

**FORM 3
SOCIETY ACT
CONSTITUTION**

1. The name of the Society is "THE BRITISH COLUMBIA SWIM OFFICIALS ASSOCIATION".
2. The purposes of the Society are:
 - (a) To provide leadership and education of technical officials in the field competitive swimming;
 - (b) To foster co-operation between officials, coaches, laymen, support groups and sponsoring organizations associated with the sport of competitive swimming;
 - (c) To provide guidance, advice, direction and support to Swimming Natation Canada, ;Swim BC, its Board of Directors and staff in all matters relating to technical officials of competitive swimming;
 - (d) In cooperation with Swim B.C., to develop standardized officials training programs for Swim BC so that all volunteers have an opportunity to develop and officiate under optimum circumstances and environments;
 - (e) To encourage and promote professionalism among competitive swimming officials, and to provide the opportunity to train on behalf of SNC, those volunteers desirous to gain further knowledge as technical officials;
 - (f) To promote and conduct organized clinics and seminars, where officials may exchange ideas on training methods, technique, skills and program development;
 - (g) To ensure the laws and regulations as laid out in the FINA Handbook, SNC "Swimming Rules", Swim BC "Swim Guide" and the Swim BC Technical Manual are carried out;
 - (h) To support Swim BC and it's strategic plan;
 - (i) To provide qualified technical officials for the purpose of ensuring fair play and equitable opportunities for all swimmers engaged in competition at SNC sanctioned swim meets in British Columbia;

SOCIETY ACT

BY-LAWS OF THE BRITISH COLUMBIA SWIM OFFICIALS ASSOCIATION

PART I -INTERPRETATION

1. (1) In these By-laws, unless the context otherwise requires:
 - (a) "SNC" means the Swimming/Natation Canada;
 - (b) Swim BC means the British Columbia Section of Swimming/Natation Canada;
 - (c) "Directors" means the Directors of the Society ;
 - (d) "member" means active or associate member of the Society;
 - (e) "Official" and "Technical Official" means a person duly trained by the agents of SNC to uphold and enforce the regulations pertaining to competitive swimming in Canada;
 - (f) "Society" means THE BRITISH COLUMBIA SWIM OFFICIALS ASSOCIATION;
 - (g) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (h) "special resolution" means a resolution passed by a majority of seventy-five (75%) per cent of such members as are present in person and entitled to vote.
- (2) The definitions in the Society Act on the date these By-laws become effective apply to the by-laws.
2. Words imparting the singular include the plural and vice versa' and words imparting the male gender include the female gender.

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, and remain in good standing, all in accordance with these By-laws and, in either case have not ceased to be members
4. Any qualified person interested in the objects of the Society may become a member upon complying

with the provisions of the By-laws of the Society and upon payment of the appropriate fee.

5. There shall be two classes of members, as follows:

(a) Active: shall be those members who:

(i) are actively officiating in British Columbia with Swim B.C. on the date their annual membership fee in the Society is paid; and;

(ii) have a minimum of S.N.C. Officials Certification Level 1 Swimming Official certification. They shall be entitled to vote.

(b) Associate: shall be those non-voting members who are interested in swim officiating and the objects of the Society but who do not qualify for active membership,

6. The amount of the first annual membership fees shall be \$10.00 for active members and \$10.00 for associate members. Subsequent annual membership fees shall be determined by the annual general meeting of the society. Annual membership fees shall be non-refundable.

7. Save as herein otherwise specifically provided, the formalities of application for membership, the amounts of fees, dues and assessments for respective classes of members, the time for payment of fees, dues and assessments, and the privileges from time to time incidental to membership of various classes will, from time to time, be determined by the Directors,

8. Subject to By-law 6, the refund of any fees, dues and assessments or other revenues collected from members shall be in the sole and absolute discretion of the Directors,.

9. Every member shall uphold the Constitution and comply with these By-laws.

10. A person shall cease to be a member of the Society;

(a) by delivering his resignation in writing to the Secretary of the society or by mailing or delivering it to the address of the society;

(b) on his death;

(c) on being expelled; or,

(d) on having been a member not in good standing for four (4) consecutive months.

11. A member who has been suspended or who has failed to pay his current annual membership fee or any other dues, assessments or debt due and owing by him to the society within thirty (30) days of the date when due is not in good standing, and he shall remain not in good standing as long as he is under suspension or the debt remains unpaid.

12. A member may be suspended or expelled by a simple majority vote of the directors or conduct detrimental to the Society, which conduct shall include but not be limited to conduct which is contrary to the Constitution, By-laws, Code of Ethics, Standards of Conduct, or Standing Rules of the Society.

13. (1) A complaint that a member has engaged in conduct detrimental to the society shall be made in writing to the Directors.

(2) The Directors shall refer the complaint to the Discipline Committee for investigation and Inquiry. The Discipline Committee shall make a report to the Directors of its findings and a recommendation regarding the discipline, if any, to be imposed. No finding or recommendation shall be made by the Discipline Committee until the member who is the subject of the proposed discipline has been notified by the Discipline Committee in writing of the misconduct alleged, and the facts and circumstances which are alleged to constitute the misconduct, and the member has been afforded an opportunity to be heard by the Discipline Committee.

(3) The written notice to the member referred to in subsection (2) shall be served on the member personally or by registered mail to the member's last known address not less than fourteen (14) days before the date set for the commencement of the Discipline Committee hearing, unless the member consents in writing to a shorter period. The notice to the member shall include the date, time and place of the hearing.

(4) If the Discipline Committee recommends the expulsion of a member, or if a motion is otherwise made by a Director that a member be expelled, the member concerned shall be granted an opportunity to make

final submissions to the Directors prior to the Directors voting on the motion to expel.

PART 3 MEETINGS OF MEMBERS

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

15. (1) A minimum of fourteen (14) days written notice of a general meeting shall be given to voting members in good standing of the Society.

(2) All the members of the Society entitled to attend and vote at a general meeting may, by unanimous consent in writing given before, during or after the meeting, waive or reduce the period of notice of such meeting and an entry in the minute book of such waiver or reduction shall be sufficient evidence of the due convening of the meeting.

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

17. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

(2) 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 at that meeting.

18. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that a general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

19. 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 election of Directors;

(v) the report of the auditor, if any;

(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 Directors issued with the notice convening the meeting.

20.(1) No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is ten (10%) per cent of the members entitled to vote provided that the number shall be not less than three (3) persons.

21. If within 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 case it shall stand adjourned to the next appropriate date determined by the Directors, provided always that the date selected complies with the requirements of By-Law 18. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

22. Subject to By-law 23, the President of the Society, or, in his absence, the Vice-President or in the absence of both, one of the other Directors present, shall preside as the Chair of a general meeting.

23. If, at a general meeting:

(a) there is no President, Vice-President or other Director present within 15 minutes after the time ap-

pointed for holding the meeting; or

(b) the President and all the other Directors present are unwilling to act as the Chair, the members present shall choose one of their number to be the Chair.

24. (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 business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Notice shall not be required for an adjournment of less than 10 days.

25. (1) No resolution proposed at a meeting need be seconded and the Chair of a meeting may move or propose a resolution.

(2) In case of an equality of votes the Chair shall not have a casting or second vote in addition to the vote to which he is entitled as a member and the proposed resolution shall not pass.

26. (1) On a show of hands or on a ballot every active member present and in good standing shall have one vote.

(2) A member that is not in good standing shall not be entitled to vote at any general meeting.

(3) In the case of a vote by show of hands, the declaration of the Chair of the meeting shall be deemed to determine the result, unless five (5) or more members entitled to vote before or on the declaration of the result demand a poll, then a poll shall be taken forthwith.

PART 5 - DIRECTORS AND OFFICERS

27. The Directors shall manage, or supervise the management of, the affairs and business of the Society.

28. (1) The Directors may exercise all the powers and do all acts and things that the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to

(a) all laws affecting the Society;

(b) these By-laws; and

(c) rules, not being inconsistent with these By-laws, which are made from time to time by the society in general meeting.

(2) The number of directors shall be eight (8), but may be determined by the membership from time to time in general meeting provided that the number shall never be less than five (5).

(3) First Directors of the Society may appoint a member as a director to hold office until the first annual general meeting of the Society, provided that the total number of the directors of the Society shall not exceed eight (8).

30. (1) The Society's membership of each Provincial Region as defined by Swim BC shall nominate and elect one (1) Director (Lower Mainland Region shall elect three (3)) provided the term of office shall not extend beyond two years of the date of the annual general meeting in which he was elected. A Director must have a minimum ranking that of a Level III.

(2) Directors shall retire from office at the expiration of the term of office to which they were elected, unless reelected at the subsequent meeting, when their successor shall be elected.

(3) An election may be by acclamation, otherwise it shall be by ballot.

(4) If no successor is elected the person previously elected or appointed continues to hold office.

31. The Directors shall from time to time elect from their number a President, Vice-President, Secretary and Treasurer and such other officers, if any, as the Directors shall determine and the Directors may, at any time, terminate any such appointment by majority vote. The President shall represent the BC SOA on the Swim BC Board of Directors.

32. (1) The Directors may at any time and from time to time appoint an active 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 annual general meeting of the

Society, but is eligible for re-election at the meeting.

33. (1) If an officer resigns his position or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former officer.

(2) No act or proceedings of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

34. The members may by special resolution remove a Director before the expiration of his term of office, and may appoint a successor to complete the term of office.

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

PART 6 - PROCEEDINGS OF DIRECTORS

36. (1) The Directors may meet together at the places they deem fit to dispatch business, and adjourn or otherwise regulate their meetings and proceedings as they see fit.

(2) The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office

(3) The President shall be the Chair of all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice-President shall act as the Chair; but if neither is present the Directors present may choose one of their number to Chair the meeting.

(4) Any Director may request a meeting of the Directors. The Secretary shall convene the meeting on proper and reasonable notice regarding the time and place of the meeting.

37. (1) The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors as they deem fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act and thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

(3) Any decision or resolution of any Committee may be overturned by a majority vote of the Directors.

(4) The Directors shall appoint a Discipline Committee consisting of not less than three persons, at least one of which shall be a Director and at least one of which shall be an active member that is not a Director, to investigate and inquire into complaints of misconduct or conduct detrimental to the Society by a member, pursuant to By-law 13.

38. 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 15 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee, and if no Directors are present the other members of the committee, shall choose one of their number to be Chair of the meeting.

39. The members of a committee may meet and adjourn as they deem fit or as required by the Directors.

40. (1) Questions arising at a meeting of the Directors or a committee shall be decided by a majority of votes.

(2) In case of an equality of votes the Chair shall not have a second vote and the subject motion or resolution shall be defeated.

41. No resolution proposed at a meeting of Directors or a committee need be seconded and the Chair of a meeting may move or propose a resolution.

42. 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.

43. 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.

44. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, by letter, telex or telefax, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) no notice of meeting of Directors shall be sent to that director; and

(b) any and all meetings of the Directors, notice of which has not been given to that director shall, if a quorum of the Directors is present, be valid and effective.

PART 7 - DUTIES OF OFFICERS

45. (1) The President shall preside at all meetings of the Society and of the Directors.

(2) The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.

46. The Vice-President shall assist the President and carry out the duties of the President during his absence.

47. The Secretary shall:

(a) conduct the correspondence of the Society on behalf of the President if and when requested.

(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 required to be kept by the Treasurer.

(e) have custody of the common seal of the Society; and

(f) maintain the register of members.

48. The Treasurer shall:

(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.

49. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

50. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at that meeting.

PART 8 - SEAL

51. The Directors may provide a common seal for the Society.

52. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

PART 9 - FUNDS

53. All fees, dues and other monies shall be received in the name of and on behalf of THE BRITISH COLUMBIA SWIM OFFICIALS ASSOCIATION and shall be deposited forthwith by the Treasurer in a chartered bank, credit union or trust company to the credit of the Society. Signing authority shall be given only too the President, Treasurer and if either one is unavailable, the Secretary. Cheques must be signed by two of the aforementioned

PART 10 - BORROWING

54. 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 the foregoing, by the issue of debentures.

55. No debenture shall be issued with the sanction of a special resolution.

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 11 - AUDITOR

57. This part applies only where the Society is required or has resolved to have an auditor.
58. At each annual general meeting the Society shall appoint an auditor to hold office until the next annual general meeting.
59. An auditor may be removed by ordinary resolution.
60. No Director and no employee of the Society shall be the auditor.
61. The auditor may attend general meetings.

PART 12 - NOTICES TO MEMBERS

62. A notice may be given to a member either personally or by mail to him at his last known address.
63. 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 the notice was properly addressed and either put in a Canada Post receptacle or provided to an alternate courier service or telefaxed to the last known number of the member..
64. (1) Notice of general meeting shall be given to:
(a) every active member in good standing shown on the register of members on the day notice is given; and
(b) the auditor, if Part 11 applies.
(2) No other person is entitled to receive notice of a general meeting.

PART 13 - INSPECTION OF RECORDS

65. All books and records of the Society may be inspected by any member in good standing at such time and place as the Directors may designate, but within one week of a written request.

PART 14 - STANDING RULES

66. The Directors may establish, amend and rescind Standing Rules to attain the purposes and objectives of the Society and for the conduct of all business of the Society that is not inconsistent with the By-laws of the Society or the Society's Act. The Directors shall take such measures as may be required for the enforcement of any such Standing Rules.

PART 15 - BY-LAWS

67. The Society shall provide a member, at his request, with a copy of the Constitution and By-laws, free of charge or, if so resolved by the Directors, upon payment to the Society of a sum not exceeding the maximum amount permitted by the Society Act.
68. These By-laws shall not be altered or added to except by special resolution.
69. Roberts Rules of Order shall be the authority on matter of procedure not specifically covered by the By-Laws of the Society.

WITNESS(ES) APPLICANTS FOR INCORPORATION;

Signature BETTY HELEN CANSDALE

RR #1 Site 3 C7

Summerland, B.C. V0H 1Z0

WITNESS(ES); APPLICANTS FOR INCORPORATION;

Signature: GRAEME MORRIS LINDSAY

7556 St. Mary Cres.

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Signature: DONALD HENRY SEIDEL

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Signature: MARGARET DRYNAN DURWARD

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APPLICANTS FOR INCORPORATION;

Signature: ANNETTE JEAN STANTON

2632 Bronte Drive
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Signature: BEVERLY ANN SPARKS

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Signature: PAUL DESMOND JENKINS

1603 Beaconsfield Cres
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DATED at Comox, British Columbia, this day of , 1995

