



**MASTERS SWIMMING ASSOCIATION
Of BRITISH COLUMBIA (MSABC)
CONSTITUTION and BY-LAWS**

Approved at AGM on April 23, 2016

CONSTITUTION

The name of the Society is the Masters Swimming Association of British Columbia.

MSABC Purpose

The purposes of the Masters Swimming Association of British Columbia are:

- to promote fun, friendship, fitness, health, fellowship and participation among adult swimmers
- to give guidance and leadership in the direction, development and execution of programs for non-competitive and competitive adult swimmers in British Columbia
- to encourage the development and use of facilities for swimming, in general, and for masters swimming, in particular

Mission Statement

MSABC members, stakeholders and affiliates' mission is to provide a safe environment of excellence that supports BC participants 18 years of age or older in swimming with their fitness and/or competition goals and at all age levels and abilities.

CONSTITUTION, PURPOSE AND MISSION

BY-LAWS

ARTICLE 1: DEFINITIONS AND INTERPRETATION	2
ARTICLE 2: AFFILIATIONS and MEMBERSHIP	3
ARTICLE 3: MEETINGS OF MEMBERS	3
ARTICLE 4: GOVERNANCE OF GENERAL MEETINGS.....	4
ARTICLE 5: GOVERNANCE OF DIRECTORS AND COMMITTEES	6
ARTICLE 6: PROCEEDINGS OF DIRECTORS AND COMMITTEES	8
ARTICLE 7: DUTIES OF DIRECTORS AND COMMITTEES	9
ARTICLE 8: FINANCE AND MANAGEMENT	10
ARTICLE 9: AUDITOR	10
ARTICLE 10: NOTICE TO MEMBERS	11
ARTICLE 11: BY-LAWS	11
ARTICLE 12: DISSOLUTION	12
ARTICLE 13: INDEMNIFICATION	12
ARTICLE 14: ADOPTION OF THESE BY-LAWS	12

BY-LAWS

ARTICLE 1 —DEFINITIONS AND INTERPRETATION

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

- (a) “Address of the Society” means the address of the current Secretary as shown on the most recent Notice of Addresses with the Society and as filed with the Registrar of Companies;
- (b) “AGM.” means the Annual General Meeting of the Members
- (c) “Auditor(s)” means the individual or individuals appointed by the members at the Annual General Meeting to audit the books, accounts and records of Organization for a report to MSABC members at next AGM.
- (d) “Board” refers to the Directors of the Society, collectively;
- (e) “Board Meeting” means Meetings of the Board and Special Board Meetings;
- (f) “By-Laws” means this by-law including the preamble and table of contents thereto, and as amended from time to time.
- (g) “Club” means an organization which includes one or more members and which is registered with the Society as a club;
- (h) “Directors” means an individual elected to serve on the Board pursuant to this By-Law;
- (i) “Member” means an individual who is member of the Society pursuant to Bylaw 3;
- (j) “Members Meeting” means the AGM and special meetings of MSABC;
- (k) “Official Club Contact” means a member appointed by a Club who is authorized to receive notices and correspondence from the Society on behalf of all members in that Club;
- (l) “Ordinary resolution” means a resolution passed in a general meeting by a simple majority of the votes cast in person;
- (m) “Registrant” is the individual who is duly registered as a member with MSABC;
- (n) “Society” means the Masters Swimming Association of British Columbia;
- (o) “Society Act” means the Society Act of the Province of British Columbia in force and all amendments to it;
- (p) “Special Meeting” means a meeting specially called to discuss a particular item of some importance to MSABC. A Special Meeting may be called by the Secretary, by a majority vote of the Board upon written notice to the Secretary or by the written request to the Secretary of not less than twenty-five members of MSABC;
- (q) “Special resolution” means a resolution passed in a general meeting by a majority of not less than 2/3 of the votes cast in person, of which not less than fourteen (14) days’ notice specifying the intention to propose the resolution as a special resolution has been given.

NOTE: All the definitions noted in the BC Society Act on the date these Bylaws are effective with MSABC AGM members will applied to these Bylaws.

ARTICLE 2 —AFFILIATIONS AND MEMBERS

2.1 AFFILIATIONS: The Society may affiliate with provincial, national and international swimming organizations.

2.2 MEMBERS:

- (a) 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. Members must be a minimum age of 18 years old.
- (b) Application for membership shall be made to the Registrar at such time and place, in such form, and subject to such conditions as the Board may determine.
- (c) The applicant shall become a member upon acceptance and registration.
- (d) All membership dues and fees shall be determined at the annual general meeting of the Society. Membership dues and fees may include, without limitation, annual membership dues, competitive surcharges and late payment penalties.
- (e) Every member shall uphold the Constitution and comply with these Bylaws.
- (f) All members are in good standing except a member who has failed to pay any subscription or debt due and owing by the member to the Society and the member is not in good standing so long as the debt remains unpaid.

2.3 TERMINATION and WITHDRAWAL

- (a) A person shall cease to be a member of the Society by delivering a written resignation to a Director of the Society or by mailing or delivering a written resignation to the address of the Society or the Society to the member with no refund of fees paid;
- (b) upon death; or
- (c) on being expelled for cause or failure to comply with By-Laws, policies and procedures; or
- (d) on having been a member not in good standing for sixty (60) days for failing to pay membership fees or being a lapsed member. This suspension clause allows the board to act quickly, and not wait for a general meeting; the Board may discontinue membership for just cause such as nonpayment or unbecoming conduct.
- (e) A member may be expelled by special resolution.
- (f) The person who is the subject of the proposed resolution for expulsion shall be given notice of the proposed resolution before any notice is given to members.
- (g) The notice of the proposed resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (h) 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 resolution is put to vote.

ARTICLE 3 — MEETINGS OF MEMBERS

3.1 Board shall decide the time and place of general meetings in accordance with Society Act.

3.2 Subject to Bylaw 3.6, annual general meetings of the Society shall be held in conjunction with annual Provincial Masters Swimming Championships.

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

3.4 The Board may convene an extraordinary general meeting.

3.5 Notice of a general meeting shall:

(a) specify the place, day and hour of meeting, the agenda and the general nature of any special business, and shall include any resolution proposed to be made by a member at the general meeting if the notice of the proposed resolution is given to the address of the Society at least sixty (60) days prior to the meeting date.

(b) be given directly to clubs who in turn can email their members at their registered addresses if appropriate; MSABC will post notice of the general meeting on the website at least fourteen (14) days prior to the meeting date.

(c) accept the accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at that meeting.

3.6 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation, and after that an annual general meeting shall 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.

ARTICLE 4 — GOVERNANCE OF GENERAL MEETINGS

The Society adopts as its parliamentary authority Robert's Rules of Order where they are not inconsistent with these Bylaws, any special rules of order or the Society Act.

4.1 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) report on the audit and appointment of auditor(s) for the yearly audit review;

(iii) the consideration of the financial statements, Vancouver Foundation Contributions and Disbursements and insurance certificates;

(iv) the reports of the Directors;

(v) the election of Directors

(vi) the other business that, under these Bylaws, 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;

4.2 A quorum is twenty-five (25) members present or a greater number that the members may determine at a general meeting.

(a) No business, other than the election of a chairperson of the meeting and the adjournment or termination of the meeting, shall 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(c) 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 case it shall be adjourned to a date not later than sixty (60) days after the date originally appointed for the general meeting, and at the time and place as the Board may determine. If, at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.

(d) AGM AGENDA generally goes as follows after there is a Quorum Declaration of 25 people:

- Adoption of Rules of Order
- Adoption of Agenda
- Adoption of Minutes from previous AGM
- Board Introductions
- Competition Report
 - Pool and Open Water
- Insurance Certificates
- Directors' Reports

New Business

- Appointment of Auditor(s)
- Items from the floor
- Elections
- Adjournment

4.3 The President, the Vice-President or, in the absence of both, one of the other Directors present, shall preside as chairperson of a general meeting.

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 chair the meeting, then the members present shall choose one of their members to chair the meeting.

4.4 In the absence of the Secretary from a general meeting, the Board shall appoint another person to act as secretary at the meeting.

4.5 (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) When 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 Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.6 (a) Only members in good standing may participate and vote in deliberations.

(b) All resolutions proposed at a general meeting must be seconded.

(c) A member in good standing present at a general meeting is entitled to one vote per member with no proxies.

(d) The chairperson of a general meeting shall have no vote other than a deciding vote.

4.7 Voting shall be by show of hands and the majority of votes will decide each issue unless otherwise requested by a member; results are determined by the members present. A scrutineer will be appointed if needed for a ballot vote.

4.8 Motions must be received in writing by the Secretary not less than 10 days prior to the date of the meeting the motion is being presented. Motions will be circulated in writing to all members present at the meeting. No other motions are eligible without a full 2/3 of the votes of members' present agreeing to it. Voting by proxy is not permitted.

ARTICLE 5 — GOVERNANCE of DIRECTORS and COMMITTEES

5.1 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 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.

5.2 No rule, made by the Society in general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.

5.3 A Director must be a member in good standing and currently up to date with fees.

5.4 The minimum number of Directors shall be six (6), and the maximum number of Directors shall be ten (10) or such greater number as the annual general meeting may decide by special resolution.

5.5 The President, Vice-President, Treasurer, Secretary shall be the Executive Directors of the Society.

5.6 The immediate Past President shall serve as a Director for one (1) year.

5.7 (a) Other than the immediate Past President, Directors (including Directors at large) shall be elected at the annual general meeting for a term expiring at the conclusion of the annual general meeting two (2) years following the election.

(b) The President, Vice-President, Treasurer and Secretary shall not be eligible for re-election to the same office held for the previous two (2) terms.

(c) At least three (3) Directors, including Directors at large, shall be elected at each annual general meeting. Prior to each annual general meeting, the Nominating Committee should review the terms of all Board members to ensure the recommended slate permits the election of three (3) Board members in the following year.

(d) Separate elections shall be held for each office to be filled.

(e) An election may be by acclamation; otherwise it shall be by show of hands.

(f) If no successor is elected, the person previously elected or appointed may continue to hold office for the next term or until there is a replacement approved by the Board.

5.8. (a) The Board may at any time and from time to time appoint a member as a Director to fill a vacancy on the Board.

(b) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society.

5.9 The members may by special resolution remove a Director before the expiration of the Director's term of office, and may elect a successor to complete the term of office.

5.10 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 while engaged in the affairs of the Society, with prior authorization of the Board. Actions are done with no gain for member and are to be carried on without the purpose of gain for its members and any profits or other accretions which shall be used or set aside for future use in promoting its own objectives.

5.11 The Board shall appoint a nominating committee in each year, and may appoint any other committee or committees it deems advisable.

ARTICLE 6 — PROCEEDINGS OF DIRECTORS AND COMMITTEES

6.1 (a) The Board may meet at the times and places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(b) The President shall chair all meetings of the Board, but if at a meeting the President is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Vice-President shall chair the meeting, but if neither is present the Directors present may choose one of their members to chair the meeting.

(c) In the absence of the Secretary from a meeting of the Board, the Board shall appoint another Director to act as secretary at the meeting.

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

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

(f) By-Laws must be changed by majority vote at an AGM where there is a quorum present.

6.2 For a first meeting of the Board 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 Board at which a Director is appointed to fill a vacancy in the Board, 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.

6.3. At a Board meeting or committee meeting:

(a) no resolution proposed need be seconded;

(b) the chairperson may move or propose a resolution and may participate in deliberations;

(c) questions shall be decided by a majority of votes;

(d) the chairperson shall have no vote other than a deciding vote.

(e) A resolution in writing and signed or given as electronic approval by Directors and placed with MSABC minutes is as valid and effective as if regularly passed at a meeting of Directors.

6.4 Members may attend, but aren't entitled to receive notice of or vote at any Board meeting.

6.5 (a) The Board may delegate any, but not all, of its powers to committees, which shall be accountable to the Board through a designated Director.

(b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board, or otherwise as directed by the Board.

6.6 A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the committee members present shall choose one of their number to chair the meeting.

6.7 The members of a committee may meet and adjourn as they think proper.

ARTICLE 7 — DUTIES OF DIRECTORS AND COMMITTEES

7.1 The Board shall, among other things, evaluate and recommend programs and services annually. A Director or member of a committee who has an interest or who may be perceived as having a conflict of interest, in a proposed contract or transaction with MSABC, shall declare their interest(s) and refrain from voting or speaking in debate on such contract or transaction or influencing the decision and shall otherwise comply with requirements of the *Act* regarding conflict of interest.

7.2 The President shall:

- (a) preside at all meetings of the Society and of the Directors;
- (b) be the chief executive officer of the Society and shall supervise the Directors in the execution of their duties;
- (c) be a member of committees as designated by the Board, and shall be ex officio a member of all other committees except the Nominating Committee; and
- (d) execute such other duties as the Board may direct.

7.3 The Vice-President shall:

- (a) carry out the duties of the President in the absence of the President; and
- (b) execute such other duties as the Board may direct.

7.4 The Secretary shall:

- (a) maintain a repository of all external communications of the Directors;
- (b) issue notices of meetings of the Society and the Board;
- (c) keep minutes of all meetings of the Society and the Board;
- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer or the Registrar;
- (e) make all filings required by the Society Act; and
- (f) execute such other duties as the Board may direct.

7.5 The Treasurer shall:

- (a) keep and maintain records of assets, liabilities, revenues and expenditures, including books of account necessary to comply with the Society Act; and
- (b) render financial statements and information to the Directors, members and others as and when required; and
- (c) execute such other duties as the Board may direct.

7.6 The Registrar shall:

- (a) maintain the register of members as required by the Society Act;
- (b) maintain a register of Clubs, including Official Club Contacts and Coaches;
- (c) process membership and club registration applications;
- (d) provide membership and other lists as the Board may direct; and
- (e) execute such other duties as the Board may direct.

7.7 The Director of Communications coordinates BLOG and web site and shall:

- (a) keep the Society's BLOG and web site updated;
- (b) keep and maintain a repository of all articles and information posted; and
- (c) execute such other duties as the Board may direct.

7.8 The Past President shall:

- (a) smooth the transition of duties from the Past President to the President; and
- (b) execute such other duties as the Board may direct.

7.9 Directors at Large shall execute such duties as a general meeting or the Board may direct.

7.10 The Board may prescribe standing rules and regulations not inconsistent with these By-laws relating to the management and operation of the Society.

ARTICLE 8 — FINANCE AND MANAGEMENT

8.1 Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by:

- (a) the President together with the Vice-President, Secretary or Treasurer; or
- (b) the Vice-President, together with the Secretary or Treasurer; or
- (c) such Director or Directors as the Board may authorize.

8.2 The Board shall maintain bank and investment accounts necessary for the conduct of the business of the Society and shall ensure that these accounts require the signature of two Directors in order to withdraw funds.

8.3 In order to carry out the purposes of the Society the Board 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.

8.4 The members may by special resolution restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

ARTICLE 9 — AUDITOR

9.1 The Society shall have auditors.

9.2 No Director or employee of the Society shall be an auditor.

9.3 The auditors shall be appointed by the Board and they can be paid or volunteers. In the case of volunteer auditors, there shall be at least two people appointed. This team shall review financial statements, provide a written statements regarding their agreement or not with the financial statements, and provide a report highlighting questionable expenditures if required.

9.4 At each annual general meeting, the Society shall appoint auditors to hold office until the close of the next annual general meeting.

9.5 Auditors may be removed by ordinary resolution.

9.6 Auditors shall be promptly informed in writing of appointment or removal.

9.7 The auditor may attend a general meeting, and shall be given every notice and other communication relating to the meeting that a member is entitled to receive.

9.8 Board shall request the auditors to attend the AGM at Society's expense.

9.9 The remuneration if needed for an auditor, shall be fixed by ordinary resolution or, if the Society so resolves, by the Board.

ARTICLE 10 — NOTICES TO MEMBERS

10.1 Notice is considered to be given to a member using either mail to the member's registered address or by email or on the MSABC website as appropriate.

10.2 A notice sent by mail shall be deemed to have been given on the seventh day following that on which the notice is posted.

10.3 Notice of a general meeting is targeted to be given to:

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor or audit reviewers.

10.4 The Society has no obligation to provide a notice of general meeting to any other person.

ARTICLE 11 — BY-LAWS

11.1 Upon payment of the annual registration fee for the first time, each Club is entitled to receive, without charge, a copy of the Constitution and Bylaws of the Society.

11.2 Upon revision of the Constitution or these Bylaws following the procedures stated herein, each Club shall receive, without charge, a written copy of the revised Constitution and Bylaws of the Society; otherwise a member is entitled to download a copy of By-Laws at their cost by going to the MSABC web site.

11.2 These Bylaws shall not be changed except by special resolution, which resolution will be effective on the date of its acceptance by the Registrar of Companies as being in compliance with the Society Act or, where the resolution is accepted by the Registrar of Companies and a later date is specified in the resolution, on that later date. Date of notice will be the date on which receipt of the notice is either hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of a notice that is provided by mail, ten (10) days after the date the mail is post-marked.

11.3 Error in Notice – The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE 12: DISSOLUTION

12.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

ARTICLE 13: INDEMNIFICATION

13.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

13.2 Will Not Indemnify - The Society will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

13.3 Society Insurance will, at all times, maintain in force such directors’ and officers’ liability insurance as may be approved by the Board.

ARTICLE 14: ADOPTION OF THESE BY-LAWS

The MSABC Board of Directors endorsed the above By-laws in principle at a Board meeting held in Victoria, B.C. on April 3, 2016 and confirmed final copy via email on April 6, 2016.

14.1 Ratification: These By-laws have been ratified by a 2/3 (two-thirds) affirmative vote of the Members of MSABC who are entitled to vote at an AGM meeting of Members duly called and held on April 23, 2016.

14.2 Repeal of Prior By-laws: In ratifying these By-laws, the Members of MSABC repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

President’s Signature

Date

Vice- President’s Signature

Date