



T.K. SPARKS

AQUASONICS ARTISTIC SWIMMING CLUB

CONSTITUTION

1. The name of the society is: Aquasonics Artistic Swimming Club ("Aquasonics" or "AASC")
2. The purposes of the society are:
 - a. To build the artistic swimming community on the basis of sportsmanship and respect
 - b. To foster athletes' growth and wellbeing through ongoing opportunities for improvement, accomplishment, leadership, teamwork, mutual respect and the development of confidence and self-esteem.
 - c. To train, develop and inspire artistic swimmers in their pursuit of excellence to reach their goals both individually and through teamwork
 - d. To provide a range of high-quality programs and opportunities for athletes, coaches and our community

END OF CONSTITUTION

AQUASONICS ARTISTIC SWIMMING CLUB

BYLAWS

PART 1 – INTERPRETATION

1. (1) In these bylaws, except as the context otherwise requires:
 - “**Athlete**” means any person who is registered with the society to participate in a artistic swimming program during the current season;
 - “**Board**” means the Board of Directors of the society as elected or appointed in accordance with these bylaws from time to time;
 - “**Fees**” are the fees that are payable required for participation in the society’s programs;
 - “**Directors**” means the directors of the society from time to time, elected or appointed from among the voting members of the society in accordance with Part 5 of these bylaws;
 - “**Membership Dues**” are the annual fees payable to become a member of the society;
 - “**Officers**” are the president, vice president, vice president-finance, and secretary as elected from the voting members;
 - “**Program Fees**” are fees set by the directors and charged to athletes to participate in artistic swimming programs of the society;
 - “**Registered Address**” of a member, means the member’s address as recorded in the register of members;
 - “**Registered**” means the receipt of a completed annual membership form and payment of Membership Dues;
 - “**Society**” means the Aquasonics Artistic Swimming Club;
 - “**Society Act**” means the society Act of British Columbia and regulations as from time to time in force;
 - “**Special Fees**” are any permanent, temporary, special, general, single or periodic fee, charge or assessment as determined from time to time by the Club;
 - “**Individual Membership**” shall be given to a person who meets the following criteria: a) Is a synchronized Swimmer registered with Aquasonics Artistic Swimming Club b) Is at least 19 years of age c) Participates in the programme of the society
 - “**Friends of the Society Membership**” shall be granted to any person that the Members of the society by two-thirds (2/3) majority vote shall deem worthy by merit or interest. They shall be exempt from fees and shall be entitled to all privileges of the society.

“Family Membership” shall be given to the parents or guardians of a minor child who swims under the jurisdiction of this society, and whose fees are paid. A family membership shall have one vote, unless that family has more than one swimmer registered as a swimmer with Aquasonics, in which case the family shall have one vote per swimmer.

- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2 – MEMBERSHIP

Terms under of which a person may be admitted to the Society

- 1) There shall be the following classes of Membership:
 - a) Individual Membership
 - b) Friends of the Society Membership (known previously as Honorary Membership)
 - c) Family Membership
- 2) The Fees for each class of Member, if any, shall be determined by the Directors. The Directors shall determine when fees, if any, shall be paid
- 3) It is the Duty of each Member in order to remain in good standing with the society and pay all of the fees that are required of the Member.
- 4) Every member must uphold the constitution and comply with these bylaws.
- 5) Membership in the society shall be limited to persons committed to furthering the purposes of the society as set out in the constitution of the society.
- 6) There shall be two classes of members of the society: Voting and non-voting members. Those Members entitled to vote at any meeting of the Members of the Society shall be as follows
 - a. Individual Members
 - b. Family Members who shall be entitled to one vote for each artistic swimmer in the family who participates in the Society Programme.
- 7) Those Members entitled to a vote, shall only be allowed to vote so long as they are in good standing. A Member is not in good standing if the Member has failed to pay his current fees, or any other subscription or debt due and owing by him to the society is not in good standing so long as the debt remains unpaid.
- 8) A person ceases to be a member of the society:
 - o By delivering their resignation in writing to one of the directors of the society by mail or electronic means,

- on their death or in the case of a corporation, on dissolution,
- on being expelled, or
- on having been a member not in good standing with the Society for two consecutive months.
- A member may be expelled by a special resolution of the members passed at a general meeting
- The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion
- The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Fees

- a. Membership dues are determined and set by the directors prior to the start of the season.
- b. Participation in the activities of the society is conditional upon timely payment of Club Membership, Training Dues, Program & Insurance Fees.
- c. Program fees may be payable in lump sum or monthly installments, as determined by the club payment policy.
- d. If any member is delinquent more than one month in the payment of Program Fees, the directors may give the member written notice demanding payment and stipulate a date by which all arrears must be paid.
- e. If any member fails to pay the Club Membership & Training Dues or the insurance fee when due, then the athlete associated with that member shall be automatically suspended from any participation in any activities of the society without the requirement for any notice or demand by the directors and the suspension will remain in effect until all such Fees have been paid in full.
- f. If any member fails to pay additional fees (ie: extra routines, gear, travel or competition registration fees) the directors may, by written notice to the member and to the athlete related or associated with that member, suspend the athlete's participation in any further activities of the society until full payment is made and any other conditions set by the directors.
- g. Where more than one member is related or associated with an athlete, a notice concerning dues or suspension need only be given to any one of those members, but all such members shall be jointly and severally liable for the dues in respect of that athlete.
- h. Where a person ceases to be a member, that person will remain liable to the society for full payment of:
 - all dues which were payable before that person ceased to be a member;
 - all costs for which that person was responsible, even if those costs had not yet become payable but the society had incurred them or was committed to incur them;
 - all costs which the person had agreed to pay, if the society had made a commitment or became liable to pay an amount relying on that person's agreement.

PART 3 – MEETINGS OF MEMBERS

3. General meetings of the society are held at the time and place, in accordance with the Society Act, that the directors decide.
4. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
5. The directors may, when needed, convene an extraordinary general meeting.
6.
 - a. Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice, does not invalidate proceedings of that meeting.
7. Notice of a general meeting may be given personally, by mail, or electronic means to the members at such mail address or electronic address as appears on the records for that member.
8. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting

PART 4 -- PROCEEDINGS AT GENERAL MEETINGS

9. A quorum is 5 members present at a general meeting.
10. Special business is:
 - all business at an extraordinary general meeting except the adoption of rules of order, and
 - all business conducted at an annual general meeting, except the following:
 - 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 directors;
 - vi. the appointment of the auditor, if required;
 - vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

11.
 - a. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 - b. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
12. If within 15 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to be rescheduled.
13. Subject to bylaw 25, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
14. If at a general meeting:
 - there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - the president and all the other directors present are unwilling to act as the chair, the members present must choose a present member to be the chair.
15.
 - a. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - b. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - c. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
16.
 - a. A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
 - b. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
17.
 - a. A member in good standing present at a meeting of members is entitled to one vote.
 - Where more than one voting member is related or associated with an athlete under age 19, each member is permitted to vote at any meeting of the members.
 - Voting is by show of hands or by ballot.
 - Voting by proxy is only permitted for athletes age 19 or older.

PART 5 – DIRECTORS AND OFFICERS

18. The directors may exercise all the powers and do all the acts, and things that the society may exercise and do and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to:
- all laws affecting the society,
 - these bylaws, and
 - rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
 - A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
19. a. The president, vice president, vice president-finance, secretary, and one or more other persons are the directors of the society.
- b. The number of directors must be 3 or a greater number determined from time to time at a general meeting.
31. a. Prior to each Annual General Meeting, the directors shall appoint a Nominations Committee of one or more voting members of the society, who are not standing for election, to accept the nominations.
- b. Nominations for directors shall be submitted in writing to the Nominations Committee not later than ten days prior to the annual general meeting, stating that the nominee consents to such nomination and be signed by two or more Voting Members in good standing.
- c. The Nominations Committee shall publish the names of the nominees to the Voting Members seven days prior to the Annual General Meeting.
- d. Nominations will not be accepted from the floor.
32. a. The directors must retire from office when their successors are elected during the AGM.
- b. Separate elections must be held for the president and vice president-finance positions. The remaining directors shall be elected from the Voting Members of the society and the directors shall select from among those elected one director as vice president, one director as secretary, and one director for each of the other areas of responsibility, as determined from time to time.
- c. An election may be by acclamation; otherwise it must be by ballot. If the number of eligible candidates is equal to or less than the number of directors to be elected, no vote will be required and those nominated will be deemed elected by acclamation
- d. If a successor is not elected, the person previously elected or appointed continues to hold office, unless they resign or the athlete they represent is no longer a part of the Club.

33.
 - a. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 - b. A director so appointed holds office only until the Annual General Meeting, where they are eligible for election.
 - c. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
34.
 - a. The members may, by special resolution, remove a director, before the expiration of their term of office, and may elect a successor to complete the term of office.
 - b. Any director being absent without just cause from three (3) or more consecutive meetings of the directors and who, by a vote of the other directors in attendance at such third or subsequent consecutive meeting, is declared to have neglected his or her duties, shall be deemed to have resigned and shall automatically cease to be a director.
35. The office and authority of a director will terminate:
 - a. at the Annual General Meeting when their successors are elected,
 - b. upon the inception of mental infirmity rendering the director incapable of managing the director's own affairs,
 - c. upon the director's conviction and sentencing to imprisonment for any offence; or
 - d. when the athlete associated with or related to the director ceases to be an active participating swimmer, or when the director ceases, for any other reason, to be eligible for membership in the society.
36. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

PART 6 — PROCEEDINGS OF DIRECTORS

37.
 - a. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - b. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
 - c. The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
 - d. A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.

38. a. The directors may delegate any, but not all, of their powers to committees consisting of any directors as they think fit.
- b. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers at the earliest meeting of the directors held after the act or thing has been done.
39. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
40. The members of a committee may meet and adjourn as they think proper.
41. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
42. 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 e-mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a. a notice of meeting of directors is not required to 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, if a quorum of the directors is present, are valid and effective.
43. c. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- d. In the case of a tie vote, the chair does not have a second or casting vote.
44. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
45. A resolution in writing (electronic is valid), 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

PART 7 — DUTIES OF OFFICERS

46. a. The President shall be the Chief Officer of the Society.
- Unless decided otherwise by the directors, the president or president's representative shall be the contact person when dealing with outside agencies including CAS, FINA or other governing bodies.

47. The Vice-President shall generally assist the President and shall in the event of the absence or disability of the President perform his or her duties and possess his or her authority.
48. The secretary must do the following:
 - a. Conduct the correspondence of the society
 - b. Issue notices of meetings of the society and Directors
 - c. Keep minutes of all meetings of the society and directors
 - d. Have custody of all records and documents of the society except those to be required to be kept by the treasurer.
49. The Treasurer / Vice President-finance must:
 - a. Keep the financial records, including books of account, necessary to comply with the Society Act, and
 - b. Render financial statements to the directors, members and others when required
 - c. Prepare year end financial statement by financial year end of Aug 30 each year
50. The offices of secretary and vice president-finance may be held by one person who is to be known as the vice president-finance/secretary.
51. The total number of directors must not be less than 3 or the greater number that may have been determined under bylaw 30 (2).
52. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

PART 8 — SEAL

53. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
54. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary vice president-finance.

PART 9 — BORROWING

55. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
56. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 10 — NOTICES TO MEMBERS

57. A notice may be given to a member, either personally, by mail, or electronic means to the member at the member's registered address or email address.
58. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle
59.
 - a. Notice of a general meeting must be given to every member shown on the register of members on the day notice is given
 - b. No other person is entitled to receive a notice of a general meeting.

PART 11 — BYLAWS

60. On being admitted to membership, each member is entitled to, and the society must give the members without charge, a copy of the constitution and bylaws of the society.
61. These bylaws must not be altered or added to except by special resolution.
62. Except where a unanimous resolution is required or where a bylaw is declared to be unalterable, these bylaws may be amended only by special resolution of the members.

PART 12 – CODE OF CONDUCT

63.
 - a. The Society shall have a Code of Conduct to govern the conduct of all members, coaches, athletes and all participating parents, guardians and other persons associated with the athletes.
 - b. The Code of Conduct of the society shall be the code of conduct determined or adopted by the directors from time to time as policy of the Society but, in the absence of such determination, shall be the CAS Code of Conduct in effect from time to time.

PART 13 – DISSOLUTION

64. 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 such as the directors may designate and in the amounts they may choose, but subject always to any condition or limitations imposed by the Society Act.
65. If the society has received any funding from the Province of British Columbia on the condition that some or all of the assets of the society be distributed to a particular class or type of organization upon wind up or dissolution, then upon the winding up or dissolution of the society, all or some of the assets, as the case may be, which remain after payment of all costs, charges and expenses properly incurred shall be distributed to one or more such organization to the extent necessary to satisfy the condition.