

Constitution and By-Laws
KAMLOOPS SUNRAYS SYNCHRONIZED SWIM CLUB (KSSSC)
as per British Columbia Society Act

1. The name of the Society is the Kamloops Sunrays Synchronized Swim Club.
2. The purposes of the Society are to:
 - a) Provide athletes with the opportunity for advanced levels of skill development and competition in the sport of synchronized swimming.
 - b) Organize, administer and coordinate appropriate opportunities in the sport of synchronized swimming for selected age groups in the community.
 - c) Obtain and manage the necessary finances, personnel and equipment to operate the association's synchronized swimming programs.

PART 1. INTERPRETATION

- A. 1. In these By-Laws, unless the context otherwise requires,
- a) "Directors" means the directors of the Society for the time being.
 - b) " Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
 - c) "Registered Address" of a member means their address as recorded in the register of members.
 - d) " Term" means the time between the Annual General Meeting and the immediate next Annual General Meeting.
 - e) "Officer term" means the time between the first directors meeting following appointment and the immediate next Annual General Meeting, or, if officers are elected at the Annual General Meeting, "Officer term" has the same meaning as "term".
2. The definitions in the Society Act on the date these By-Laws become effective apply to these By-Laws.
- B. Words importing the singular include the plural and visa versa ; and words importing a male person include a female person.

PART 2. MEMBERSHIP

3. 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 bylaws, and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and on acceptance by the directors and payment of the annual membership fee shall be a member.
5. Every member shall uphold the Constitution and comply with these By-Laws.
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
7. A person shall cease to be a member of the Society:
- a) By delivering their resignation, in writing, to the Secretary of the Society or by mailing it or delivering it to the address of the Society, or
 - b) On their death, or
 - c) On being expelled, or

d) On having been a member not in good standing for 60 consecutive days. The Executive reserves the right to deny permission to train or compete until all fees are paid and up-to-date.

8. A member may be expelled:
 1. By a special resolution of the members passed at a General Meeting.
 2. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 3. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt and owing by them to the Society and they are not in good standing so long as the debt remains unpaid.

PART 3. MEETINGS OF MEMBERS

10. General meetings of the "Society " shall be held at such times and place, in accordance with the Society Act as the Directors decide.
11. Every General Meeting, other than the Annual General Meeting, is an extraordinary General Meeting.
12. The Directors may, whenever they think fit, convene an extraordinary, General Meeting.

General Meetings:

- a) Notice of a General Meeting shall specify the place, the day and the 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
 - c) members entitled to receive notice does not invalidate proceedings at that meeting.
14. The Annual General Meeting shall be held during the month of October in each year, at a place within the Province of British Columbia, and on a day to be fixed by the Board of Directors, from time to time.

PART 4. PROCEEDINGS AT GENERAL MEETINGS

15. Except where the Society Act otherwise provides, or the law otherwise requires, the members may consider and transact any business, either special or general, without any notice thereof at any meeting duly convened.
16. Whenever, under the provisions of these By -Laws, notice is required to be given such notice may be given either personally or by email at such address as appears on the books of the Society

17. A quorum for the transaction of business at any meeting of the members shall consist of five (5) members present in person.
18. If, within thirty (30) minutes of the time appointed for a members meeting, a quorum is not present the meeting shall stand adjourned to the same day in the next week, at the same time and place. and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting the members present constitute a quorum.
19. The President of the Society, the Vice President or in their absence, one of the other directors present shall preside as Chairman of a General Meeting.
20. If at a General Meeting
 - a) There is no President, Vice President, or other Director present within fifteen (15) 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 the members present shall choose one of their number to be chairman.
21.
 - a) A member in good standing present at a meeting of the members is entitled to one vote.
 - b) Voting is by show of hands.
 - c) No proxy votes will be permitted.
22. At all meetings of the Society every question shall be decided by a majority vote of those present. The voting may be by a show of hands or by ballot, if requested.
23.
 1. 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.
 2. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 3. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

PART 5. DIRECTORS AND OFFICERS

24. 1. The directors 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 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:
- a) All laws affecting the Society;
 - b) These bylaws; and
 - c) Rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.
2. No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. 1. The President, Vice President, Secretary, Treasurer and one or more other person
2. The number of directors shall be no less than 3 or a greater number determined from time to time at a general meeting.
26. 1. The directors shall retire from office in alternating 2 year terms. President & Secretary shall be re-elected for a two year term in 2016, where Vice President and Treasurer will be elected with one year terms and then Vice President and Treasurer will be elected for a two year terms effective 2017.
2. Separate elections shall be held for each office to be filled.
3. An election may be by acclamation, or show of hands. No proxy votes will be permitted.
Nominees must be in attendance.
4. If no successor is elected the person previously elected or appointed continues to hold office.
27. 1. The directors may any time and from time to time appoint a member as a director to fill a vacancy in the directors.
2. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
28. 1. If a director resigns his office or otherwise ceased to hold office, the remaining directors shall appoint a member to take the place of the former director.
2. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonable incurred by them while engaged in the affairs of the Society.

PART 6. PROCEEDINGS OF DIRECTORS

31. The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
32. The directors may from time to time fix the quorum necessary for the transaction of business and, unless so fixed, the quorum shall be a majority of the directors then in office.
33. The President shall be Chairman of all meetings of the directors, unless the Directors otherwise decide,
34. A Director may, at any time, or the Secretary, on the request of a Director shall, summon a meeting of the Directors.
35. The Directors may delegate any, but not all of their powers to committee. Such committee shall be named by the Directors and shall consist of persons selected by the Directors.
36. A Committee so formed, in the exercise of the powers so delegated, shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors. Subject to directions of the Directors, the committee shall determine its own procedure. The members, if a committee, may meet and adjourn, as they think proper.
37. 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.

PART 7. BORROWING

45. 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 of 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.
46. No debenture shall be issued without the sanction of a special resolution.
47. The members may, by special resolution, restrict the borrowing powers of the Directors but a restriction so imposed expires at the next Annual General Meeting.

PART 8. AUDITOR

48. This part applies only where the Society is required or has resolved to have an auditor.
49. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
50. At each Annual General Meeting the Society shall appoint an auditor to hold office until his re-election or his successor is elected at the next Annual General Meeting.
51. An auditor may be removed by ordinary resolution.
52. An auditor shall be informed forthwith in writing of appointment or removal.
53. No Director and no employee of the Society shall be the auditor.
54. The auditor may attend General Meetings.

PART 9. NOTICES TO MEMBERS

55. A notice may be given to a member, either personally or by email at such address as appears on the books of the Society.
56.
 1. 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, if part 9 applies
 2. No other person is entitled to receive a notice of a General Meeting

PART 10. BY-LAWS

57. On being admitted to membership, each member is entitled to and the Society shall give, without charge a copy of the constitution and bylaws of the Society, upon request.
58. These By-laws shall not be altered added to except by a special resolution.
59. The purposes of the Society shall be carried out without purpose of gain for it's members and any profits or other accretions to the Society shall be used for promoting its purposes.
60.
 4. In the event of the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of the debts and liabilities, shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the Society at the time of dissolution provided that such organization or organizations shall be a registered charity, recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. If effect cannot be given to the aforesaid provisions then such funds shall be given or transferred to a suitable level of local government.
61.
 5. Paragraphs 59,60, and 61 of this Constitution are unalterable in accordance with the Society Act.