

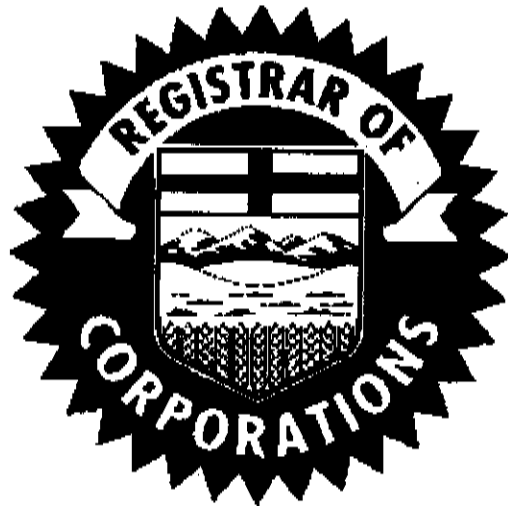
CORPORATE ACCESS NUMBER: 5013964399

Alberta

SOCIETIES ACT

**CERTIFICATE
OF
INCORPORATION**

**THUNDERBIRDS WATER POLO CLUB
WAS INCORPORATED IN ALBERTA ON 2008/04/15.**



THUNDERBIRDS WATER POLO CLUB BYLAWS
TABLE OF CONTENTS

ARTICLE 1. PREAMBLE.....	2
ARTICLE 2. DEFINING AND INTERPRETING THE BYLAWS.....	2
ARTICLE 3. MEMBERSHIP.....	3
ARTICLE 4. MEETINGS OF THE SOCIETY.....	6
ARTICLE 5. THE GOVERNMENT OF THE CLUB.....	8
ARTICLE 6. FINANCE AND OTHER MANAGEMENT MATTERS.....	11
ARTICLE 7. AMENDING THE BYLAWS.....	13
ARTICLE 8. DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY.....	14

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Article 1. Preamble

1.1. The Society

1.1.1. The name of the society is Thunderbirds Water Polo Club, which may also be referred to as the Thunderbirds or the Club.

1.2. The Bylaws

The following articles set forth the Bylaws of the Thunderbirds Water Polo Club.

1.3. The Thunderbirds Water Polo Club is an affiliate Member of Alberta Water Polo Association and its affiliates.

Article 2. Defining and Interpreting the Bylaws

2.1. Definitions

In these Bylaws, the following words have these meanings.

- 2.1.1. Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2. Annual General Meeting means the annual general meeting described in Article 4.1.
- 2.1.3. Board means the Board of Directors of this Club. The word Executive may also be used to mean the Board of Directors.
- 2.1.4. Bylaws mean the Bylaws of this Club as amended.
- 2.1.5. Director or Executive member means any person elected or appointed to the Board. This includes the President and may include the immediate Past President.
- 2.1.6. General Meeting means the Annual General Meeting.
- 2.1.7. Member means a Member of the Club.
- 2.1.8. Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Club.
- 2.1.9. The program means the program delivered to the Full Members of the Club.
- 2.1.10. Special Meeting means the special general meeting described in Article 4.2
- 2.1.11. Special Resolution means:
 - a. A resolution passed at a General Meeting of the membership of this Club. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by 75% of the voting Members who vote in person.
 - b. A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
 - c. A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- 2.1.12. Voting Member means a Member entitled to vote at the meetings of the Club as described in article 3.4.2

2.2. Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1. Singular and plural: words indicating the singular number also include the plural, and vice-versa.
- 2.2.2. Corporation: words indicating persons also include corporations.
- 2.2.3. Headings are for convenience only. They do not affect the interpretation of the Bylaws.
- 2.2.4. Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Article 3. Membership

3.1. Categories of Members

There are ~~three~~ categories of Members:

- a. Full Members
- b. Honorary Members

3.1.1. Full Members

To become a Full Member an individual must:

- a. be a participant in the sport of water polo; and
- b. pay the annual membership fees for Full Members

3.1.2. Honorary Member

An individual may become an Honorary Member if the Members of the Board at a Board meeting pass a resolution recognizing the contribution of the individual to the Club or its objects.

3.2. Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 3.1. Full Members will be entered as a Member in the Register of Members.

3.3. Membership Fees

3.3.1. Membership year

The membership year is September 1st to August 31st.

3.3.2. Setting Membership Fees

The Board decides annual membership fees for Full Members

3.3.3. Payment Date for Fees

3.3.3.1. The annual membership fees must be paid on or before sixty (60) calendar days after commencement of the member's attendance at practice.

3.3.3.2. In the event of extenuating circumstances the Board may make alternate payment terms for a Full Member.

3.4. Rights and Privileges of Members

3.4.1. Any member in good standing is entitled to:

- a. receive notice of meetings of the Club

- b. attend any general meetings of the Club
- c. exercise other rights and privileges given to Members in these Bylaws.

3.4.2. Voting

The only individual who can vote at meetings of the Club are:

- a. Full Members in good standing who are at least eighteen (18) years old
- b. A parent or legal guardian of a Full Member

3.4.3. Number of Votes

A voting Member is entitled to one (1) vote per family or household at a meeting of the Club. The interpretation of "family" or "household" is in the discretion of the Board.

3.4.4. Member in Good Standing

A Member is in good standing when:

- a. the Member has paid membership fees and other required fees to the Club; and
- b. the Member is not suspended as a Member as provided for under Article 3.5.

3.5. Suspension of Membership

3.5.1. Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for not more than three (3) months, for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws
- b. if the Member has displayed disloyalty to the Club
- c. if the Member has disrupted training, competitions or functions of the Club; or
- d. if the Member has done or failed to do anything judged to be harmful to the Club
- e. if the Member has been suspended by Alberta Water Polo Association and/or its affiliates.

3.5.2. Notice to the Member

3.5.2.1. The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least one (1) week's notice before the special meeting.

3.5.2.2. The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Club. A Member of the Board may also deliver the notice in person.

3.5.2.3. The notice will state the reason why suspension is being considered.

3.5.3. Decision of the Board

3.5.3.1. The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

3.5.3.2. The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

3.5.3.3. The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.5.3.4. The result of the vote must be unanimous in order for the suspension to be carried.

- 3.5.3.5. If the issue being addressed creates a conflict of interest with a board member, the board member must excuse themselves for the discussion and vote.
- 3.5.3.6. The decision of the Board is final.
- 3.5.3.7. The decision of the Board must be delivered to the Member being suspended within one week of the decision.

3.6. Termination of Membership

3.6.1. Resignation

- 3.6.1.1. Any Member may resign from the Club by sending or delivering a written notice to any Board Member of the Club.
- 3.6.1.2. Once the notice is received, the Member's name is removed from the Register of the Members. The Member is considered to have ceased being a Member on the date the name is removed from the Register of Members.

3.6.2. Death

The membership of a Member is ended upon death.

3.6.3. Deemed Withdrawal

- 3.6.3.1. If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.
- 3.6.3.2. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.6.4. Expulsion

- 3.6.4.1. The Club may, by Special Resolution at a Special General meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Club.
- 3.6.4.2. Notice to the Member
- 3.6.4.3. The affected Member will receive written notice of the Board's intention to decide whether or not to expel that Member. The Member will receive at least twenty-one (21) days notice before the Special General Meeting.
- 3.6.4.4. The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Club. A Member of the Board may also deliver the notice in person.
- 3.6.4.5. The notice will state the reason why expulsion is being considered.
- 3.6.4.6. Once notice is given of the Special General Meeting to consider expulsion, the affected Member is not permitted to attend any practice, game or other Club function, until the decision of the Club is made.
- 3.6.4.7. Decision of the Club
- 3.6.4.8. The Member will have an opportunity to appear before the Club to address the matter. The Board may allow another person to accompany the Member.

- 3.6.4.9. The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Club.
- 3.6.4.10. The Club may exclude the Member from its discussion of the matter, including the deciding vote.
- 3.6.4.11. The decision of the Club will be delivered to the affected Member within one week of the decision.
- 3.6.4.12. The decision is final and any expulsion is permanent.
- 3.6.4.13. On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.7. Transfer of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Club.

3.8. Continued Liability for Debts Due

- 3.8.1. Although a Member ceases to be a Member, by death, resignation, or otherwise, the Member is liable for any debts owing to the Club at the date of ceasing to be a Member.
- 3.8.2. On passage of a Special Resolution, the Board may waive all debts of the former Member owing to the Club of the former Member.

3.9. Limitations on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Club.

Article 4. Meetings of the Society

4.1. The Annual General Meeting

- 4.1.1. The Club holds its Annual General Meeting no later than November 30th of each year, in Edmonton, Alberta. The Board sets the place, day and time of the meeting.
- 4.1.2. The Secretary mails, emails, or delivers a notice to each voting Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 4.1.3. Agenda for the Meeting
 - The Annual General Meeting deals with the following matters:
 - a. adopting the agenda;
 - b. adopting the minutes of the last Annual General Meeting;
 - c. considering the President's report;
 - d. reviewing the financial statements setting out the Club's income, disbursements, assets, and liabilities and the auditor's report;
 - e. electing the President;
 - f. electing the Members of the Board;
 - g. considering matters specified in the meeting notice.

4.1.4. Quorum

Attendance by 20% of the voting Members in good standing at the Annual General Meeting is a quorum.

4.2. Special General Meeting of the Club

4.2.1. Calling a Special General Meeting

A Special General meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least three (3) Directors. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at this Special General Meeting; or
- c. on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

4.2.2. Notice

The Secretary mails, emails, or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

4.2.3. Agenda for the Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

4.2.4. Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 4.3.5.)

4.3. Proceedings at the Annual or a Special General Meeting

4.3.1. Attendance by the Public.

General Meetings of the Club are open to the public. A majority of the voting Members present may ask any persons who are not Members to leave.

4.3.2. Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one week later, the place and time to be announced at this time. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.3.3. Presiding Board Member

4.3.3.1. The President chairs every General Meeting of the Club. The Vice President chairs in the absence of the President.

4.3.3.2. If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

4.3.4. Adjournment

- 4.3.4.1. The President may adjourn any General Meeting with the consent of the Members at the meeting. The reconvened General Meeting conducts only the unfinished business from the adjourned meeting.
- 4.3.4.2. No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- 4.3.4.3. The Club must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

4.3.5. Voting

- 4.3.5.1. A show of hands decides every vote at every General Meeting as described in 4.3.5.6.
- 4.3.5.2. The President only votes in the event of a tie.
- 4.3.5.3. A voting member may not vote by Proxy.
- 4.3.5.4. A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 4.3.5.5. The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 4.3.5.6. Five (5) Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- 4.3.5.7. Members may withdraw their request for a ballot.
- 4.3.5.8. The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

4.3.6. Failure to Give Notice of Meeting

- No action taken at a General meeting is invalid due to:
- a. accidental failure to give any notice to any Member;
 - b. any Member not receiving a notice; or
 - c. any error in any notice that does not affect the meaning.

4.3.7. Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

Article 5. The Government of the Club

5.1. The Board of Directors

5.1.1. Governance and Management of the Club

The Board governs and manages the affairs of the Club.

5.1.2. Powers and Duties of the Board

The Board has the powers of the Club, except as stated in the Societies Act.

The powers and duties of the Board include:

- a. Promoting the objects of the Club;
- b. Promoting membership in the Club;
- c. Hiring employees, to run the program of the Club;
- d. Regulating employees duties and setting the salaries;
- e. Maintaining and protecting the Club's assets and property;
- f. Approving an annual budget for the Club;
- g. Paying all expenses for operating and managing the Club;
- h. Paying persons for services and protecting persons from debts of the Club;
- i. Investing monies
- j. Financing the operations of the Club, and borrowing or raising monies;
- k. Making policies for managing and operating the Club;
- l. Approving all contracts for the Club;
- m. Maintaining all accounts and financial records of the Club;
- n. Making policies, rules and regulations for operating the Club and using its facilities and assets;
- o. Selling disposing of any or all of the property of the Club; and
- p. Without limiting the general responsibility of the Board, delegating its powers and duties to Committees.

5.1.3. Composition of the Board

The Board consists of:

- a. The President;
- b. Vice-President;
- c. Treasurer;
- d. Secretary;
- e. Maximum of five (5) Directors at Large
- f. The immediate Past President in the Board's discretion.

5.1.4. Elections of the Directors and the President

5.1.4.1. At the first Annual General Meeting of the Club, the Voting Members elect the following to serve a term which ends at the close of the second Annual General Meeting following the Annual General Meeting at which this director was elected:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary
- e. Maximum of five (5) Directors at Large

5.1.4.2. Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.

5.1.5. Resignation, Death or Removal of a Director

5.1.5.1. A Director, including the President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect at the end of the month's notice, or on the date the Board accepts the resignation.

5.1.5.2. The Club may remove any Director, including the President and the immediate Past President, before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.

5.1.5.3. If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of the immediate Past President. This position remains vacant until the next AGM.

5.1.6. Meetings of the Board

- 5.1.6.1. The Board holds at least four (4) meetings each year.
- 5.1.6.2. The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- 5.1.6.3. Ten (10) days' notice for Board Meetings is mailed to each Board Member. There may be five (5) days' notice by telephone or email.
- 5.1.6.4. A majority of the Directors present at any Board meeting is a quorum.
- 5.1.6.5. If there is no quorum, the President adjourns the meeting and the meeting is rescheduled for one week later, the place and time to be announced at this time. At least three (3) Directors present at this later meeting is a quorum.
- 5.1.6.6. Each Director, including the President and the Past President, has one (1) vote.
- 5.1.6.7. The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5.1.6.8. All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 5.1.6.9. A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- 5.1.6.10. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 5.1.6.11. A Director may waive formal notice of a meeting.

5.2. Officers

- 5.2.1. The Officers of the Society are the President, Vice-President, Secretary and Treasurer.

5.3. Duties of the Officers of the Club

5.3.1. The President

- Presides at all meetings of the Club and the Board of Directors;
- Calls meetings of the board;
- Is responsible for the overall direction of the board;
- Is the main spokesperson for the Club;
- Is an ex-officio member of the committees of the Club;
- Carries out other duties assigned by the board.

5.3.2. The Vice-President

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- Replaces the President at various functions when asked to do so by the President or the Board;
- Is an ex-officio member of the committees of the Club;
- Carries out other duties assigned by the board.

5.3.3. The Secretary

- Attends all meetings of the Club and the board;
- Keeps accurate minutes of these meetings;

- Has charge of the board's correspondence;
- Makes sure a record of names and addresses of all Members of the Club is kept
- Files the annual return, changes in the directors of the Club, amendments in the Bylaws and other incorporating documents with the Corporate Registry;
- Carries out other duties assigned by the board.

5.3.4. The Treasurer

- Attends all meetings of the Club and board;
- Makes sure all monies paid to the club are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Club is prepared and presented to the AGM;
- Carries out other duties assigned by the board.

5.4. Board Committees

5.4.1. Establishing Committees

The Board may appoint Committees or ask for Members to volunteer for such positions to advise the Board.

5.4.2. General Procedures for Committees

5.4.2.1. A Board Member or Volunteer chairs each committee created by the Board.

5.4.2.2. The Chairperson calls committee meetings. Each committee:

- Records minutes of its meetings;
- Distribute these minutes to the committee members, The Board Secretary, and the Chairperson of all other committees;
- Provides reports to each Board meeting at the Board's request.

5.4.2.3. Two (2) days notice is mailed, emailed or delivered to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

5.4.2.4. A majority of the committee members present at a meeting is a quorum.

5.4.2.5. Each member of the committee has one (1) vote at the committee meeting. Board members participating at the committee level do so as ex-officios. The Chairperson does not have a casting vote in case of a tie.

Article 6. Finance and Other Management Matters

6.1. The Registered Office

The Registered Office of the Club is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

6.2. Financing and Auditing

6.2.1. The Fiscal year of the Society ends on August 31st.

6.2.2. There must be an audit of the books, accounts and records of the Club at least once each year. The Board will appoint two (2) club members to work together to do this audit. At each

Annual General Meeting of the Club, the Board submits a complete statement of the books for the previous year.

6.3. The Cheques and Contracts of the Society

- 6.3.1. The board designates four Board members as signing authorities. Cheques must be signed by any two of these signing authorities.
- 6.3.2. The Board Chair must sign all contracts of the Club, and one other Board member or two other persons authorized to do so by resolution of the Board.

6.4. The Keeping and Inspection of the Books and Records of the Club

- 6.4.1. The Secretary keeps the original Minute Book. This record contains minutes from all meetings of the Club, the Board and the Committees.
- 6.4.2. The Board keeps and files all necessary books and records of the Club as required by the Bylaws, the Societies Act, or any other laws.
- 6.4.3. A Voting Member wishing to inspect the books or records of the Club must give reasonable notice to the President or the Secretary of the Club of their intention to do so.
- 6.4.4. Unless otherwise permitted by the Board, such inspections will take place in the company of the Secretary and/or President at a place agreed upon by the Board and the Club Member.
- 6.4.5. All financial records of the Club are open for such inspection by the voting Members.
- 6.4.6. Other records of the Club are also open for inspection, except for records that the Board has designated confidential.

6.5. Borrowing Powers

- 6.5.1. The Club may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 6.5.2. The Club may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Club.

6.6. Payments

- 6.6.1. No Member or Director of the Club receives any payment for their services as a Member or Director.
- 6.6.2. Reasonable expenses incurred while carrying out duties of the Club may be reimbursed upon Board approval.

6.7. Protection and Indemnity of Directors

- 6.7.1. Each Director holds office with protection from the Club. The Club indemnifies each Director against all costs or charges that result from any act done in their role with the Club. The Club does not protect any Director for acts of fraud, dishonesty, or bad faith.
- 6.7.2. No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Club. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Club unless the act is fraud, dishonesty or bad faith.

6.7.3. Directors can rely on the accuracy of any statement or report prepared by the Club's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

6.8. Society Seal

6.8.1. The Club is not adopting a society seal.

Article 7. Amending the Bylaws

7.1. These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting.

7.2. The twenty-one (21) days' notice of the Annual General Meeting of the Club must include details of the proposed resolution to change the Bylaws.

7.3. The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting and acceptance by the Corporate Registry of Alberta.

Article 8. Distributing Assets and Dissolving the Society

- 8.1. The Society does not pay any dividends or distribute its property among its Members.
- 8.2. If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated organization. Voting Members select this organization by Special Resolution. In no event do any Members receive any assets of the Club.

DATED at the City of Edmonton, in the Province of Alberta, this _____ day of _____, 20____.

(Signatures of five (5) incorporators plus witnesses are needed)

_____	_____
Incorporator	Witness
_____	_____
Address	Address
_____	_____
Incorporator	Witness
_____	_____
Address	Address
_____	_____
Incorporator	Witness
_____	_____
Address	Address
_____	_____
Incorporator	Witness
_____	_____
Address	Address