

VORTEX WATER POLO CLUB

CONSTITUTION and BY-LAWS

Amendments Ratified: November 27, 2022

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Be it enacted as follows:

ARTICLE 1 General Information

- 1.1 The official name of the Club shall be “Vortex Water Polo” (hereinafter referred to as “the Club”).
- 1.2 The Club shall operate under the jurisdiction of the provincial and national governing boards for water polo:
 - 1.2.1 Manitoba Water Polo Association Inc. (“MWPA”) is the not-for-profit governing body for the sport of water polo within the province of Manitoba.
 - 1.2.2 Canadian Water Polo Association Inc. (“Canada Water Polo”) is the governing body of the sport of water polo in Canada.
- 1.3 The Club will follow this Constitution and By-laws and is bound by any policies as established by MWPA or Water Polo Canada, unless a variance to a specific policy established by MWPA or Water Polo Canada is sought.
- 1.4 The fiscal year of the Club runs from September 1 to August 31.
- 1.5 The Club is a not-for-profit, amateur sporting organization.
- 1.6 Any point not covered by the present bylaws or policies of the Club shall remain the exclusive responsibility of the Board of Directors (the “Board”).

ARTICLE 2 MEMBERSHIP

General

- 2.1 A member in good standing includes any participant whose application for registration has been accepted and who agrees to abide by the Club's Constitution and By-laws, policies, procedures, rules and regulations.
- 2.1.1 If a participant is under 18 years of age, a parent or guardian shall hold the membership.
- 2.1.2 An application for registration is not complete until payment of the prescribed fees by the deadline as set by the Board.
- 2.1.3 An application for registration is not considered complete until the applicant is also registered with MWPA/Water Polo Canada¹.
- 2.2 A member may be suspended or expelled for violation of MWPA, Water Polo Canada or Club's policies, including violation of the Code of Conduct.
- 2.3 A member may be suspended or expelled for unpaid fees.
- 2.4 Any member may withdraw their membership at any time, in writing, to the Board. A member may not withdraw their membership while a Code of Conduct violation is being investigated.

¹ Those who are not registered with MWPA/Water Polo Canada are not covered by insurance. Other benefits are listed: www.manitobawaterpolo.com/about-1

ARTICLE 3 Governance

Powers and Duties of the Board of Directors

- 3.1 The affairs of the Club shall be managed by the Board.
- 3.2 The Board shall have all the powers necessary to direct the management and business affairs of the Club, including, and without limiting the generalities of the following, the power to:
- Make financial decisions and expenditures based on the best interests of the Club.
 - Establish and approve a budget.
 - Enter into any contract that the Club may lawfully enter into, and do all other acts as authorized to exercise and do.
 - Take such steps as deemed requisite to enable the Club to acquire, accept, solicit, or receive donations and benefits of any kind for the purpose of furthering the objectives of the Club.
 - Prepare any revisions to this Constitution and By-Laws as necessary, for ratification by the membership at the Annual General Meeting or a Special General Meeting.
 - Create policies in accordance with this Constitution and By-Laws.
 - Contract coaches.
 - Appoint, at their discretion, additional sub-committees to be designated by such names as they may decide; the members of such committees need not be Board directors.
- 3.3 The Board shall provide a report, including a financial report, to the membership at the Annual General Meeting.
- 3.4 All books and records kept by the Club are open to inspection by any member upon reasonable notice. No personal information will be shared without consent of the person.

- 3.5 The Board shall be elected by the membership at the Annual General Meeting in accordance with this Constitution and By-Laws.
- 3.6 The Club shall designate one person to the MWPA board of directors.
- 3.7 A person may be elected to the Board for a term of two years, with the option to extend for a maximum of three terms.
- 3.8 A person may be re-elected to the Board after a two-year absence.
- 3.9 A person may be elected to the position of President for a term of two years. The position of President may be extended for one additional term.
 - 3.9.1 The President must be a current Board member prior to being elected to the position of President.
- 3.10 To be elected to the Board, a person must be:
 - 3.10.1 Eighteen (18) years of age or older.
 - 3.10.2 Not be an undischarged bankrupt.
 - 3.10.3 A member in good standing.
 - 3.10.3.1 No member who is also a support coach may be a Director without the approval of the Board of Directors.
 - 3.10.3.2 No more than one (1) support coach may be a Director.
 - 3.10.3.3 Support coaches can only occupy Coordinator positions, or the Registrar position.
 - 3.10.3.4 Coaches elected to the Board are non-voting Directors.
- 3.11 The election of Board Directors in accordance with this Constitution and By-Laws shall be conducted in the same manner as for voting of general business.

Removal and Resignation

- 3.12 Any Director may be removed from the Board, for conduct unbecoming, conduct in violation of the Code of Conduct, or conduct that is likely to endanger the interest or reputation of the Club.
- 3.13 Any Director may resign at any time by giving written notice to the Board. Any such resignation shall take effect on the day of receipt of such notice or any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Executive Committee

- 3.14 The Executive Committee is comprised of:

3.14.1 President

- 3.14.1.1 Shall preside at all meetings
- 3.14.1.2 Has general supervision, direction and control of the business and affairs of the Club as prescribed by the Board and this Constitution and By-laws.
- 3.14.1.3 In consultation with the Treasurer and Technical Director, assisting with grant application, tracking funds received and reporting fulfilment.
- 3.14.1.4 May create and appoint persons to committees and assign committee Chairs.
- 3.14.1.5 Serves as ex-officio member of all committees.
- 3.14.1.6 Serves as the contact person for all Club issues.

3.14.2 Vice-President

- 3.14.2.1 In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President.
- 3.14.2.2 Shall perform such other duties as shall from time to time as required for the President or the Board.
- 3.14.2.3 For the first four years of the Club, or as determined by the Board, the membership may choose to elect two

individuals to serve as Co-Presidents instead of having a President and Vice-President².

3.14.3 Secretary

3.14.3.1 Records, distributes, and presents the minutes of all meetings of the Board, including motions, discussions, votes and decisions.

3.14.3.2 Schedules and give notice of all meetings to the membership, including the Annual General Meeting and any Special General Meetings, with the exception of in-camera meetings relating to discipline or other similar issues.

3.14.4 Treasurer

3.14.4.1 Responsible for the maintenance of records of all receipts and expenditures, assets, credits and liabilities of the Club, which includes:

- keeping accurate records of monies received and disbursed;
- monitoring all transactions relating to the bank account(s); and
- ensuring deposits are made in a timely manner.

3.14.4.2 Presenting the Club finances to the Board to review regularly.

3.14.4.3 Reporting the Club finances (“Annual Financial Report”) to the general membership at the Annual General Meeting.

3.14.4.4 In consultation with the President and Technical Director, preparing and presenting to the Board for approval an Annual Budget for the operation of the Club.

3.14.4.5 In consultation with the President and Technical Director, assisting with grant application, tracking funds received and reporting fulfilment.

3.14.4.6 Ensuring that the Club operates in accordance with the approved budget.

² This is being done in recognition of the institutional knowledge of the two former clubs.

3.14.5 Registrar:

3.14.5.1 Ensure all athletes are registered with the Club, the MWPA and Water Polo Canada

3.15 The Board shall consist of the five Executive Committee Members plus up to six (6) additional members-at-large, who may be elected to fulfil the following roles. These positions are also voting Directors of the Board.

3.15.1 Volunteer Coordinator

3.15.2 Fundraising/Merchandise Coordinator

3.15.3 Marketing/Communications/Recruitment Coordinator

3.15.4 Competitive Program Coordinator

3.15.5 Grassroots Program Coordinator

3.15.6 Fit for Life (Recreation) Coordinator

3.16 Technical Director:

3.16.1 Is an ex-officio member of the Board with no voting rights.

3.16.2 May appoint another coach as a proxy to attend Board meetings on their behalf.

3.16.3 The Technical Director is responsible for day-to-day operations of the Club including, but not limited to:

- management of Head Coaches and support coaches;
- team selection;
- training and program schedules; and
- standard expenditures within the budget and as reported to the Board.

Vacancies

3.17 A vacancy on the Board shall exist in the case of a death, resignation, removal, disqualification or any other cause, of a Director.

3.17.1.1 Should the President position be vacated, the Vice-President shall continue to serve as President during the current business year. In the event of a Co-Presidency, should one

of the Co-President positions be vacated, the other Co-President shall assume the duties of the President.

- 3.17.2 Should both the President and Vice-President positions be vacated, the Secretary, Treasurer, or Registrar shall assume the duties of the President in the interim, by vote of the remaining Board. A Special General Meeting shall be called at the earliest opportunity to elect a new President.
- 3.17.3 Any other vacancies may be filled by appointment by the President for the balance of the business year.

Meetings of the Board

- 3.18 The Board shall conduct sufficient meetings to ensure the adequate functioning of the Club. Where possible, seven (7) days notice shall be given before every meeting.
- 3.19 Fifty percent (50%) of the Board shall constitute quorum for the transaction of business and meetings.
- 3.20 A simple majority of those present and voting shall carry every issue.
- 3.21 If the Board is comprised of more than the Executive Committee positions, then the President shall have no vote, except for casting a vote in the case of a tie.
- 3.22 Meetings may be held in person, by telecommunication or other virtual means when or as required.
- 3.23 When circumstances require a decision between regular board meetings, where it is impractical to convene a meeting, a resolution may be proposed and voted on by email. The resolution and the resulting vote must be ratified at next meeting by entering it into the minutes.

Conflict of Interest

- 3.24 Members of the Board, or a member of a committee , who has an interest or may be perceived as having an interest in any matter affecting the Club, 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, and 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 policies concerning conflict of interest as established by MWPA or Water Polo Canada.
- 3.25 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 4 ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

- 4.1 The Club shall hold an Annual General Meeting in each calendar year. The Annual General Meeting shall be held within the three (3) months following the fiscal year end.
- 4.2 Upon the request of the President, a majority of the Board, or at least 15 members in good standing, a Special General Meeting shall be held at a place, time and date set by the President, but no later than forty-five (45) days after the request is made.
 - 4.2.1 A Special General Meeting may be held in the following situations:
 - 4.2.1.1 Amendments to the Constitution and By-Laws.
 - 4.2.1.2 Appeals of sanctions under the Code of Conduct.
 - 4.2.1.2.1 Special General Meetings for appeals of sanctions under the Code of Conduct shall be held in camera.
 - 4.2.1.3 Dissolution of the Club.
- 4.3 Notice of the Annual General Meeting or any Special General Meeting, with the exception of Appeals under the Code of Conduct, shall be given in writing to the membership at least thirty (30) days in advance of the meeting of the date, time and location of the meeting.
- 4.4 Notice of any proposed changes to the Constitution and By-Laws shall be circulated thirty (30) days in advance of the meeting.
- 4.5 Any member in good standing may propose amendments to this Constitution and Bylaws by submitting such amendments in writing to the Board.

- 4.6 The President of the Club shall be the Chairperson of the Annual General Meeting or a Special General Meeting, unless in a conflict situation. The President may relinquish this position to another Board member of their choice.
- 4.7 The following shall constitute the agenda at the Annual General Meeting:
 - 4.7.1 Confirmation of the previous year's minutes.
 - 4.7.2 Matters arising out of minutes.
 - 4.7.3 President's report.
 - 4.7.4 Technical Director's report.
 - 4.7.5 Treasurer's report.
 - 4.7.6 Election of Directors.
 - 4.7.7 Amendments to the Constitution and By-Laws.
 - 4.7.8 All other items of business placed on the agenda, as approved by the President.
 - 4.7.8.1 Notice of other business must be provided to the Secretary at least ten (10) days before the Annual General Meeting.
- 4.8 Voting
 - 4.8.1 Quorum at an Annual General Meeting or Special General Meeting shall constitute fifty percent (50%) of the Board plus any other members who are present.
 - 4.8.2 Each member in good standing, including the members of the Board, shall be entitled to one vote, with the exception of the Chairperson, who will only vote in the case of a tie.
 - 4.8.2.1 If there are Co-Chairpersons, in the circumstance of a Co-Presidency, only one of the Co-Chairpersons shall have tie-breaking vote.

- 4.8.2 If there is more than one registered member in a family, each member in good standing shall receive one vote³.
- 4.8.3 Voting shall be by a show of hands in all cases, except where requested that voting be by secret ballot or by other means as deemed appropriate by the Chairperson.
- 4.8.4 All questions shall be decided by a simple majority.
- 4.8.5 No member shall vote by proxy.

ARTICLE 5 ADMINISTRATION AND FINANCES

- 5.1 The Board shall maintain Financial Policies that protect the financial viability of the Club.
- 5.2 All cheques, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of, or payable to the Club, shall be signed or endorsed by two members of the Executive Committee who are designated as having signing authority. At least one signature shall be the Treasurer or President.
- 5.3 The banking business of the Club will be conducted at such financial institution as the Board may determine.
- 5.4 The Board shall not knowingly operate at a deficit, without having a business case to demonstrate the rationale for the deficit, and it having majority approval of the Board.
- 5.5 The Board must submit a copy of the Annual Financial Report to MWPA.

³ A parent or guardian with more than one athlete who is a minor, shall have as many votes as athletes who are minors. Each member receives one vote.

ARTICLE 6 INSURANCE AND LIMITATION OF LIABILITY

Please see <https://www.waterpolo.ca/content/insurance> for insurance coverage provided by Water Polo Canada.

All Board members must register with MWPA and Water Polo Canada as volunteers to be covered by insurance.

ARTICLE 7 DISSOLUTION OF CLUB

- 7.1 The members may resolve to dissolve the Club by a Special Resolution at a Special General Meeting or Annual General Meeting.
- 7.2 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.
- 7.3 In the event of the dissolution of the Club, any grants provided by MWPA that are unused must be returned to MWPA.

Passed by the membership of Vortex Water Polo, this 27th day of November, 2022.

President

Secretary

President

Date signed

Date signed