA officials within the four respective aquatic sports.
- d) Administer the officials' recognition of BCSSA officials within the four respective aquatic sports.
- e) Administer the officials' recognition program within the four aquatic sports for the specific levels of achievement through public acknowledgement.

- f) Encourage volunteer participation/ recognition in all aspects of the Society through seminars, direct experience, handbooks, acknowledgement, and other appropriate resources.
- g) In cooperation with the three sport Directors, ensure there is a head official for each sport in place at the annual Provincial Championships meet.

51. The Director of Competitions shall:

- a) Coordinate the preparation for and the running of the Provincial Championship Meet and set guidelines in consultation with the Board including but not limited to:
 - (i) Establish a Provincial Meet Committee with representatives from all the aquatic disciplines.
 - (ii) Liaise and consult with Regional/club executives in the delivery of service for the Championship meet.
 - (iii) Be responsible for the creation and distribution of the Annual Meet Package for the Provincial Championship Meet.
 - (iv) Act as the Meet Manager at the Provincial Championship Meet.
- b) Modify and standardize meet entries and results within the Society by the provision of specific training programs.
- c) Provide training sessions and manuals for hosting aquatic competitions.
- d) Prepare and present reports to the Board, Executive Committee and sub committees as required.

52. The Director of Diving shall:

- a) Facilitate the promotion of Diving within the Society and British Columbia.
- b) Administer Training clinics for Diving Officials.
- c) Communicate to all diving members within BCSSA rule changes, meet schedules, and any other pertinent information associated with diving.
- d) Assist new members in the establishment of diving teams.
- e) Encourage parents/guardians and interested persons to participate in the running of a meet.
- f) Assume responsibility for the administration of the Diving component of the Provincial Championship Meet and liaise with the Director of Competitions.
- g) Represent the BCSSA divers' and clubs' best interest on the Board.

53. The Director of Artistic Swimming shall:
- a) Facilitate the promotion of Artistic Swimming within the Society and British Columbia.
 - b) Administer training clinics for Artistic Swimming officials and athletes.
 - c) Communicate to all Artistic Swimming members within BCSSA rule changes, meet schedules, and any other pertinent information associated with Artistic Swimming.
 - d) Assist new members in the establishment of Artistic Swimming teams.
 - e) Encourage parents and interested persons to participate in the running of a meet.
 - f) Assume responsibility for the administration of the Artistic Swimming component of the Provincial Championship Meet and liaise with the Director of Competitions.
 - g) Liaise with BC Artistic Swimming as deemed necessary.
 - h) Represent the BCSSA artistic athletes' and clubs' best interest on the Board.
54. The Director of Water Polo shall:
- a) Facilitate the promotion of Water Polo within the Society and British Columbia.
 - b) Administer Training clinics for Water Polo officials.
 - c) Communicate to all Water Polo members within BCSSA rule changes, meet schedules, and any other pertinent information associated with Water Polo.
 - d) Assist new members in the establishment of Water Polo teams.
 - e) Encourage parents and interested persons to participate in the running of a meet.
 - f) Assume responsibility for the administration of the Water Polo component of the Provincial Championship Meet and liaise with the Director of Competitions.
 - g) Liaise with applicable Water Polo Associations as deemed necessary.
 - h) Represent the BCSSA water polo players' and clubs' best interest on the Board.
55. The Coaches' Representative shall:
- a) Represent the BCSSA coaches' position on the Board.
 - b) Promote coaching development within the structure of the Society.
 - c) Organize and preside over the Provincial Coaches' Annual General Meeting and the Provincial Coaches' Advisory Committee Meetings.

- d) Present and support motions arising from coaches' meetings.
- e) Maintain communication with coaches throughout the year.
- f) Participate as a member of the Annual Coaches' Conference Planning Committee.

56. The Regional Directors shall:

- a) Attend all Provincial Board of Directors Meetings and provide a Regional report.
- b) Preside at all Regional Executive Meetings.
- c) In cooperation with their Regional Committee, establish funding requirements for the Region annually.
- d) Liaise with all Club Executives in the region and the Provincial Board of Directors.
- e) In cooperation with their Regional Committee establish meet guidelines and mandates.
- f) Encourage regional support and leadership.
- g) Educate parents/guardians, coaches, and athletes as to the focus and needs of the membership.
- h) Act as or delegate the role of Meet Manager for the Regional Championships.
- i) Encourage and promote unity within their Region.
- j) Provide leadership through organization and delegation of duties and responsibilities.
- k) In consultation with the editor, provide an article for publication in the newsletter as required.
- l) Participate on subcommittees if required to do so.

PART 8 - SEAL

57. 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.

58. 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-Treasurer.

PART 9 - BORROWING

59. In order to carry out the purpose of the Society the directors may, on behalf of the Society and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

60. No Debenture shall be issued without the sanction of a Special Resolution.

PART 10 - AUDITOR

61. At each annual general meeting the Society may appoint an auditor to hold office until they are re-appointed, or their successor is appointed at the next annual general meeting.

62. An auditor may be removed by Ordinary Resolution.

63. An auditor shall be informed forthwith in writing of appointment or removal.

64. No Director and no employee of the Society shall be auditor.

65. The auditor may attend general meetings.

66. The Board shall from time to time, determine whether and to what extent, and at what time and places, and under what conditions or regulations the accounts and books of the Society or any of them shall be open to inspection of members not being directors, and no member not being a director shall have any right of inspecting any account or book or document of the Society except as conferred by law or authority of the Board or by resolution of the members whether previous notice thereof has being given or not.

PART 11 - NOTICES TO MEMBERS

67. A notice may be given to a member, either personally or by email to its registered address.

68. Notice of a general meeting shall be given to:

- a) Every member shown on the Register of Members on the day notice is given; and
- b) The auditor, should there be one.

PART 12 - BY-LAWS

70. On being admitted to membership, a member is entitled to, and the Society shall give them upon request, without charge, a copy of the Constitution and By-laws of the Society.

71. These By-laws shall not be altered or added to except by Special Resolution.

PART 13 – INSPECTION OF RECORDS

72. A member of the society may, without charge, inspect a record the society is required to keep under section 20 (1) of the Act.

73. A member of the Society, without charge, may inspect the portion of a record the Society is required to keep under section 20 (2) (a) or (b) that evidences a disclosure, by a director, described in section 56 (3) (a) or (b) [disclosure of director's interest] or 62 (3) (a) or (b) [disclosure of senior manager's interest] of the Act.

74. A director of the Society may, without charge, inspect a record of the Society which is required to keep under section 20 of the Act.

75. A person, other than a member or director, may, if and to the extent permitted by the bylaws, inspect a record the society is required to keep under section 20, other than the register of members.

76. The society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with, the regulations, for an inspection referred to in subsection (4).

77. A society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a person, other than a director, may inspect a record.



BC Summer Swimming Association
SWIMMING | DIVING | WATER POLO | ARTISTIC

CONSTITUTION AND BY-LAWS

Proposed
August ~~17, 2018~~ 2024

THIS IS A COMPARISON DOCUMENT TO SHOW THE PROPOSED CHANGES BETWEEN 2018 CONSTITUTION AND BYLAWS AND 2024 CONSTITUTION AND BYLAWS. ALL CHANGES ARE MARKED IN RED.

CONSTITUTION

ARTICLES

~~1. NAME OF THE SOCIETY~~

~~2. PURPOSES OF THE SOCIETY~~

BY-LAWS

~~PART 1— INTERPRETATION~~

~~——(1)—— LOCATION OF OPERATIONS~~

~~——(2)—— DISSOLUTION OF THE SOCIETY~~

~~——(3)—— PERSONAL GAIN~~

~~——(4)—— UNALTERABLE PROVISIONS~~

~~PART 2— MEMBERSHIP~~

~~PART 3— MEETINGS OF MEMBERS~~

~~PART 4— PROCEEDINGS AT GENERAL MEETINGS~~

~~PART 5— BOARD OF DIRECTORS AND OFFICERS~~

~~PART 6— PROCEEDINGS OF DIRECTORS~~

~~PART 7—DUTIES OF OFFICERS~~

~~PART 8—SEAL~~

~~PART 9—BORROWING~~

~~PART 10—AUDITOR~~

~~PART 11—NOTICES TO MEMBERS~~

~~PART 12—BY LAWS~~

~~PART 13—INSPECTION OF RECORDS~~

CONSTITUTION
OF THE
~~B.C. SUMMER SWIMMING ASSOCIATION~~

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CONSTITUTION OF THE B.C. SUMMER SWIMMING ASSOCIATION

1. NAME

The name of the Society is the B.C. Summer Swimming Association.

2. PURPOSES OF THE SOCIETY

The purposes of the Society are:

- a) To promote, encourage and develop amateur speed swimming, diving, water polo and ~~synchronized~~artistic swimming and to arrange, operate and regulate competition therein during the ~~summer~~Competitive Season in the Province of British Columbia.
- b) To ensure that the competition gives no one competitor an unfair advantage over another.

BY-LAWS OF THE B.C. SUMMER SWIMMING ASSOCIATION

~~OF THE~~

~~B.C. SUMMER SWIMMING ASSOCIATION~~

PART 1 – INTERPRETATION

1. LOCATION OF OPERATIONS

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

2. 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 the Society at

the same time of winding up or dissolution and, if effort cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided, however, that such organization referred to anywhere in this paragraph shall be a registered Canadian amateur athletic association recognized by the Canada Revenue Agency as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

3. PERSONAL GAIN

No part of the income of the B.C. Summer Swimming Association (BCSSA) shall be payable to or shall be otherwise available for the personal benefit of any member, director, or settler thereof.

4. UNALTERABLE PROVISIONS

~~Paragraphs (1), (2), (3), and this paragraph of the By-laws are unalterable.~~

Removed in compliance with the new Society Act.

5. INTERPRETATION

In these By-laws, unless the context otherwise requires:

- a) "Directors", means the directors of the Society~~;~~
- b) "Societies Act" or "Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments thereto~~;~~
- c) "Society" means the B.C. Summer Swimming Association~~;~~
- d) "Board" means the Board of Directors of the Society~~;~~
- e) "Swimming" means participation in speed swimming, diving, water polo, and synchronized/ or artistic swimming ~~and includes the training and competition of any kind of any such activity;~~with a BC Summer Swimming Association Swim Club.
- f) "Swimmer"~~Athlete~~" means any person properly registered with BC Summer Swimming Association who ~~competes~~participates in speed swimming, diving, water polo, and/ or ~~synchronized~~artistic swimming~~;~~
- g) "Summer"~~Competitive~~ Season" means the period of any year commencing May 1st and ending ~~September 30th;~~August 31st.
- h) "~~Summer~~"Swim Club" means a group or organization which is affiliated with the B.C. Summer Swimming Association ~~and whose organized swimming program takes place primarily during the summer season;~~
- a) ~~"Summer Swimmer" means a swimmer whose swimming has been so confined to summer swimming as to comply with the B.C. Summer Swimming Association Rules and Regulations established from time to time by the Board of Society;~~
- i) "Ordinary Resolution" means:
 - (i) ~~(i)~~—A resolution passed at a general meeting by the members of the Society by a simple majority of the votes cast in person;

- (ii) ~~(ii)~~—A resolution that has been submitted to the members of the Society and consented to in writing by two-thirds (2/3) 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~~7.~~

- j) ~~k)~~—"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) 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 notice (and not being less than fourteen (14) days notice) specifying the intention to propose the resolution as a special resolution has been given.

- k) ~~l)~~—"Regional Committee" means the committee established to administer the Region.

6. REGIONS

- a) For the ~~purpose~~purposes of the activities of the Society, the geographical areas of the Province of British Columbia shall be divided into regions. Each region shall be administered by a Regional Committee to be appointed by the members of that region. Such Regional Committees shall be self-administrating but must not be in conflict with the Rules and Regulations of the B.C. Summer Swimming Association.
- b) The BCSSA Board of Directors may from time to time increase or decrease the number of regions ~~and~~/or alter the boundaries of any region with or without increasing or decreasing the number of regions.
- c) Each Region shall annually elect a Regional Committee.
- d) Each member club in the region shall have one vote.
- e) Each member of the Regional Committee shall have one vote.
- f) Each Regional Committee shall be made up of the following positions:
 - one (1) Regional Director,
 - one (1) Regional Treasurer,
 - one (1) Regional Director of Officials,
 - one (1) Regional Secretary,
 - one (1) Regional Registrar, and
 - one (1) representative from each member club in the region.
- g) Each Region may have additional members on the Regional ~~Board of~~ DirectorsCommittee as determined by the Region at an AGM.

- h) The term of office shall be one or two years as determined by the Region at an Annual General Meeting (AGM). In cases where the term is two years the Regional Committee shall be divided into two (2) groups, each of which shall serve for a term of two (2) years. The term of office of these groups shall be staggered so that only one (1) group comes up for re-election or replacement each year. ~~Thereafter, as the term of each elected office expires, a successor shall be elected by the membership at its general meeting to serve for a term of two (2) years.~~
- i) Each Region shall keep proper financial records and adhere to the Society's Financial Policies and Procedures Guide, including any amendments from time to time.
- j) Each Region shall ~~provide for~~ensure that one or more Regional Club Meets are held in its Region during the Summer Competitive Season.
- k) Each Region shall provide for a Regional Championship Meet which will be the Qualifying Meet for athletes to take part in the Provincial Championship Meet.

7. RULES AND REGULATIONS

The Board of Directors shall establish Rules and ~~Regulation~~Regulations to govern competition ~~by within BC~~ Summer ~~Swimmers sponsored by Summer Swim Clubs over which it has jurisdiction~~Swimming Association. These Rules and Regulations may be varied or abrogated from time to time by the Board. Such Rules and Regulations shall include, inter alia, ~~;~~

- a) provide for competitions or meets of Summer Swimmers Athletes and for the definition, eligibility, and registration of Summer ~~Swimmers. Athletes.~~
- ~~a) b)~~ _____ They shall provide for one or more Regional Meets in each Region during the Summer Competitive Season and for one Annual Provincial Championship ~~for the Province~~ to be held in the second half of August in each year.
- ~~b) c)~~ _____ The Rules and Regulations shall also provide instruction for the registration of Summer Swimmers Athletes, for fees to be paid to the Society, for awards, for publications, for codes of conduct, for mechanisms to resolve disputes, ~~and all such other matters as may be included in such Rules and Regulations.~~

~~The definitions in the Societies Act on the date these By laws become effective apply to these By laws.~~

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

|

d) And any other matters as deemed appropriate.

PART 2 - MEMBERSHIP

8. 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.

9. The members of the Society shall be composed inter alia of the following members:

- a) All affiliated ~~Summer~~ Swim Clubs, each of whom shall be represented at the Society's AGM by up to two (2) individual people to have one (1) vote per club.
- b) The current directors of the Society.

10. Admission to membership shall be upon application only and approved by the Board in accordance with these By-laws and standing rules established by the Board. Any ~~Summer~~ Swim Club may apply for membership.

11. An annual ~~membership~~ Affiliation fee to be paid by each member swim club shall be established by the Board from time to time and shall be payable on or before the 1st day of June in each year to the Treasurer of the Society.

12. Membership in the Society shall not be transferable. A member ceases to be a member and ceases to be in good standing:

- a) Upon written resignation of a ~~Summer~~ Swim Club_;
- b) Upon the occasion of a ~~Summer~~ Swim Club ceasing operations for one ~~summer~~ Competitive Season or more_;
- c) If the annual ~~membership~~ Affiliation fee remains unpaid for more than two (2) months beyond the due date in any one (1) year_;
- d) Upon expulsion of a member by a two-thirds (2/3) majority of the directors of the Society.

13. Every member shall uphold the Constitution, comply with these By-laws_; and be bound by the Rules and Regulations of the Society.

PART 3 - MEETINGS OF MEMBERS

14. General meetings of the Society shall be held at the time and place, in accordance with the Societies Act, that the directors decide.

15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

16. The directors may, when they think fit, convene an extraordinary general meeting.

17. 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.

18. 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.

19. The annual general meeting of the Society shall be held in August in each year during or immediately before or after the annual Championship Meet of the Society at the place of such Meet ~~and if so held upon registration.~~ Notice of the annual general meeting shall be sent to all member clubs: no later than 2 weeks (14 days) prior to the annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

20. 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 director's issues with the notice convening the meeting.

21. No business, other than the election of a Chair and the adjournment or termination of a meeting, shall be conducted at a general meeting unless the quorum requisite is present at the commencement of the business.

22. A quorum for general meetings shall be ~~thirty~~twenty-five per cent (35percent (25%) of the number of member's voting representatives of record two (2) months prior to the date of the meeting, ~~but never less than forty (40) persons.~~

23. 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, via electronic means~~ and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the member's voting representatives present constitute a quorum.

24. Subject to By-law 25, the President of the Society, the Vice-President, or in the absence of ~~allboth~~, one of the other director's present shall preside as ~~Chairman~~Chair of a general meeting.

25. If at a general meeting:

- a) There is no President, Vice-President, or other director present within fifteen minutes after the time appointed for holding the meeting, or
- b) The President and all the other directors present are unwilling to act as ~~Chairman~~Chair; the members present shall choose one of their members to be ~~chairman-chair.~~

26.

- 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.

27.

- a) All voting representatives of member clubs in good standing and present at a meeting of the members are entitled to one (1) vote each.
- b) All directors of the Society present at a meeting of the members are entitled to one (1) vote each.
- c) No person shall have more than one vote.
- d) Voting is by a show of hands.
- e) Voting by proxy is not permitted.
- f) Voting may be by secret ballot.

28. 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

29.

- 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 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 meetings.

- b) 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.

30. The number of directors shall be up to nineteen (19), and their term of office shall be two (2) years, except as noted in by-law 32(b), (c) and (d), and as changed from time to time in accordance with by-law 6(b).

31. The following individuals are eligible to serve as a director of the Society, given that the member of the Society is in good standing:

- a) ~~A swimmer~~An adult who is registered with a member of the Society.
- b) A coach who is registered with a member of the Society.
- c) A legal guardian of ~~a swimmer~~an athlete who is registered with a member of the Society.

d) Current Directors of the Society

32. The directors shall be composed inter alia of the following persons:

- President,
- Vice President,
- Secretary-Treasurer,
- Registrar,
- Director of Officials,
- Director of Competitions,
- Director of Member Services,
- Director of Water Polo,
- Director of ~~Synchronized~~Artistic Swimming,
- Director of Diving,
- Coaches' Representative, and
- the Regional Director of each Region.

- a) The officers of the Society shall be divided into two (2) groups each of which shall serve for a term of two (2) years.
- b) Group "A" shall be comprised of the President, Vice-President, Director of Competition, Registrar and Director of Diving. Group "B" shall be comprised of the Secretary-Treasurer, Director of Officials, Director of Member Services, Director of ~~Synchronized~~Artistic Swimming and Director of Water Polo.

- c) The term of office of these groups shall be staggered so that only one (1) group comes up for re-election or replacement each year. Thereafter, as the term of each elected office expires, a successor shall be elected by the membership at its general meeting to serve for a term of two (2) years.
- d) All officers shall continue to hold office after the annual general meeting until October 1st in that year, when the officers for the forthcoming year take office. The ~~Summer~~ Swim Clubs represented by members in the Society for each region shall, before every annual general meeting, notify the Society of their respective Regional Director appointed to the Board for the forthcoming one (1) year term. All Regional Directors shall continue to hold office after the annual general meeting until October 1st in that year, when the Regional Director for the following one (1) year term shall take office.
 - (i) A notice signed ~~on behalf of a least fifty per cent (50%)~~ by the majority of the swim clubs of each region shall suffice to appoint the Regional Director to the Board.
- e) At the first Board meeting after October 1, the directors shall appoint to the Board for one (1) year, holding office until October 1st of the following year:
 - (i) A representative recommended by the coaches at the Annual Coaches Meeting held at the annual Championship Meet.
- f) At the first Board meeting after October 1st, following a change in the person of 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 for one (1) year until October 1st of the following year, where it may be extended at the will of the Board, again by two-thirds (2/3) majority of the Board. If so appointed, the Past President shall:
 - (i) assist the President to provide continuity of direction to the Board; and ii) not have any voting privileges on the Board.

33.

- a) Separate elections shall be held for each office to be filled.
- b) An election may be by acclamation; otherwise, it shall be by secret ballot.
- c) If no successor is elected the person previously elected or appointed continues to hold office.
- d) If a director resigns his/hert heir office or otherwise ceases to hold office, the remaining directors shall appoint a person to take the place of the former director.
- e) A director so appointed holds office only until the conclusion of the term of office, but is eligible for re-election at the next annual general meeting.

- f) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- g) Should a director, whether elected or appointed, be absent for 2 consecutive Board Meetings without a satisfactory reason for the absence, the Board may, by majority vote consider the Director to have resigned the position and shall appoint a replacement to the position for the balance of the term.

34. The members may by special resolution remove a director before the expiration of ~~his/her~~their term in office and may elect a successor to complete the term of office.

35. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by ~~him/her~~them while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

36.

- 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 shall be forty per cent (40%) of the total number of directors of the Society.
- c) The President shall be ~~chairman~~chair 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~~chair; but if neither is present the directors present may choose another director to be ~~chairman~~chair at that meeting.
- d) A director may at any time, request to convene a meeting of the directors.

37.

- a) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors 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 or thing done in~~

~~exercised~~ deliver a summary of ~~those powers to any actions taken at~~ the earliest next meeting of the directors ~~to be held next after it has been done.~~

- c) A committee shall elect a chairman chair of its meetings; but if no chairman chair is elected, or if at a meeting the chairman chair 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 members to be chairman chair of the meeting.
- d) The members of a committee may meet and adjourn as they think proper.

38. For a first meeting of directors held immediately following the election of directors at an annual 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 constituted, if a quorum of the directors is present.

39. 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, cable or~~ email, 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.

40.

- a) Questions arising at a meeting of the directors and a committee of the directors shall be decided by a majority of votes.
- b) In case of an equality of votes the chairman chair does not have a second or casting vote.
- c) All directors shall have one (1) vote each.

~~a) In all instances where a vote is not unanimous either in carrying or defeating the motion, dissenting votes will be recorded.~~

~~1.-~~

41.

- a) 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.
- b) When there are issues between board meetings it shall be acceptable practice to forward motions via email to the Board. All discussions via email shall be entered into the minutes of the next board meeting. All votes must be clear otherwise the facilitator will contact any member who was vague before the votes are published.

Motions will be forwarded to each board member with a discussion period of one (1) week, if any objections are raised regarding the motion being unclear then no vote will be taken, and the motion will return to the mover for clarification. Should the discussion period end with no objections the motions will be resent to the board for the vote, voting will be open for 48 hours. 75% of the board is required for quorum and a motion must receive 75% of the vote to pass. Results will be sent to the board no later than 24 hours after the vote.

42. Voting by proxy is not permitted.

43. A member may attend any meeting electronically and cast votes electronically.

44. 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

45. The President shall:

- a) Preside at all Board of Directors meetings.
- b) Preside at the Annual General Meeting.
- c) Preside over Executive Committee Meetings and ensure that the Society maintains a fiscally responsible and viable business plan.
- d) Supervise the other Directors and Staff in execution of their duties as the Chief Executive Officer of the Society.
- e) Liaise with various government, sport and private funding bodies as required.
- f) Represent the Society's interest with regards to the media.

- g) Accept the position as ~~Chairperson~~Chair of the Provincial Championship Meet.
- h) Oversee the preparation of the agenda for Board Meetings and Annual General Meetings.
 - ~~a. Liaise with the Executive Director of the Society.~~
- i) Chair the Policy Review Committee.
- j) Participate as a member of the Finance Committee.
- k) Appoint special committees as required.

46. The Vice-President shall:

- a) Be responsible for carrying out the duties of the president if the President is unable to act.
- b) Direct the administration of the Society and without limiting the foregoing, be responsible for:
 - (ii) Paper form supplies as required;
 - (iii) Proper conduct of the office of the Society; and
 - (iv) Effective communications within the Society.
- c) Accept the position as Chair of the "Appeals Committee" for the Provincial and Regional Championship meets.
- d) Ensure proper conduct of the business of the Society, and without limiting the foregoing, be responsible for:
 - (i) Adequate and proper insurance for the Society; and
 - (ii) Adequate and proper custodianship of all records relating to their office;
 - (iii) Constitution, By-laws and Rules and Regulations of the Society.
 - (iv) Interpret rules for the membership.
- e) Be elected at the same time as the President.
- f) Attend Executive Committee meetings.
- g) Participate as a member of the Finance Committee.
- h) Ensure the Rule book is current.
- i) Prepare and submit new rules for the Association as deemed suitable.

47. The Secretary-Treasurer shall:

- a) Supervise the correspondence of the Society.
- b) Ensure that notices of meetings are issued to all members and directors of the Society.
- c) Ensure that minutes are prepared for all Board of Director and Executive Committee meetings.
- d) Access through the Provincial Office, all records of the Society.
- e) Maintain a current list of the Provincial Board of Directors and Club Presidents.
- f) Be responsible for the common seal of the Society.
- g) Establish and maintain a standing committee for Finance.
- h) Ensure fiscal solvency and responsibility of the Board of Directors and establish a budgetary process to be followed.
- i) Supervise the preparation of the annual budget and prioritize budgetary expenditures and policies.
- j) Maintain the financial records, including books of account, necessary to comply with the Societies Act.
- k) Present financial statements to the Board of Directors, the members, and government officials and others as required.
- l) Oversee the issuing of cheques and deposits.
- m) Disburse money according to policies and authorization.
- n) Present financial statements at the Annual General Meeting.
- o) Supervise costs related to the Provincial Office.

~~b. In the absence of the Secretary-Treasurer at the Board Meeting, the Directors shall appoint a designate to act as Secretary for the meeting.~~

48. The Registrar shall:

- a) Ensure proper registration of all swimmersathletes and collection of registration fees in accordance with B.C. Summer Swimming Association Rules and Regulations established from time to time by the Board.
- b) Administer the registration process for all swimmersathletes of a ~~Summer~~ Swim Club.
- c) Chair the annual Regional Registrars Meeting at a time and in a manner deemed appropriate.

- d) Rule on eligibility of BCSSA ~~swimmers~~athletes and interpret the Rules and Regulations handbook-accordingly.
- e) Produce ~~an~~-Age Locator ~~Chart~~Charts each year for the winter Board Meeting.
- f) Establish provincial deadlines for registration information.
- g) Establish registration procedures for Regional and club registrars.
- h) Collect all forms and statistics for amalgamation into one report.
- i) Prepare registration lists and voter cards for the Annual General Meeting and establish if a quorum has been reached.
 - ~~c. Participate as a member of the Jury of Appeal at the Provincial Championship meet.~~
- j) Attend the Provincial Championships as directed by the Board.

~~2. The Vice President shall:~~

- ~~a. Co-operate in all matters with the President and in his absence act in his stead;~~
- ~~b. Direct the administration of the Society and without limiting the foregoing, be responsible for:
 - ~~i. Paper form supplies as required;~~
 - ~~ii. Proper conduct of the office of the Society; and~~
 - ~~iii. Effective communications within the Society.~~~~
- ~~c. Accept the position as Chairperson of the "Appeals Committee" for the Provincial and Regional Championship meets.~~
- ~~d. Ensure proper conduct of the business of the Society, and without limiting the foregoing, be responsible for:
 - ~~i. Adequate and proper insurance for the Society; and~~
 - ~~ii. Adequate and proper custodianship of all records relating to his office;~~
 - ~~iii. Constitution, By laws and Rules and Regulations of the Society;~~
 - ~~iv. Interpret rules for the membership.~~~~
- ~~e. The election of the Vice President shall coincide with the election of the President.~~
- ~~f. Attend all Board Meetings.~~
- ~~g. Attend Executive Committee meetings.~~
- ~~h. Participate as a member of the Finance Committee.~~
- ~~i. Ensure the Rule book is current.~~
- ~~j. Prepare and submit new rules for the Association as deemed suitable.~~

49. The Director of Member Services shall: be responsible for doing or making the necessary arrangements for the following:

- ~~k. Co-operate in all matters with the President and all members of the Board;~~
- a) ~~Be responsible for~~ The marketing of the Society;

- b) ~~Be responsible for~~ The publicity of the Society^{7.2};
- c) ~~Be responsible for~~ The fundraising of the Society^{7.2};
 - ~~l.—Ensure that private and public support is enjoyed by the Society;~~
- d) ~~From time to time undertake such activities which will~~ Raise the awareness of summer swimming in the eyes of the public^{7.2};
- e) Facilitate the development of ~~programs for~~ clubs, coaches, parents or guardians, executive, and general volunteers^{7.2};
 - ~~m.—Provide a manual for the information and operation of a new club;~~
- f) Identify geographic areas with potential for aquatic expansion and ~~oversee~~coordinate the distribution of the BCSSA information package^{7.2};
- g) Encourage feedback from members in order to evaluate programs and services^{7.2};
 - ~~n.—Provide assistance and resources related to facilities;~~
 - ~~o.—Compile a “new member” orientation manual;~~
 - ~~p.—Act as Editor~~Be responsible for Member Services at the Wavelength Newsletter;
- h) Evaluate Provincial Championships as directed by the organizational structure of the Society Board.

50. The Director of Officials shall:

- ~~q.—Co-operate~~Coordinate, in ~~all matters~~conjunction with the ~~President and all members of~~3 sport Directors, the ~~Board~~;
- a) ~~Encourage~~ development of officials in all four aquatic ~~disciplines~~sports by means of clinics, video presentations and handbooks^{7.2};
- b) In collaboration with the three sport Directors, create, implement and administrate an ~~officials~~official's course conductor program for the four aquatic ~~disciplines~~sports.
- c) Encourage the cross certification of BCSSA officials within ~~our~~the four respective aquatic ~~disciplines~~sports.
- d) Administer the officials' recognition of BCSSA officials ~~with our~~within the four respective aquatic ~~partners~~sports.
- e) Administer the officials' recognition program ~~in~~within the four aquatic ~~disciplines~~sports for the specific levels of achievement through public acknowledgement.
- f) Encourage volunteer participation/ recognition in all aspects of the Society through seminars, direct experience, handbooks, acknowledgement, and other appropriate resources.

- g) ~~Act as the~~In cooperation with the three sport Directors, ensure there is a head official for each sport in place at the annual Provincial Championships meet.

51. The Director of Competitions shall:

- ~~a. Co-operate in all matters with~~Coordinate the ~~President~~preparation for and ~~all members of the Board.~~
- ~~b. Co-ordinate the competitive schedule of the Society and its member clubs.~~
- a) ~~Supervise~~running of the Provincial Championship Meet and set guidelines in consultation with the Board including but not limited to:
- (i) Establish a Provincial Meet Committee with representatives from all the aquatic disciplines.
 - (ii) Liaise and consult with Regional/club executives in the delivery of service for the Championship meet.
 - (iii) Be responsible for the creation and distribution of the Annual Meet Package for the Provincial Championship Meet.
 - (iv) ~~Be a member of~~Act as the ~~Appeals Committee for~~Meet Manager at the Provincial Championship Meet.
- b) Modify and standardize meet entries and results within the Society by the provision of specific training programs.
- c) Provide training sessions and manuals for hosting aquatic competitions.
- d) Prepare and present reports to the Board, Executive Committee and sub committees as required.

52. The Director of Diving shall:

- a) Facilitate the promotion of Diving within the Society and British Columbia.
- b) Administer Training clinics for Diving Officials.
- c) Communicate to all diving members within BCSSA rule changes, meet schedules, and any other pertinent information associated with diving.
- d) Assist new members in the establishment of diving teams.
- e) Encourage parents/guardians and interested persons to participate in the running of a meet.

- f) Assume responsibility for the administration of the Diving component of the Provincial Championship Meet and liaise with the Director of Competitions.

~~r. Liaise with Dive BC as deemed necessary.~~

- g) Represent the BCSSA divers' and clubs' best interest on the Board.

53. The Director of ~~Synchro~~Synchronized~~Artistic~~ Swimming shall:

- a) Facilitate the promotion of ~~Synchro~~Synchronized~~Artistic~~ Swimming within the Society and British Columbia.
- b) Administer training clinics for ~~Synchro~~Synchronized~~Artistic~~ Swimming officials and ~~swimmers~~athletes.
- c) Communicate to all ~~Synchro~~Synchronized~~Artistic~~ Swimming members within BCSSA rule changes, meet schedules, and any other pertinent information associated with ~~Synchro~~Synchronized~~Artistic~~ Swimming.
- d) Assist new members in the establishment of ~~Synchro~~Synchronized~~Artistic~~ Swimming teams.
- e) Encourage parents and interested persons to participate in the running of a meet.
- f) Assume responsibility for the administration of the ~~Synchro~~Synchronized~~Artistic~~ Swimming component of the Provincial Championship Meet and liaise with the Director of Competitions.
- g) Liaise with ~~Synchro~~BC ~~Artistic~~ Swimming as deemed necessary.
- h) Represent the BCSSA ~~Synchronized Swimmers'~~athletes' and clubs' best interest on the Board.

54. The Director of Water Polo shall:

- a) Facilitate the promotion of Water Polo within the Society and British Columbia.
- b) Administer Training clinics for Water Polo officials.
- c) Communicate to all Water Polo members within BCSSA rule changes, meet schedules, and any other pertinent information associated with Water Polo.
- d) Assist new members in the establishment of Water Polo teams.
- e) Encourage parents and interested persons to participate in the running of a meet.
- f) Assume responsibility for the administration of the Water Polo component of the Provincial Championship Meet and liaise with the Director of Competitions.
- g) Liaise with ~~BC~~Applicable Water Polo ~~Association~~Associations as deemed necessary.

h) Represent the BCSSA water polo players' and clubs' best interest on the Board.

55. The Coaches' Representative shall:

- a) Represent the BCSSA coaches' position on the Board.
- b) Promote coaching development within the structure of the Society.
- c) Organize and preside over the Provincial Coaches' Annual General Meeting and the Provincial Coaches' Advisory Committee Meetings.
- d) Present and support motions arising from coaches' meetings.
- e) Maintain communication with coaches throughout the year.
- f) Participate as a member of the Annual Coaches' Conference Planning Committee.

56. The Regional Directors shall:

- ~~s. — Work in cooperation with the President and all members of the Board.~~
- a) Attend all Provincial Board of Directors Meetings and provide a Regional report.
- b) Preside at all Regional Executive Meetings.
- c) In cooperation with ~~the~~their Regional ~~Board~~Committee, establish funding requirements for the Region annually.
- d) Liaise with all Club Executives in the region, and the Provincial Board of Directors, ~~and Officials.~~
- e) In cooperation with ~~the~~their Regional ~~Board~~Committee establish meet guidelines and mandates.
- f) Encourage regional support and leadership.
- g) Educate parents/guardians, coaches, and swimmersathletes as to the focus and needs of the membership.
- h) ~~Supervise~~Act as or delegate the role of Meet Manager for the Regional ~~swim meet.~~Championships.
- i) Encourage and promote unity within ~~the region.~~their Region.
- j) Provide leadership through organization and delegation of duties and responsibilities.
- k) In consultation with the editor, provide an article for publication in the newsletter as required.

- l) Participate on subcommittees if required to do so.

PART 8 - SEAL

57. 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.

58. 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-Treasurer.

PART 9 - BORROWING

59. In order to carry out the purpose of the Society the directors may, on behalf of the Society and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

60. No Debenture shall be issued without the sanction of a Special Resolution.

PART 10 - AUDITOR

61. At each annual general meeting the Society may appoint an auditor to hold office until ~~he is~~they are re-appointed, or ~~his~~their successor is appointed at the next annual general meeting.

62. An auditor may be removed by Ordinary Resolution.

63. An auditor shall be informed forthwith in writing of appointment or removal.

64. No Director and no employee of the Society shall be auditor.

65. The auditor may attend general meetings.

66. The Board shall from time to time, determine whether and to what extent, and at what time and places, and under what conditions or regulations the accounts and books of the Society or any of them shall be open to inspection of members not being directors, and no member not being a director shall have any right of inspecting any account or book or document of the Society except as conferred by law or authority of the Board or by resolution of the members whether previous notice thereof has being given or not.

PART 11 - NOTICES TO MEMBERS

67. A notice may be given to a member, either personally or by ~~mail~~email to its registered address.

~~3. 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.~~

68. Notice of a general meeting shall be given to:

- a) Every member shown on the Register of Members on the day notice is given; and
- b) The auditor~~;~~ , should there be one.

PART 12 - BY-LAWS

70. On being admitted to membership, a member is entitled to~~;~~ and the Society shall give ~~him~~them upon request, without charge, a copy of the Constitution and By-laws of the Society.

71. These By-laws shall not be altered or added to except by Special Resolution.

PART 13 – INSPECTION OF RECORDS

72. A member of the society may, without charge, inspect a record the society is required to keep under section 20 (1) of the Act.

73. A member of the Society, without charge, may inspect the portion of a record the Society is required to keep under section 20 (2) (a) or (b) that evidences a disclosure, by a director, described in section 56 (3) (a) or (b) [disclosure of director’s interest] or 62 (3) (a) or (b) [disclosure of senior manager’s interest] of the Act.

74. A director of the Society may, without charge, inspect a record of the Society which is required to keep under section 20 of the Act.

75. A person, other than a member or director, may, if and to the extent permitted by the bylaws, inspect a record the society is required to keep under section 20, other than the register of members.

76. The society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with, the regulations, for an inspection referred to in subsection (4).

77. A society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a person, other than a director, may inspect a record.