

**Society Act**  
**CONSTITUTION**

**1. The name of the Society is:**

VANCOUVER LIFEGUARD ASSOCIATION

**2. The purposes of the Society are:**

- i. To promote Lifeguarding and Lifesaving to the community.
- ii. To raise public awareness of the needs and concerns of safe activities and behavior in and around waterfront and aquatic environments.
- iii. To provide Lifeguard services to Vancouver's public pools and beaches.
- iv. To provide Lifeguard training and education.
- v. To save lives by offering certified lifeguard training techniques to the public.
- vi. To promote water safety through public education.
- vii. To promote safe water activities.
- viii. To provide lifeguard services and support to major public events taking place on the City's public beaches.
- ix. To promote and support Lifeguard competitions and aquatic events as a means of improving skills and abilities.

**3. Dissolution:**

Upon dissolution or winding-up, all funds and assets of whatever nature or kind remaining after the payment of all just debts and liabilities of the Society shall be paid and delivered to a duly recognized Canadian charitable organization having purposes which are, in whole or in part, similar to those of the Society. This provision is unalterable.

## BY-LAWS

### ARTICLE I – Interpretation

In these by-laws:

- 1.1 “association” means the VANCOUVER LIFEGUARD ASSOCIATION;
- 1.2 “directors” means the directors of the association;
- 1.3 “*Society Act*” means the Society Act of the Province of British Columbia, including amendments to it from time to time;
- 1.4 “general meeting” means the annual general meeting, or extraordinary general meeting, as the case may be;
- 1.5 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws;
- 1.6 Words importing the singular include the plural and vice versa, and words importing the masculine include the feminine and vice versa.

### ARTICLE II – Membership

- 2.1 Any person, family, corporation or group, who desires to further the purposes of the association, may apply to the directors for membership in the association and on acceptance by the directors is a member.
- 2.2 There shall be the following classes of member, each having one vote:
  - i) an individual person, called an individual member;
  - ii) a family, which may include all members of a family, called a family member;
  - iii) a corporation, which may be any company duly registered under the laws of British Columbia or Canada, called a corporate member; and
  - iv) a group, which may be any group, incorporated or unincorporated, approved by the directors, called a group member.
- 2.3 A family, corporate, or group member may vote by its authorized representative, who is entitled to speak and vote and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the association.
- 2.4 The amount, timing, and method of payment of annual membership dues shall be determined by the directors on an annual basis but may be varied by an ordinary resolution passed at a general meeting.

- 2.5 The directors may, at any time, confer honorary membership upon any person, who has rendered outstanding service in furtherance of any of the purposes of the association, but honorary members shall not be required to pay dues, and shall not be entitled to vote.
- 2.6 A member in good standing is a member who has paid her/his current annual membership dues by the date due.
- 2.7 A member in good standing shall be entitled to one vote at the annual general meeting provided she/he was a member at the date of the sending of notice for the meeting.
- 2.8 The secretary shall furnish to a member on request, a copy of the constitution and bylaws of the association.
- 2.9 A member of the associaton shall cease to be a member:
- i) on delivering a signed resignation;
  - ii) on her/his death, or in the case of a corporation or group, on its dissolution;
  - iii) on having been a member not in good standing for twelve consecutive months; or
  - iv) on the member being expelled by a special resolution passed at a general meeting, provided that at least 14 days notice, accompanied by a brief statement of the reason for the proposed expulsion, has been given to all members, and provided that the member named has been given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.10 No member shall have or acquire any vested right or interest in any of the property or funds of the association.

### ARTICLE III – Meetings

- 3.1 The first annual general meeting of the association must be held not more than 15 months after 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.
- 3.2 In each year the annual general meeting shall be held on such day, place and time as the directors designate.
- 3.3 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.4 The directors may call an extraordinary general meeting when they so choose.

- 3.5 Notice of a general meeting, specifying the place, day and time of the meeting, shall be given to each member either personally, or by electronic or postal mail, at least **30** days before the meeting.
- 3.6 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.
- 3.7 A member may appoint another member to vote on her/his behalf at a general meeting, but no member may exercise a proxy vote for more than 2 other members.
- 3.8 A proxy voting form, in the form set out below, or in any other form approved by the directors, shall be sent with every notice of a general meeting:

**PROXY VOTING FORM**

**VANCOUVER LIFEGUARD ASSOCIATION**

I, (name of member) \_\_\_\_\_, of  
 \_\_\_\_\_, of  
 (address of member) \_\_\_\_\_,  
 appoint  
 (name of proxy) \_\_\_\_\_,  
 of  
 (address of  
 proxy) \_\_\_\_\_  
 to vote on my behalf at the general meeting scheduled to convene on  
 (date) \_\_\_\_\_ (time) \_\_\_\_\_ (location) \_\_\_\_\_

Signature of member: \_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_

3.9 A quorum for the transaction of business shall be:

- i) at a general meeting, the number of members eligible to vote, excluding proxies, which is equal to a number 5 greater than one half the current number of directors, or such other number, not fewer than 3, as may be determined by the directors;
- ii) at a meeting of the directors, a majority of the directors;
- iii) at a meeting of the officers, a majority of the officers; and
- iv) at a committee meeting, a majority of the members of the committee.

3.10 Voting shall be by a show of hands or by secret ballot if requested by the majority of members present.

3.11 Passage of a special resolution requires a majority of at least 75% of the votes of those members who, being entitled to do so, vote in person or by proxy.

3.12 The directors shall present at the annual general meeting a financial statement signed by the treasurer and two other directors who have signing authority.

#### ARTICLE IV – Directors

4.1 The directors shall include all of the officers of the association.

4.2 The number of directors shall be no fewer than 5 and no more than 15, or such other maximum number as may be determined from time to time at a general meeting.

4.3 All directors shall be elected to serve 2 year terms except for at the 1st annual general meeting at which 1/2 of the directors shall be elected for a 1 year term.

4.4 Directors may serve up to 3 consecutive terms.

4.5 The directors shall manage the affairs of the association, and may exercise all

of the powers of the association, subject to:

- i) these bylaws;
- ii) all laws affecting the association; and
- iii) rules, not being inconsistent with these bylaws, that are made from time to time by the association in a general meeting.

4.6A director shall:

- i) act honestly and in good faith and in the best interests of the association;
- ii) exercise the care, diligence and skill of a reasonable and prudent person in exercising the powers and performing the functions of a director;
- iii) be a member in good standing of the association;
- iv) disclose fully and promptly any potential conflict between her/his interests and those of the association;
- v) receive no remuneration for being or acting as a director, but be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the association;
- vi) attend a minimum of 1/2 of the meetings of the directors held in a calendar year.

4.7 Any director may be removed from office by special resolution passed at a general meeting, provided that at least 14 days notice, accompanied by a brief statement of the reason for the proposed removal, has been given to all members and provided that the director named has been given an opportunity to be heard at the general meeting before the resolution is put to a vote.

4.8 The directors may, at any time and from time to time, appoint a member as a director to fill a vacancy in the directors.

4.9 An appointed director holds office only until the next annual general meeting but is eligible for re-election at that meeting.

4.10 The directors may meet at the times and places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings,

as they see fit.

4.11 All motions shall be decided by a majority of the votes of directors present.

4.12 A resolution in writing sent to all directors and signed by a majority of the directors personally shall be as valid and effective as if it had been passed at a meeting of the directors duly called.

4.13 An act or proceeding of the directors is not invalid merely because there are fewer than the prescribed number of directors in office.

#### ARTICLE V – Officers

5.1 There shall be a past president, a president, a vice president, a secretary, a treasurer, and such other officers as may be deemed necessary to transact the business of the association.

5.2 Officers shall be elected from among the directors at the first meeting of the directors after the annual general meeting.

5.3 Officers shall serve from their election until the first meeting of the directors following the immediate next annual general meeting.

5.4 Any officer may be removed from office by a resolution passed by a majority of at least 2/3 of the directors.

5.5 The past president shall serve in an advisory capacity to the president.

5.6 A past president who has not been elected as a director shall be an officer without a vote and shall not be counted when determining a quorum at a meeting of the officers or directors.

5.7 The president shall:

- i) preside at all meetings of the association and of the directors, unless the members or directors otherwise direct;

- ii) be the chief executive officer of the association;
- iii) carry out such duties as may be assigned by the directors from time to time;
- iv) appoint such committees as may be required for the purposes of carrying on the work and business of the association;
- v) be ex-officio member of all committees.

5.8 The vice-president shall:

- i) carry out the duties of the president during her/his absence;
- ii) assume responsibility for chairing at least one committee.

5.9 The secretary shall:

- i) maintain the minutes of all meetings of the association and directors;
- ii) have or coordinate custody of all records and documents of the association except those required to be kept by the treasurer;
- iii) maintain a register of members;
- iv) issue notices of meetings of the association and of the directors.

5.10 In the absence of the secretary from a meeting of the directors, or from a general meeting, the directors must appoint another person to act as secretary at the meeting.

5.11 The treasurer shall:

- i) maintain such financial records, including books of account, as are necessary to comply with the *Society Act*;
- ii) render financial statements to the directors, members and others when required;
- iii) maintain and prepare all reports, including financial reports, required by law to be prepared by the association for the annual general meeting;
- iv) file all financial and other reports after the annual general meeting, on behalf of the association, as required by the *Society Act* and *Income Tax Act* or other law;
- v) ensure that the association has at least one account with a

chartered bank, credit union or trust company for the deposit of funds;

- vi) keep accounting records in respect of all financial or other transactions and, without limiting the foregoing, keep records of:
  - a) all monies received and disbursed by the association and the matter in respect of which the receipt and disbursement took place;
  - b) every asset and liability of the association;
  - c) every other transaction affecting the financial position of the association.

5.12 The offices of secretary and treasurer may be combined into a single office of secretary-treasurer.

5.13 The records, reports and all other documents of the association shall remain, at all times, the property of the association.

## ARTICLE VI – Elections

6.1 The directors shall appoint a nominations committee which shall prepare a slate of nominees for election as directors of the association.

6.2 The nominations committee shall:

- i) send a notice to all members at **least 90** days prior to the annual general meeting calling for nominations for directors;
- ii) accept nominations **up to 45** days prior to the annual general meeting;
- iii) continue to seek and add further nominees, if it so chooses, up to the time of mailing the notice of the annual general meeting;
- iv) deliver the slate of nominees to the secretary who shall enclose it with the notice of the annual general meeting.

6.3 To be valid and effective, a nomination must be in writing and signed by 2 nominators and the nominee, who must be members in good standing.

6.4 Directors shall be elected at the annual general meeting of the association by acclamation or by a majority of votes, which shall be cast by secret ballot.

## ARTICLE VII – Fundraising and Borrowing

7.1 The association may raise, accept and maintain funds for use in furtherance of the purposes of the association.

7.2 The directors may, on behalf of, and in the name of the association, raise and secure the payment or repayment of money in such manner as a general meeting considers fit, subject to the *Society Act*.

## ARTICLE VIII – Auditor

8.1 This article applies only where the association is required or has resolved to have an auditor.

8.2 The directors shall fill all vacancies occurring in the office of auditor.

8.3 At each annual general meeting the association shall appoint an auditor to hold office until she/he is re-appointed or her/his successor is appointed at the next annual general meeting.

8.4 An auditor may be removed by ordinary resolution.

8.5 An auditor shall be promptly informed in writing of appointment or removal.

8.6 The directors may, at any time and from time to time, appoint an auditor to fill a vacancy in the office of auditor and to hold office until the next annual general meeting.

8.7 No director, member or employee of the association shall be auditor.

8.8 The auditor may be requested to attend the annual general meeting

#### ARTICLE IX – Inspection

9.1 All books, accounts and records of the association shall be open for inspection by the directors and members at all reasonable times.

#### ARTICLE X – Execution of Documents

10.1 Any documents or instruments requiring execution on behalf of the association, shall be signed by two directors, who have been given signing authority by a majority of the directors.

#### ARTICLE XI – Indemnity

11.1 Subject to the *Society Act*, the association shall indemnify and save harmless every director and every former director, her/his heirs, executors, administrators and estate against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and

reasonably incurred by her/him, in a civil, criminal or administrative action or proceeding to which she/he is made a party by reason of being or having been a director, officer or member of a committee of the association, including an action brought by the association, if:

- i) she/he acted honestly and in good faith with a view to the best interests of the association; and
- ii) in the case of a criminal or administrative action or proceeding, she/he had reasonable grounds for believing that her/his conduct was lawful.

#### ARTICLE XII – Amendments

12.1 The association may, by special resolution, amend these bylaws at any general meeting provided, however, that such amendments shall be submitted in writing and mailed to each member at least 30 days prior to the meeting at which they shall be voted upon, together with notice of the meeting.

12.2 Amendments to these bylaws shall not, and will not, be in effect until they have been approved by the Registrar of Companies and notice of the approval has been received by the office of the association.

#### ARTICLE XIII – Procedure

13.1 The procedure and order of business at all meetings shall be in accordance with Robert’s Rules of Order, subject to these bylaws.

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