

# VORTEX WATER POLO

## CONSTITUTION and BY-LAWS

~~Ratified: November 7, 2021~~

~~Amended Versions Ratified: November 27, 2022 and November 24, 2024~~

“Organization” refers to: \_\_Vortex Water Polo (VWP)\_\_\_\_\_

### ORGANIZATION BY-LAWS

#### ARTICLE I - GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Organization. The Organization is a not-for-profit, amateur water polo club.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
  - 1.2.1 “Board” – the Board of Directors of the Organization.
  - 1.2.2 “Days” – days including weekends and holidays.
  - 1.2.3 “Director” – an individual elected or appointed to serve on the Board pursuant to these By-laws.
  - 1.2.4 “Member” – all categories of membership pursuant to these By-laws.
  - 1.2.5 “Officer” – an individual elected or appointed to serve as an Officer of the Organization pursuant to these By-laws.
  - 1.2.6 “Ordinary Resolution” – a resolution passed by a majority of the votes cast on that resolution.
  - 1.2.7 “Special Resolution” – a resolution passed by not less than two-thirds of the votes cast on that resolution.
  - 1.2.8 “VWP” and/or “Club” means Vortex Water Polo.
  - 1.2.9 “MWPA” means Manitoba Water Polo Association Inc.
  - 1.2.10 “WPC” means Canadian Water Polo Association Inc (also referred to as Water Polo Canada).
- 1.3 The Organization shall operate under the jurisdiction of the provincial and national governing boards for water polo.
  - 1.3.1 The Organization will follow this Constitution and By-laws and is bound by any policies as established by MWPA or WPC, unless a variance to a specific policy established by MWPA or WPC is sought.
- 1.4 No Gain for Members – The Organization will be carried on without the purpose of gain for its Members and any profits or other accretions to the Organization will be used in promoting its objects.
- 1.5 Ruling on By-laws – The Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear,

provided such interpretation is consistent with the objects of the Organization.

- 1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.7 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

## **ARTICLE II - MEMBERSHIP**

### **Categories of Membership**

- 2.1 Categories – The Organization has the following categories of Member:
  - 2.1.1 Athlete – Any individual who is a participant, registered to play water polo with the Organization.
  - 2.1.2 VWP Board of Directors – any individual elected or appointed as outlined in Article IV – Governance of these By-laws.
  - 2.1.3 Coach – any individual who is registered and been approved to coach for VWP.
  - 2.1.4 Volunteer - any individual who has registered and been approved to volunteer for VWP.
  - 2.1.5 Honourary Member – Any individual approved by Special Resolution of the Board who has contributed greatly to the development or promotion of the Organization.
- 2.2 Registration – Each category of Member must register with the Organization and agree to abide by the Organization's By-laws, policies, procedures, rules and regulations or, if the Member is under the age of 18, have a parent or guardian agree to abide by the Organization's By-laws, policies, procedures, rules and regulations on behalf of the Member. An application for registration is not considered complete until the applicant is also registered with MWPA and Water Polo Canada<sup>1</sup>.

### **Authority of Members**

- 2.3 Membership Authority – The Members of the Organization will have the following powers:
  - 2.3.1 To amend the By-laws
  - 2.3.2 To elect Directors; and
  - 2.3.3 As provided in these By-laws

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<sup>1</sup> Those who are not registered with MWPA/Water Polo Canada are not covered by insurance.

## **Admission of Members**

- 2.4 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:
- 2.4.1 The candidate member makes an application for membership in a manner prescribed by the Organization;
  - 2.4.2 The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
  - 2.4.3 The candidate member has paid fees as prescribed by the Board;
  - 2.4.4 The candidate member agrees to uphold and comply with the Organization's governing documents;
  - 2.4.5 The candidate member meets any other condition of membership determined by the Board;
  - 2.4.6 The candidate member has met the applicable definition listed in Section 2.1; and
  - 2.4.7 The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

## **Membership Status and Dues**

- 2.5 Duration – Unless otherwise determined by the Board, membership with the Organization begins as described below and ends as described below or when the member resigns or is terminated from membership:
- 2.5.1 Athlete – begins on the date the candidate member's registration has been approved and ends on a date determined by the Board common to all Athlete Members of like groups or sessions.
  - 2.5.2 VWP Board of Directors– begins and ends on dates consistent with the requirements outlined in Article IV – Governance of these By-laws
  - 2.5.3 Coach – begins on the date the candidate member's registration has been approved and ends on a date determined by the Board common to all Coach Members of like groups or sessions.
  - 2.5.4 Honorary and Volunteer Member – begins on the date the Board accepts the member's registration and ends on a date determined by the Board
- 2.6 Fees – Membership fees will be determined annually by the Board in compliance with MWPA and WPC fees.
- 2.7 Deadline – Members will be notified in writing of the membership fees at any time payable, with terms of payment and due dates, as specified at that time. If membership fees are not paid by the specified terms and due dates, the Member in default will automatically cease to be a Member of the Organization. Members who have not paid any outstanding fees, will not be allowed to register, unless approved by the Treasurer and Registrar, in consultation with the Technical Director.

## **Transfer, Suspension, and Termination of Membership**

- 2.8 Transfer – Membership in the Organization is non-transferable.
- 2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Organization's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 2.10 Termination – Membership in the Organization will terminate immediately upon:
- 2.10.1 The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
  - 2.10.2 The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
  - 2.10.3 Resignation by the Member by giving written notice to the Organization;
  - 2.10.4 Dissolution of the Organization;
  - 2.10.5 A decision made by a panel in accordance with the Organization's applicable discipline policies;
  - 2.10.6 The Member's death; or
  - 2.10.7 By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- 2.11 May Not Resign – A Member may not resign from the Organization when the Member is subject to disciplinary investigation or action by the Organization.
- 2.12 Arrears – A Member will be expelled from the Organization for failing to pay membership fees or monies owed to the Organization by the deadline dates prescribed by the Board. Any fees, subscriptions, or other monies owed to the Organization by suspended or expelled Members will remain due.
- 2.13 Discipline – A Member may be disciplined in accordance with the Organization's policies and procedures relating to the discipline of Members.

## **Good Standing**

- 2.14 Definition – A Member will be in good standing provided that the Member:
- 2.14.1 Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - 2.14.2 Has completed and remitted all documents as required by the Organization;

- 2.14.3 Has complied with the By-laws, policies, and rules of the Organization;
  - 2.14.4 Is not subject to a disciplinary investigation or action by the Organization, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - 2.14.5 Has paid all required membership fees.
- 2.15 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

### **ARTICLE III - MEETINGS of MEMBERS**

- 3.1 Annual Meeting – The Organization will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Organization's fiscal year end, which is August 31, unless otherwise determined by the Board. Any Member, upon request, will be provided, not less than twenty-one (21) days before the Annual Meeting and not more than fifty (50) days, with a copy of the approved financial statements, or review engagement report.
- 3.2 Special Meeting – A Special Meeting of the Members may be called at any time by the Board or upon the written requisition of twenty (20) Members for any purpose connected with the affairs of the Organization
- 3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Organization makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately during the meeting.
- 3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, and Directors, at least fifteen (15) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, call for nominations of Directors, and the text of any resolutions or amendments to be decided.
- 3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any

- business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 Business – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (~~expect~~ **except** consideration of the financial statements, and election of Directors) is deemed to be special business.
- 3.8 Proposal – Any Member may raise special business at a meeting of the Members, in the form of a proposal, for the nomination of Directors, amendment of By-laws, or for general discussion, provided the proposal contains the name and address of the member, a statement of less than 200 words in support of the proposal, and is submitted to the Organization at least ninety (90) days prior to the anniversary date of the previous Annual Meeting.
- 3.9 Proposal Rejection – The Organization is not required to comply with a Member proposal if it has been submitted fewer than ninety (90) days prior to the anniversary date of the previous Annual Meeting, if it is clearly for the Member's personal gain or for redressing a personal grievance against the Organization or its Directors, or if a substantially similar proposal was submitted within the previous two years.
- 3.10 Agenda – The agenda for the Annual Meeting may include:
- 3.10.1 Call to order
  - 3.10.2 Establishment of quorum
  - 3.10.3 Appointment of Secretary and/or scrutineers
  - 3.10.4 Approval of the agenda
  - 3.10.5 Adoption of Minutes of the previous Annual Meeting
  - 3.10.6 Presentation and approval of reports
  - 3.10.7 Financial Report
  - 3.10.8 Business as specified in the meeting notice
  - 3.10.9 Election of new Directors
  - 3.10.10 Adjournment
- 3.11 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.12 Quorum – Fifty percent (50%) of the Board plus any other Members who are present will constitute quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 3.13 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought

before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

- 3.14 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, and non-voting Members. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

### **Voting at Meetings of Members**

- 3.15 Voting Privileges – Members in good standing will have the following voting rights at all meetings of Members:
- 3.15.1 Athletes have one vote each.
  - 3.15.2 VWP Board of Directors have one vote each, with the exception of the Technical Director who does not have a vote.
  - 3.15.3 Coaches do not have a vote.
  - 3.15.4 Volunteers do not have a vote.
  - 3.15.5 Honourary Members do not have a vote.
- 3.16 Voting Powers – Each voting Member votes on every issue. Voting Members who are 18 years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than 18 years old at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with multiple children registered with the Organization who are younger than 18 years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the Organization and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote.
- 3.17 Voting on Fundamental Changes – Each class of Member is permitted to vote separately on fundamental changes affecting the Organization.
- 3.18 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 3.19 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue.

## **ARTICLE IV GOVERNANCE**

### **Composition of the Board**

- 4.1 Directors – The Board will consist of a minimum of five (5) and up to seven (7) Directors.
- 4.2 Composition of the Board – The Board will consist of the following:
- 4.2.1 President
  - 4.2.2 Vice President
  - 4.2.3 Secretary
  - 4.2.4 Treasurer

- 4.2.5 Registrar
- 4.2.6 Up to two (2) Directors-at-Large
- 4.3 Director-at-Large – Directors-at-Large may, at the discretion of the Board, serve as Directors of various portfolios related to the operations of the Organization (e.g. Fundraising Coordinator, Communications Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.
- 4.4 Technical Director – The Technical Director shall serve as a resource to the board, providing technical expertise and guidance. This role does not confer board membership status. The Technical Director will participate in board discussions as an advisor, offering insights into operations, strategies and developments relevant to the organization's goals. The Technical Director has no vote.

### **Eligibility of Directors**

- 4.5 Eligibility – To be eligible for election as a Director, an individual must comply with the following:
  - 4.5.1 Be a registered Member in good standing of VWP, MWPA and WPC.
  - 4.5.2 Be eighteen (18) years of age or older.
  - 4.5.3 Have the power under law to contract.
  - 4.5.4 Have not been declared incapable by a court in Canada or in another country.
  - 4.5.5 Not have the status of bankrupt.
  - 4.5.6 Be willing to fulfill all necessary requirements to meet VWP, MWPA and WPC policies, including criminal record and child abuse registry checks, Respect in Sport, etc.
  - 4.5.7 Other criteria, as deemed necessary, that is approved by the Board and agreed upon by the Nomination Committee.

### **Election of Directors**

- 4.6 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to receive, review and screen nominations for the election of the Directors, based on Eligibility and criteria. Nominations Committee representatives, timelines for the nomination process, and criteria will be shared with the membership prior to opening Nominations.
- 4.7 Nomination – Any nomination of an individual for election as a Director will:
  - 4.7.1 Include the written consent of the nominee by signed or electronic signature.
  - 4.7.2 Comply with the procedures and timelines established by the Nominations Committee.



- 4.7.3 Be submitted to Nomination Committee seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 4.8 Nominations from the Floor – An individual will not be permitted to be nominated from the floor for election as a Director at the Annual Meeting.
- 4.9 Circulation of Nominations – Valid nominations will be circulated to Members prior to the elections.
- 4.10 Election – Directors will be elected at each Annual Meeting, to fill vacant positions, as required. Directors will be elected at each Annual Meeting as follows:
- 4.10.1 Four (4) Directors will be elected in even years.
- 4.10.2 Three (3) Directors will be elected in odd years.
- 4.11 Elections – Elections for each Director will be decided by Ordinary Resolution of the Members as follows:
- 4.11.1 Equal number or fewer Nominations than Available Positions: Winners to be elected by acclamation.
- 4.11.2 More Nominations than Available Positions: The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.
- 4.12 Terms – Directors will serve terms of two (2) years, to a maximum of four (4) consecutive terms and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

### **Appointed Directors**

- 4.13 Appointed Directors – Except when filling a vacancy on the Board for the remainder of a Director's term or when the Director is ex-officio (non-voting), Directors may not be appointed. Appointed Directors must meet the Eligibility and criteria identified for Nomination for the most recent Annual Meeting.

### **Resignation and Removal of Directors**

- 4.14 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President or Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Organization resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.15 Vacate Office – The office of any Director will be vacated automatically if:
- 4.15.1 The Director becomes no longer eligible to be a Director; or

4.15.2 The Director dies.

- 4.16 Removal – A Director may be removed by Ordinary Resolution of the Members at a meeting of the Members, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

### **Filling a Vacancy on the Board**

- 4.17 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the previous Director's term.

### **Meetings of the Board**

- 4.18 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.
- 4.19 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.
- 4.20 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least twenty-four (24) hours prior to the scheduled meeting. As much as possible, seven (7) days notice will be given before every meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Organization.
- 4.21 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.22 Quorum – At any meeting of the Board, quorum will be a majority of Directors.
- 4.23 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.
- 4.24 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.
- 4.25 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

- 4.26 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.27 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

### **Duties of Directors**

- 4.28 Standard of Care – Every Director will:
- 4.28.1 Act honestly and in good faith with a view to the best interests of the Organization; and
  - 4.28.2 Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 4.29 Acknowledgements - All Directors must review and sign the Conflict of Interest Policy and Code of Conduct annually.

### **Powers of the Board**

- 4.30 Powers of the Organization – Except as otherwise provided in ~~the Act or~~ these By-laws, the Board has the powers of the Organization and may delegate any of its powers, duties, and functions.
- 4.31 Empowered – The Board is empowered, including but not limited to:
- 4.31.1 Make policies and procedures or manage the affairs of the Organization for the purpose of furthering the objects and purposes of the Organization in accordance with these By-laws;
  - 4.31.2 Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
  - 4.31.3 Make policies and procedures relating to the management of disputes within the Organization and deal with disputes in accordance with such policies and procedures;
  - 4.31.4 Employ or engage under contract such persons as it deems necessary to carry out the work of the Organization;
  - 4.31.5 Determine registration procedures, determine membership fees, and determine other registration requirements;
  - 4.31.6 Enable the Organization to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Organization;
  - 4.31.7 Make expenditures for the purpose of furthering the objects and purposes of the Organization;
  - 4.31.8 Invest funds for the purpose of furthering the objects and purposes of the Organization;
  - 4.31.9 Manage the Organization's assets and resources expenditures for the purpose of furthering the objects and purposes of the Organization;

- 4.31.10 Borrow money upon the credit of the Organization as it deems necessary in accordance with these By-laws; and
- 4.31.11 Perform any other duties from time to time as may be in the best interests of the Organization.

## **ARTICLE V – OFFICERS**

- 5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary, Registrar, and Treasurer.
- 5.2 Duties – The duties of Officers are as follows:
  - 5.2.1 The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Organization and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Organization, and will perform such other duties as may from time to time be established by the Board.
  - 5.2.2 The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
  - 5.2.3 The Secretary will be responsible for the documentation of all amendments to the Organization's By-laws, will ensure that all official documents and records of the Organization are properly kept, cause to be recorded the minutes of all meetings, will gather or prepare and submit to each Meeting of the Members and other meetings applicable files and documents (e.g. agenda, meeting minutes, reports, etc.), will give due notice to all Members of the Meeting of the Members of the Organization, and will perform such other duties as may from time to time be established by the Board.
  - 5.2.4 The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records, will cause to be deposited all monies received by the Organization in the Organization's bank account, will supervise the management and the disbursement of funds of the Organization, when required will provide the Board with an account of financial transactions and the financial position of the Organization, will prepare annual budgets in consultation with the Technical Director, and will perform such other duties as may from time to time be established by the Board.
  - 5.2.5 The Registrar will ensure all athletes are registered with the Club, the MWPA and Water Polo Canada, in consultation with the Treasurer and Technical Director will reconcile member accounts in the registration system with fees owing and will perform such other duties as may from time to time be established by the Board.
- 5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Organization, or to another Director.

- 5.4 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director (if applicable) will automatically and simultaneously be terminated.
- 5.5 Vacancy – Where the position of an elected Officer becomes vacant for whatever reason, the Board will appoint another Director to fill the vacancy until the end of the term.
- 5.6 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

#### **ARTICLE VI - COMMITTEES**

- 6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Organization. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.
- 6.2 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.
- 6.3 President Ex-officio – With the exception of the Executive Committee, on which the President is a voting member, the President will be an ex-officio non-voting member of all Committees of the Organization.
- 6.4 Debts – No Committee will have the authority to incur debts in the name of the Organization.

#### **ARTICLE VII - FINANCE AND MANAGEMENT**

- 7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Organization will be September 1 to August 31.
- 7.2 Bank – The banking business of the Organization will be conducted at such financial institutions as the Board may determine.
- 7.3 Annual Financial Statements – The Directors will approve financial statements of the Organization of the last fiscal year of the Organization but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
  - 7.3.1 The financial statements; and

- 7.3.2 Any further information respecting the financial position of the Organization.
- 7.4 Books and Records – The necessary books and records of the Organization required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- 7.4.1 The Organization's articles and By-laws;
  - 7.4.2 The minutes of meetings of the Members and of any committee of Members;
  - 7.4.3 The resolutions of the Members and of any committee of Members;
  - 7.4.4 The minutes of meetings of the Directors or any committee of Directors;
  - 7.4.5 The resolutions of the Directors and of any committee of Directors;
  - 7.4.6 A register of Directors;
  - 7.4.7 A register of Officers;
  - 7.4.8 A register of Members; and
  - 7.4.9 Account records adequate to enable the Directors to ascertain the financial position of the Organization on a quarterly basis.
- 7.5 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions may be available for inspection by Members in good standing. Confidential and personal information, such as personnel or disciplinary matters, will be redacted for privacy.
- 7.6 Signing Authority – The signing authority of the Organization shall be vested in the Officers of the Organization and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of the Treasurer plus one other Officer, or any two of these Officers or persons shall be required on any financial instrument of the Organization.
- 7.7 Property – The Organization may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members. Authorization of any financial transaction acquisition, lease, sale of property in an amount exceeding one hundred thousand dollars (\$100,000) shall require the approval of an Ordinary Resolution by the Members.
- 7.8 Other Expenditures – Any single expenditure over thirty thousand dollars (\$30,000) will be approved by Ordinary Resolution of the voting Members at a meeting of Members.
- 7.9 Borrowing – The Organization may borrow funds under such terms and conditions as the Board may determine.

- 7.10 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

### **Remuneration**

- 7.11 No Remuneration – All Directors, Officers (with the exception of paid employees of the Organization who have been appointed as Directors or Officers), and members of Committees (except as permitted by these By-laws) will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Organization under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

### **Conflict of Interest**

- 7.12 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Organization, including but not limited to: a proposed contract or employment issues relating to support coaches, disciplinary issues, will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements regarding conflict of interest as established through the Organization's Conflict of Interest Policy.
- 7.13 Any member of the Board, or a member of a committee, who has a real or perceived conflict of interest with any item of business at a meeting of the Board, the Annual General Meeting, or Special Meeting, shall excuse themselves and leave the meeting at such time as that item is discussed and/or voted upon.

## **ARTICLE VIII - AMENDMENT OF BY-LAWS**

- 8.1 Amendment by Directors – These By-laws may be amended, revised, repealed, or added to by the Directors by Ordinary Resolution at any meeting of the Directors. Amendments resolved by Directors take effect immediately. Amendments by Directors must be ratified by Ordinary Resolution of the Members at any meeting of the Members. If an amendment by Directors is not ratified by the Members, it ceases to take effect.
- 8.2 Amendment by Member Proposal – These By-laws may be amended, revised, repealed, or added to by member proposal, as described in these By-laws. Amendments by member proposal must be approved by

Ordinary Resolution of the Members at any meeting of the Members.  
Amendments by member proposal that are approved by the Members take effect immediately.

#### **ARTICLE IX - NOTICE**

- 9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, email, or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is postmarked.
- 9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of 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 X - DISSOLUTION**

- 10.1 Dissolution – The members may resolve to dissolve the Organization by a Special Resolution at a Special General Meeting or Annual General Meeting. In the event of the dissolution of the Club, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized not-for profit or charitable organization in Manitoba having goals and objects of a sporting or athletic nature, as may be decided by the members. In the event of the dissolution of the Club, any grants provided by MWPA that are unused must be returned to MWPA.

#### **ARTICLE XI - INDEMNIFICATION**

- 11.1 Will Indemnify – The Organization will indemnify and hold harmless out of the funds of the Organization each Director and any individual who acts at the Organization's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Organization's request in a similar capacity.
- 11.2 Will Not Indemnify – The Organization will not indemnify a Director or any individual who acts at the Organization's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility. For further clarity, the Organization will not indemnify an individual unless:
- 11.2.1 The individual acted honestly and in good faith with a view to the best interests of the Organization; and



11.2.2 If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.3 Insurance – The Organization will, at all times, maintain in force such Directors and Officers liability insurance. Please see <https://www.waterpolo.ca/content/insurance> for insurance coverage provided by Water Polo Canada. All Board members must register with the Organization, MWPA and Water Polo Canada as volunteers to be covered by insurance.

**ARTICLE XII - FUNDAMENTAL CHANGES**

12.1 Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Organization. Fundamental Changes are defined as follows:

12.1.1 Change the Organization's name;

12.1.2 Add, change or remove any restriction on the activities that the Organization may carry on;

12.1.3 Create a new classes of membership or amend, vary or delete current classes of membership; and

12.1.4 Change to whom the property remaining on liquidation after the discharge of any liabilities of the Organization is to be distributed.

**ARTICLE XIII - ADOPTION OF THESE BY-LAWS**

13.1 Ratification – These By-laws were ratified by Ordinary Resolution of the Members of the Organization at a meeting of Members duly called and held on ~~November 7, 2021 and subsequently amended at the Annual Meetings held November 27, 2022 and~~ November 24, 2024.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Organization repeal all prior By-laws of the Organization provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

<b>Organization Board of Directors Approval Date:</b>	October 25, 2024
<b>Membership Approval Date at Annual Meeting:</b>	November 24, 2024